

FORWARD INDUSTRIES INC

Form 4

February 21, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Frank L

2. Issuer Name and Ticker or Trading Symbol
FORWARD INDUSTRIES INC
[FORD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

570 LEXINGTON AVENUE, 27TH FLOOR,

02/19/2014

Member of 13(d) group

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Forward Industries Common Stock ⁽¹⁾	02/19/2014		S		241,274	D	\$ 1.7002	33,137	I	By LaGrange Capital Partners, L.P. ⁽²⁾
Forward Industries Common Stock ⁽¹⁾	02/19/2014		S		26,808	D	\$ 1.7002	67,562	I	By LaGrange Capital Partners Offshore Fund, Ltd. ⁽³⁾
Forward Industries Common	02/20/2014		S		33,137	D	\$ 1.7011	0	I	By LaGrange Capital Partners, L.P. ⁽²⁾

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Stock ⁽¹⁾

Forward Industries Common Stock ⁽¹⁾	02/20/2014	S	67,562	D	\$ 1.7011	0	I	By LaGrange Capital Partners Offshore Fund, Ltd. ⁽³⁾
Forward Industries Common Stock ⁽¹⁾	02/20/2014	S	71,975	D	\$ 1.6611	48,303	I	By LaGrange Capital Administration, L.L.C. ⁽⁴⁾
Forward Industries Common Stock ⁽¹⁾	02/21/2014	S	48,303	D	\$ 1.5985	0	I	By LaGrange Capital Administration, L.L.C. ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Frank L 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022	X			Member of 13(d) group
LaGrange Capital Partners LP 570 LEXINGTON AVENUE, 27TH FLOOR				Member of 13(d) group

NEW YORK, NY 10022

LaGrange Capital Management, LLC
570 LEXINGTON AVENUE
27TH FL
NEW YORK, NY 10022

Member of 13(d)
group

LAGRANGE CAPITAL PARTNERS OFFSHORE FUND
LTD
73 FRONT ST
HAMILTON, A1 000000

Member of 13(d)
group

LaGrange Capital Administration, L.L.C.
570 LEXINGTON AVENUE, 27TH FLOOR
NEW YORK, NY 10022

Member of 13(d)
group

Signatures

/S/ Frank L. Johnson	02/21/2014
__Signature of Reporting Person	Date
/S/ LaGrange Capital Partners, L.P., By LaGrange Capital Management, L.L.C., its General Partner, by Frank L. Johnson, its sole member	02/21/2014
__Signature of Reporting Person	Date
/S/ LaGrange Capital Partners Offshore Fund, Ltd., By LaGrange Capital Administration, L.L.C., its Investment Manager, By Frank L. Johnson, its Managing Member	02/21/2014
__Signature of Reporting Person	Date
/S/ LaGrange Capital Management, L.L.C., By Frank L. Johnson, its sole member	02/21/2014
__Signature of Reporting Person	Date
/S/ LaGrange Capital Administration, L.L.C., By Frank L. Johnson, its Investment Manager	02/21/2014
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is filed jointly by LaGrange Capital Partners, L.P. ("Capital Partners"), LaGrange Capital Partners Offshore Fund, Ltd. ("Capital Partners Offshore Fund"), LaGrange Capital Management, L.L.C. ("Capital Management"), LaGrange Capital Administration, L.L.C. ("Capital Administration") and Frank L. Johnson. Each of the Reporting Persons is a member of a Schedule 13(d) group with

(1) respect to the securities of the Issuer that no longer beneficially own any of the Issuer's outstanding shares of common stock. As members of the group, each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer beneficially owned by the other members of the group. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer beneficially owned by the other members of the group except to the extent of his or its pecuniary interest therein.

(2) Shares beneficially owned by Capital Partners. As the general partner of Capital Partners, Capital Management may be deemed to beneficially own the Shares owned beneficially by Capital Partners. As the sole member of Capital Management, Frank L. Johnson may be deemed to beneficially own the Shares beneficially owned by Capital Partners.

(3) Shares beneficially owned by Capital Partners Offshore Fund. As the investment manager of Capital Partners Offshore Fund, Capital Administration may be deemed to beneficially own the Shares beneficially owned by Capital Partners Offshore Fund. As the managing member of Capital Administration, Frank L. Johnson may be deemed to beneficially own the Shares beneficially owned by Capital Partners Offshore Fund

(4) Shares beneficially owned by Capital Administration. As the managing member of Capital Administration, Frank L. Johnson may be deemed to beneficially own the Shares beneficially owned by Capital Administration. On February 18, 2014, 120,278 Shares of Capital Partners were transferred to Capital Administration in connection with internal structuring matters.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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