

LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD

Form 3

March 24, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Last) (First) (Middle)

570 LEXINGTON AVENUE,
27TH FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/22/2010

3. Issuer Name **and** Ticker or Trading Symbol
FORWARD INDUSTRIES INC [FORD]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01 per share

925,727

I

See Footnotes 1 and 2. ⁽¹⁾ ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Frank L 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
LaGrange Capital Partners LP 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
LaGrange Capital Administration, L.L.C. 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
LaGrange Special Situations Yield Master Fund, Ltd. 570 LEXINGTON AVENUE 27TH FL NEW YORK, NY 10022	Â	Â X	Â	Â
LaGrange Capital Management, LLC 570 LEXINGTON AVENUE 27TH FL NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

LaGrange Capital Partners, L.P. By: LaGrange Capital Management, L.L.C., its General Partner By: /s/ Frank LaGrange Johnson, Sole Member	03/24/2010
__Signature of Reporting Person	Date
LaGrange Capital Management, L.L.C. By: /s/ Frank LaGrange Johnson, Sole Member	03/24/2010
__Signature of Reporting Person	Date
LaGrange Capital Partners Offshore Fund, Ltd. By: LaGrange Capital Administration, L.L.C., its Investment Manager By: /s/ Frank LaGrange Johnson, its Managing Member	03/24/2010
__Signature of Reporting Person	Date
LaGrange Special Situations Yield Master Fund, Ltd. By: LaGrange Capital Administration, L.L.C., its Investment Manager By: /s/ Frank LaGrange Johnson, its Managing Member	03/24/2010
__Signature of Reporting Person	Date
LaGrange Capital Administration, L.L.C. By: /s/ Frank LaGrange Johnson, its Managing Member	03/24/2010
__Signature of Reporting Person	Date

By: /s/ Frank LaGrange Johnson

03/24/2010

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) See Remarks.
Subsequent to the acquisition on March 22, 2010, as a result of which the Reporting Persons acquired more than 10% of the Common Shares, the Reporting Persons made two additional acquisitions of Common Stock. Specifically, on March 23, 2010, the Reporting Owners acquired 19,069 shares of Common Stock and on March 24, 2010, the Reporting Owners acquired 29,181 shares of Common Stock, both of which acquisitions are included in the figure provided in column 2 of Table I. These purchases are reflected in a Form 4 filed contemporaneously herewith. LaGrange Capital Management, L.L.C., LaGrange Capital Administration, L.L.C. (collectively "Management Entities") and Frank LaGrange Johnson each disclaim ownership in such acquisitions by LaGrange Capital Partners, L.P., LaGrange Capital Partners Offshore Fund, Ltd. and LaGrange Special Situations Yield Master Fund, L.P. (collectively "Funds"), except to the extent of any pecuniary interest therein. See also Remarks.

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Remarks:

LaGrangeÂ CapitalÂ Partners,Â L.P.Â directlyÂ beneficiallyÂ ownsÂ 706,204Â sharesÂ ofÂ CommonÂ Stock.Â LaGrange.

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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