

FORWARD INDUSTRIES INC  
Form 8-K  
January 10, 2011

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported):  
January 5, 2011**

**Forward Industries, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**New York**  
(State or other Jurisdiction of  
Incorporation)

**000-6669**  
(Commission File Number)

**13-1950672**  
(IRS Employer Identification No.)

Date of report (Date of earliest event reported): January 5, 2011

**1801 Green Road, Suite E**  
**Pompano Beach, FL**  
(Address of Principal Executive Offices)

**33064**  
(Zip Code)

Registrant's telephone number, including area code: **(954) 419-9544**

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry Into Material Definitive Agreement**

On January 5, 2011, the Company entered into a loan agreement with Flash Ventures, Inc., a Delaware corporation ( Flash ). Under the agreement the Company agreed to loan up to \$1,000,000.00 to Flash, and Flash executed an unsecured, unsubordinated term note in favor of the Company, bearing interest at 11% per annum on any unpaid principal, payable quarterly commencing March 31, 2011. Principal of the note is payable upon maturity on December 1, 2011 (subject to acceleration in case of an event of default), together with unpaid interest and any fees, expenses, and other amounts owing to the Company. Upon execution Flash drew \$600,000.00 in funds, leaving \$400,000 of possible additional funding under the note. The loan agreement was entered into in connection with the Company's letter of intent to acquire Flash disclosed in the Company's Current Report on Form 8-K filed with the Commission on December 9, 2010.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 10, 2011

By: /s/ Brett M. Johnson

Name:

Brett M. Johnson

Title:

Principal Executive Officer