

MANTECH INTERNATIONAL CORP  
Form S-8 POS  
October 30, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 30, 2008

REGISTRATION NO. 333-83676

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**MANTECH INTERNATIONAL CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

**22-1852179**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

12015 Lee Jackson Highway, Fairfax, VA  
(Address of Principal Executive Offices)

22033  
(Zip Code)

# MANTECH INTERNATIONAL CORPORATION

## MANTECH INTERNATIONAL 401(K) PLAN

(Full Title of the Plan)

**George J. Pedersen**

**Copies to:**

**Chief Executive Officer**

**Michael Putnam**

**ManTech International Corporation**

**ManTech International Corporation**

**12015 Lee Jackson Highway**

**12015 Lee Jackson Highway**

**Fairfax, VA 22033**

**Fairfax, VA 22033**

**(703) 218-6000**

**(703) 218-6000**

(Name and address of agent for service)

**(703) 218-6000**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**EXPLANATORY NOTE**

ManTech International Corporation ( **ManTech** ) registered 250,000 shares of its Class A Common Stock, par value \$0.01 per share (the **Common Stock** ), and an indeterminate amount of plan interests for sale under the ManTech International 401(k) Plan (the **Plan** ), pursuant to the Registration Statement on Form S-8, File No. 333-83676, filed with the Securities and Exchange Commission on March 4, 2002. This Post-Effective Amendment No. 1 is being filed to deregister all plan interests and the remaining shares of Common Stock that have not yet been sold under the Plan.

Accordingly, ManTech hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-83676, all plan interests and the remaining shares of Common Stock that have not been and will not be sold under the Plan. ManTech also notes that there are not now and have never been any plan interests under the ManTech International Corporation Employee Stock Ownership Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, ManTech International Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Commonwealth of Virginia, on October 30, 2008.

**MANTECH INTERNATIONAL CORPORATION**

By: /s/ George J. Pedersen  
George J. Pedersen  
*Chairman of the Board of Directors and Chief  
Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Commonwealth of Virginia, on October 30, 2008.

**MANTECH INTERNATIONAL 401(K) PLAN**

By: /s/ Margarita Mentus  
Margarita Mentus  
*Senior Vice President, Human Resources, ManTech  
International Corporation, as Plan Administrator*

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENT that the undersigned officers or directors of ManTech International Corporation, a Delaware corporation (the Corporation), hereby constitute and appoint George J. Pedersen his or her true and lawful attorney in fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign and file a Post-Effective Amendment with the Securities and Exchange Commission under the Securities Act of 1933, as amended, registering securities of the Corporation which may be issued pursuant to the ManTech International 401(k) Plan, with power to sign and file any amendment or amendments, including post-effective amendments thereto, with all exhibits thereto and any and all other documents in connection therewith, hereby granting unto said attorney in fact and agent full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney in fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on October 30, 2008.

| Signature  | Title  |
|--|--|
|  | Chairman of the Board of Directors and                   |
| /s/ George J. Pedersen<br>George J. Pedersen             | Chief Executive Officer<br>(Principal Executive Officer) |
| /s/ Kevin M. Phillips<br>Kevin M. Phillips               | Chief Financial Officer<br>(Principal Financial Officer) |
| /s/ John J. Fitzgerald<br>John J. Fitzgerald             | Controller   |
| /s/ Richard L. Armitage<br>Richard L. Armitage           | Director   |
| /s/ Mary K. Bush<br>Mary K. Bush                         | Director   |
| /s/ Barry G. Campbell<br>Barry G. Campbell               | Director   |
| /s/ Robert A. Coleman<br>Robert A. Coleman               | Director, President and Chief Operating Officer          |
| /s/ Walter R. Fatzinger, Jr.<br>Walter R. Fatzinger, Jr. | Director   |

/s/ David E. Jeremiah  
David E. Jeremiah

Director

/s/ Richard J. Kerr  
Richard J. Kerr

Director

/s/ Kenneth A. Minihan  
Kenneth A. Minihan

Director

/s/ Stephen W. Porter  
Stephen W. Porter

Director