MANTECH INTERNATIONAL CORP
Form DEF 14A
April 07, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material under Rule 14a-12
ManTech International Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

April 7, 2017

Dear Stockholder:

You are cordially invited to attend the 2017 Annual Meeting of Stockholders of ManTech International Corporation, which will be held at the Washington Dulles Marriott Suites, 13101 Worldgate Drive, Herndon, VA 20170, on Wednesday, May 17, 2017, at 11:00 am (EDT).

We have provided details of the business to be conducted at the meeting in the accompanying Notice of Annual Meeting of Stockholders, proxy statement and form of proxy. We encourage you to read these materials so that you may be informed about the business to come before the meeting.

Your participation is important, regardless of the number of shares you own. In order for us to have an efficient meeting, please sign, date, and return the enclosed proxy card promptly in the accompanying reply envelope. You can find additional information concerning our voting procedures in the accompanying materials.

We look forward to seeing you at the meeting.

Sincerely,

George J. Pedersen
Chairman of the Board and Chief Executive Officer

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 17, 2017

The 2017 Annual Meeting of Stockholders (the Annual Meeting) of ManTech International Corporation, a Delaware corporation (the Company), will be held at the Washington Dulles Marriott Suites, 13101 Worldgate Drive, Herndon, VA 20170, on Wednesday, May 17, 2017, at 11:00 am (EDT), for the following purposes, as more fully described in the proxy statement accompanying this notice:

1. To elect seven (7) persons as directors of the Company, each to serve until the 2018 Annual Meeting of Stockholders, or until their respective successors shall have been duly elected and qualified;
2. To hold a non-binding advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;
3. To hold a non-binding advisory vote on the frequency of holding an advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;
4. To ratify the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Stockholders of record at the close of business on March 20, 2017 are entitled to vote at the Annual Meeting. A complete list of stockholders eligible to vote at the Annual Meeting will be available for examination by our stockholders during the ten days prior to the Annual Meeting, between the hours of 9:00 am and 5:00 pm (EDT), at the offices of the Company at 12015 Lee Jackson Highway, Fairfax, VA 22033-3300.

You are cordially invited to attend the Annual Meeting in person. Whether or not you expect to attend the Annual Meeting, your vote is important. To assure your representation at the Annual Meeting, please sign and date the enclosed proxy card, and return it promptly in the accompanying reply envelope, which requires no additional postage. Should you receive more than one proxy because your shares are registered in different names and addresses, each proxy should be signed and returned to assure that all your shares are voted.

The proxy statement and form of proxy are being mailed on or about April 7, 2017.

By Order of the Board of Directors

George J. Pedersen

Chairman of the Board and Chief Executive Officer

Fairfax, Virginia

April 7, 2017

Important Notice Regarding Availability of Proxy Materials for ManTech's

Annual Meeting of Stockholders to be Held on May 17, 2017:

The Proxy Statement, our Proxy Card and our Annual Report to Shareholders are available at

http://investor.mantech.com/annualmeeting

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12015 Lee Jackson Highway

Fairfax, VA 22033-3300

PROXY STATEMENT FOR

2017 ANNUAL MEETING OF STOCKHOLDERS

The Board of Directors (the Board) of ManTech International Corporation (the Company) is soliciting proxies to be voted at the Company's 2017 Annual Meeting of Stockholders (the Annual Meeting) to be held on Wednesday, May 17th, 2017, at 11:00 am (EDT), at the Washington Dulles Marriott Suites, 13101 Worldgate Drive, Herndon, VA 20170, and at any adjournments or postponements thereof.

The mailing address of our principal executive offices is 12015 Lee Jackson Highway, Fairfax, VA 22033-3300. This proxy statement, the accompanying Notice of Annual Meeting of Stockholders, and the enclosed proxy card are first being mailed to our stockholders on or about April 7, 2017 (the Mailing Date).

GENERAL INFORMATION

The Board is soliciting proxies to be voted at the Annual Meeting. When we ask you for your proxy, we must provide you with a proxy statement that contains certain information specified by law.

At the Annual Meeting, we will ask you to consider and vote on the following matters:

1. To elect seven (7) persons as directors of the Company, each to serve until the 2018 Annual Meeting of Stockholders, or until their respective successors shall have been duly elected and qualified;
2. To hold a non-binding advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;
3. To hold a non-binding advisory vote on the frequency of holding an advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934; and
4. To ratify the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.

We do not expect any other items of business, because the deadline for stockholder proposals and nominations has already passed. Nonetheless, in case there is an unforeseen need, the accompanying proxy gives discretionary authority to the persons named on the proxy, George J. Pedersen and Jeffrey S. Brown, with respect to any other matters that might be brought before the meeting. Those persons intend to vote that proxy in accordance with their discretion and best judgment.

Record Date and Stockholders Entitled to Vote

Record Date	Stockholders as of the close of business on March 20, 2017 (the Record Date) may vote at the Annual Meeting.
Our Stock	We have two classes of outstanding stock: our Class A common stock and our Class B common stock. As of the Record Date, a total of 38,791,189 shares were outstanding: 25,600,444 shares of Class A common stock and 13,190,745 shares of Class B common stock. Holders of Class A common stock are entitled to one vote

for each share of Class A common stock they hold on the Record Date. Holders of Class B common stock are entitled to ten votes for each share of Class B common stock they hold on the Record Date.

Voting Requirements and Other Matters

Quorum	The holders of a majority in voting power of the common stock issued and outstanding and entitled to vote at the Annual Meeting must be present, either in person or by proxy, to constitute a quorum for the Annual Meeting. Abstentions and broker non-votes are considered present at the meeting for purposes of determining whether a quorum is present.
How to Vote	You can only vote your shares at the Annual Meeting if you are present either in person or by proxy. We encourage you to vote by submitting a proxy card even if you plan to attend the Annual Meeting. If you vote by mail, you must sign and date each proxy card that you receive, and return it in the prepaid envelope. Sign your name exactly as it appears on the proxy card. If you return a proxy card that is not signed, then your vote cannot be counted. If you return a proxy card that is signed and dated, but you do not specify voting instructions, we will vote on your behalf as follows:

FOR the election of the seven (7) directors nominated by our Board and named in this proxy statement (Proposal 1 – Election of Directors);

FOR the resolution approving the compensation of our named executive officers (Proposal 2 – Say on Pay);

FOR the frequency of every THREE YEARS for holding an advisory vote on the named executive officer compensation (Proposal 3 – Say on Frequency); and

FOR the ratification of the appointment of Deloitte & Touche, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017 (Proposal 4 – Ratification of Auditors).

	If the Annual Meeting is adjourned or postponed, your proxy will still be effective and will still be voted at the Annual Meeting when reconvened. You will still be able to change or revoke your proxy until it is voted.
Voting ESOP Shares	Stockholders who are current or former employees participating in our Employee Stock Ownership Plan (ESOP) and have shares of our stock allocated to their account as of the Record Date have the right to direct the plan trustee on how to vote their shares. If you do not send instructions to the plan trustee in a proper manner, or if the instructions are not timely received, the trustee will not vote the shares allocable to your account.
Broker Non-Votes	If your shares are held by a broker, the broker will ask you how you want your shares to be voted. If you give the broker instructions, your shares will be voted as you direct. For Proposals 1, 2, and 3 or for any other non-routine matter to come before the Annual Meeting, if you do not give instructions, the broker may not vote your shares at all (a broker non-vote). If you do not give instructions for Proposal 4, which is considered a routine matter, the broker may vote your shares in its discretion. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be counted for purposes of determining the number of votes present in person or represented by proxy and entitled to vote.

Revoking Your Proxy	If you execute a proxy pursuant to this solicitation, you may revoke it at any time prior to its exercise by (i) delivering written notice to our Corporate Secretary at our principal executive offices before the Annual Meeting; (ii) executing and delivering a proxy bearing a later date to our Corporate Secretary at our principal executive offices; or (iii) voting in person at the Annual Meeting.

Votes Required

Approval of each of the proposals submitted to a vote at the Annual Meeting is subject to the affirmative vote requirement shown in the table below.

Proposal	Vote Required	Broker Discretionary Voting Allowed
Proposal 1 – Election of Directors	Plurality	No
Proposal 2 – Say on Pay	Majority	No
Proposal 3 – Say on Frequency	Plurality	No
Proposal 4 – Ratification of Auditors	Majority	Yes

"Plurality" will be determined with respect to votes cast on a particular proposal. "Majority" will be determined with respect to votes present in person or represented by proxy at the meeting and entitled to vote on the proposal. If you vote ABSTAIN on any proposal requiring a Majority, your vote will have the same effect as a vote AGAINST that proposal.

Tabulation of Votes

Mr. Michael R. Putnam, our Senior Vice President, Corporate and Regulatory Affairs, has been appointed inspector of elections for the Annual Meeting. Mr. Putnam will separately tabulate the affirmative votes, withheld or negative votes (as applicable), abstentions, and, as applicable, broker non-votes with respect to Proposals 1, 2 and 4; with respect to Proposal 3, Mr. Putnam will separately tabulate the votes for the frequency of once every one year, once every two years, once every three years, abstentions and broker non-votes.

Voting Results

We will announce preliminary voting results at the Annual Meeting. We will disclose the final results on a Form 8-K that we file with the Securities and Exchange Commission (SEC) within four business days following the Annual Meeting.

Ownership by Insiders

As of the Record Date, our directors and executive officers beneficially owned an aggregate of 407,769 shares of Class A common stock (such number includes shares of common stock that may be issued upon exercise of outstanding options that are currently exercisable or that become exercisable prior to May 19, 2017) and 13,190,745 shares of Class B common stock, which together constitute approximately 34.8% and 83.8% of the outstanding shares and voting control of our common stock, respectively.

Solicitation

The Board is making this solicitation of proxies on our behalf. In addition to the solicitation of proxies by use of the mail, our officers and employees may solicit the return of proxies by personal interview, telephone, email or facsimile. We will not pay additional compensation to our officers and employees for their solicitation efforts, but we will reimburse them for any out-of-pocket expenses they incur in their solicitation efforts.

We will request that brokerage houses and other custodians, nominees and fiduciaries forward our solicitation materials to beneficial owners of our common stock. We will bear all costs associated with preparing, assembling, printing and mailing this proxy statement and the accompanying materials, the cost of forwarding our solicitation materials to the beneficial owners of our common stock, and all other costs of solicitation.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board has established and adopted guidelines that it follows in matters of corporate governance (the Corporate Governance Guidelines). These Corporate Governance Guidelines assist the Board in the exercise of its responsibilities and provide a framework for the efficient operation of our Company, consistent with the best interests of our stockholders and applicable legal and regulatory requirements. The Nominating and Corporate Governance Committee periodically reviews and reassesses the adequacy of our Corporate Governance Guidelines. We have posted a current copy of our Corporate Governance Guidelines, which was last amended in January 2016, on the Corporate Governance page in the Investor Relations section of our website at www.mantech.com (our Website).

Director Independence

The Board comprises a majority of directors who are independent from management. Only independent directors serve on each of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee.

The Board has conducted an evaluation of director independence, based on the independence standards applicable to Nasdaq-listed companies and applicable SEC rules and regulations. In the course of the Board's evaluation of the independence of each non-management director, the Board considered any transactions, relationships and arrangements between such director (or any member of his or her immediate family) and the Company, its subsidiaries and its affiliates. The purpose of this evaluation was to determine whether any relationships or transactions exist that could be inconsistent with a determination by the Board that the director has no relationship that would interfere with his or her exercise of independent judgment in carrying out the responsibilities of a director.

As a result of this evaluation, the Board has affirmatively determined that the following directors nominated for election at the Annual Meeting are independent of the Company and its management under the above referenced standards and regulations:

Richard L. Armitage	Walter R. Fatzinger, Jr.
Mary K. Bush	Richard J. Kerr
Barry G. Campbell	Kenneth A. Minihan

Stephen W. Porter, who served as a member of the Board until his retirement in May 2016, was determined by the Board to be independent of the Company and its management under the above referenced standards and regulations. The Board determined that Mr. Pedersen, our Chairman of the Board and Chief Executive Officer, is not independent because he is employed by the Company.

Board Leadership Structure

The Board believes that no single leadership model is right for all companies at all times. Depending on the circumstances, different leadership models might be appropriate. Our Corporate Governance Guidelines do not require that the roles of Chief Executive Officer (CEO) and Chairman of the Board be separate or combined. The Board's policy as to whether the roles of the CEO and Chairman of the Board should be separate or combined is to adopt the practice that best serves the Company at any given point in time. Currently, our CEO also serves as Chairman of the Board. The Board believes this structure provides an effective and efficient leadership model for the Company at this time, and that combining the roles of CEO and Chairman of the Board fosters clear accountability, effective decision-making and alignment on corporate strategy.

Because we have combined the roles of CEO and Chairman of the Board, pursuant to our Corporate Governance Guidelines, our independent directors have designated Mr. Campbell to serve as the Presiding Director. Mr. Campbell's duties in this capacity include:

- Coordinating the activities of the independent directors;
- Calling for meetings or sessions of the independent directors, and coordinating the agenda and serving as the chair for such meetings; and
- Facilitating communications between and among the independent directors and the Chairman of the Board.

Board and Committee Executive Sessions and Independent Directors Meetings

The independent directors of the Board regularly meet in executive session, without the presence of management; typically, these sessions are held following the adjournment of certain regularly-scheduled Board meetings. The Board's independent directors meet no fewer than two times annually. Certain of the Board's primary standing committees (including the Audit Committee and Compensation Committee) also regularly meet in executive session. As Presiding Director, Mr. Campbell chairs meetings of our independent directors; committee chairpersons preside over executive sessions for their respective committees.

Board's Role in Risk Oversight

The Board oversees the management of risks inherent in the operation of the Company's business. The Board oversees the management of risk principally through the Audit Committee. Among other activities, the Audit Committee oversees the Company's enterprise risk management program. The Board oversees certain of the Company's business activities (particularly those designated as classified by the U.S. government), as well as risks posed by cyber security, information assurance and similar matters, through the Special Programs Oversight Committee. The Board fulfills its responsibility for overseeing the assessment of risks associated with the Company's compensation policies and programs through the Compensation Committee.

Each of these committees regularly receives reports from, and discusses those reports with, members of management who are responsible for applicable day-to-day risk management functions of the Company. The chairpersons of these committees periodically report back to the Board regarding risk management activities within such committees' respective purview. The Board's role in risk oversight has not had any effect on the Board's leadership structure.

Board and Committee Self-Evaluations

Each of the Board and its primary standing committees (the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee) conducts a self-evaluation on an annual basis. These evaluations are designed to foster candid discussion regarding the adequacy and effectiveness of the Board and such committees. The Nominating and Corporate Governance Committee oversees the annual self-evaluation process. Where appropriate, the Nominating and Corporate Governance Committee may consider feedback received from the evaluation process in making recommendations to the Board regarding the nomination of incumbent directors for re-election to the Board (and, where applicable, assignments of Board members to various committees).

Director Nominations

The Board generally identifies and attracts candidates through its own efforts, and it believes that this method has been effective. However, if in the future the Board determines that it is in the Company's best interest to use the services of a consultant or a search firm to assist with the identification and selection process, it will do so.

The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director nominees, and then recommending director candidates for nomination by the Board.

We do not have a formal policy regarding the consideration of diversity in identifying potential director nominees. However, the Nominating and Corporate Governance Committee considers diversity in its broadest sense when evaluating candidates. Our Corporate Governance Guidelines direct that the evaluation of nominees should include (among numerous other considerations) an assessment of whether a nominee would provide the Board with a diversity of viewpoints, backgrounds, experiences and other demographics.

The Nominating and Corporate Governance Committee has a policy regarding the consideration of director candidates recommended by our stockholders (Nominations Policy). The Nominations Policy describes the circumstances pursuant to which the Nominating and Corporate Governance Committee will consider Board candidates recommended by our stockholders. The Nominations Policy also describes the procedures to be followed by stockholders in submitting such recommendations. We have made the Nominations Policy available on the Corporate Governance page of our Website.

Generally, the Nominating and Corporate Governance Committee will consider candidates recommended by stockholders who beneficially own at least 1% of our outstanding stock at the time of recommendation (Qualifying Stockholder). Qualifying Stockholders wishing to recommend candidates to the Nominating and Corporate Governance Committee may do so by submitting a completed Stockholder Recommendation of Candidate for Director Form (Recommendation Form), which is attached to the Nominations Policy posted on our Website.

Qualifying Stockholders wishing to recommend a nominee for election as director at the next annual meeting of stockholders must submit their completed Recommendation Form at least 120 days in advance of the one-year anniversary of the date of the mailing of this proxy statement. The Nominating and Corporate Governance Committee will only evaluate a candidate if he or she has indicated a willingness to serve as a director and cooperate with the evaluation process, and if the required information about the candidate has been submitted. Candidates recommended by Qualifying Stockholders will generally be evaluated by the Nominating and Corporate Governance Committee pursuant to the same process used for evaluation of all other director candidates.

Code of Ethics

The policies in our Standards of Ethics and Business Conduct satisfy the SEC’s requirements for a “code of ethics” applicable to our principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions, as well as Nasdaq’s requirements for a code of conduct applicable to all directors, officers, and employees. Among other principles, our Standards of Ethics and Business Conduct includes guidelines relating to the ethical handling of actual or potential conflicts of interest, compliance with laws, accurate financial reporting, and procedures for promoting compliance with (and reporting violations of) such standards. A copy of our Standards of Ethics and Business Conduct is available on the Corporate Governance page of our Website. We are required to disclose any amendment to, or waiver of, a provision of our code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions. We intend to use our Website as a method of disseminating this disclosure, as permitted by applicable SEC rules.

Communication with Directors

We believe that it is important for our stockholders to be able to communicate their concerns to our Board. Stockholders may correspond with any director, committee, or the Board generally, by writing to the following address: ManTech International Corporation Board of Directors, 12015 Lee Jackson Highway, Fairfax, VA 22033-3300, Attention: Corporate Secretary. Please specify to whom your correspondence should be directed. Our Corporate Secretary has been instructed to promptly forward all correspondences to the relevant director, committee, or the full Board, as indicated in your correspondence.

Director Attendance at Annual Meeting of Stockholders

We invite all of our directors to attend our annual meeting of stockholders, and we strongly encourage all of them to do so absent exigent circumstances that prevent their attendance. In furtherance of this policy, we generally schedule one of our regular Board meetings on the same day as our annual meeting of stockholders. In 2016, all of our directors then serving on the Board attended our annual meeting of stockholders.

Availability of Corporate Governance Documents

We have made available on the Corporate Governance page of our Website a number of important documents related to our governance practices, including:

- Certificate of Incorporation and Bylaws;
- Charters of all six of our standing Board Committees;
- Code of Ethics (Standards of Ethics and Business Conduct);
- Corporate Governance Guidelines;
- Nominations Policy;
- Related Party Transactions Policy; and
- Equity Grant Policy.

We will also make these materials available in print format to any requesting stockholder. Copies of these documents may be requested by writing to the following address: ManTech International Corporation, 12015 Lee Jackson Highway, Fairfax, VA 22033-3300, Attention: Corporate Secretary.

BOARD OF DIRECTORS

AND COMMITTEES OF THE BOARD OF DIRECTORS

Our Board currently comprises seven members, each of whom was elected at the 2016 Annual Meeting of Stockholders for a term that expires at the Annual Meeting. Set forth below are details regarding director attendance at board and committee meetings, the function and operation of each of the Board's standing committees, and the compensation of our non-employee directors in 2016.

Attendance at Board and Committee Meetings

Our full Board met eight times in 2016. All of our directors, except for Mr. Minihan, attended or participated in at least 75% of the aggregate of the board meetings and the meetings of the committees on which the director served during 2016. The number of meetings held in 2016 by each of the Board's standing committees is set forth in the information below.

Committees of the Board

The Board currently has six standing committees (although the Board may establish other committees from time to time). The following table sets forth the current composition of our Board committees.

Chairperson Member Financial Expert

	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Retirement Plan Committee	Special Programs Oversight Committee	Executive Committee
Richard L. Armitage						
Mary K. Bush						
Barry G. Campbell						
Walter R. Fatzinger, Jr.						
Richard J. Kerr						
Kenneth A. Minihan						
George J. Pedersen						

Certain information regarding each standing Board committee is provided below. A more detailed discussion of each committee's composition, purpose, objectives, authority and responsibilities can be found in its charter, which we make available on the Corporate Governance page of our Website.

Audit Committee

The primary functions of the Audit Committee are to oversee (i) the integrity of our financial statements, (ii) our accounting and financial reporting processes, and (iii) audits of our financial statements. The Audit Committee operates under a written charter that it reviews and reassesses the adequacy of on an annual basis. The charter was most recently revised and amended in March 2016 and is available on our Website.

The Board annually reviews the suitability of our Audit Committee in light of the Nasdaq listing standards' requirements for audit committee composition and applicable SEC rules and regulations. The Board has determined that each member of our Audit Committee meets the heightened independence standard and other requirements for audit committee members under applicable Nasdaq listing standards and SEC rules and regulations.

The Board has also determined that the Company has at least one audit committee financial expert serving on the Audit Committee. The Board has determined that each of Messrs. Campbell and Fatzinger and Ms. Bush (i) qualifies as an "audit committee financial expert" under applicable SEC rules and regulations, and (ii) satisfies the financial sophistication requirements of the Nasdaq listing standards. All of our Audit Committee members have a working familiarity with basic finance and accounting practices.

During 2016, the Audit Committee held five meetings. The Audit Committee meets regularly in executive session, including with our independent registered public accounting firm, without management present. Mr. Campbell serves as chairperson of the Audit Committee.

Compensation Committee

The primary functions of the Compensation Committee are to (i) oversee the determination, implementation, and administration of the remuneration (including salary, incentive compensation payments, bonuses, equity compensation, and perquisites) of all non-employee directors and executive officers of the Company, and (ii) administer the Company's stock-based compensation plans. The Compensation Committee operates under a written charter that it reviews and reassesses the adequacy of on an annual basis. The charter was most recently revised and amended in February 2014 and is available on our Website.

The Board annually reviews the suitability of our Compensation Committee in light of the Nasdaq listing standards' requirements for compensation committee composition and applicable SEC rules and regulations. The Board has determined that each member of our Compensation Committee meets the independence and other requirements for compensation committee members under applicable Nasdaq listing standards and SEC rules and regulations. Our Compensation Committee members also qualify as "non-employee directors" under Section 16 of the Securities Exchange Act of 1934 (the Exchange Act) and as "outside directors" under Section 162(m) of the Internal Revenue Code.

During 2016, the Compensation Committee held five meetings. At the direction of the Compensation Committee, certain members of management attend each meeting. The Compensation Committee also meets regularly in executive session without management present. Mr. Fatzinger serves as chairperson of the Compensation Committee.

Compensation Advisers

The Compensation Committee has the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, legal counsel or other advisers, and is directly responsible for the appointment, compensation and oversight of the work of any such adviser. The Compensation Committee conducts an independence assessment of any compensation adviser it engages; such assessment includes the consideration of the factors required by applicable Nasdaq listing standards and SEC rules and regulations.

For 2016, the Compensation Committee retained Ernst & Young LLP (E&Y) as its independent compensation consultant to assist the Compensation Committee with its executive compensation-related responsibilities. The services provided by E&Y in its capacity as the Compensation Committee's independent compensation consultant included supporting the design of our executive compensation program, providing market consensus data for each of our executive officers, and assisting the Compensation Committee in evaluating the compensation of our non-employee directors.

From time to time, with the consent of the Compensation Committee, the Company’s management has retained personnel at E&Y to perform services that are not related to work performed as the Compensation Committee’s independent compensation consultant (Additional Services), for which E&Y receives a fee. The Compensation

Committee has approved the Company's future use of E&Y for certain projects, including due diligence support for acquisitions or other corporate transactions, tax advisory services, consulting and advisory services with respect to the Company's internal systems and, as directed by the chairperson of the Compensation Committee, consulting and advisory services related to compensation of the Company's non-executive officers. The Company's management did not engage E&Y to perform Additional Services in 2016.

Based on its review of these relationships, and independence and other factors that the Compensation Committee determines to be relevant, as well as policies and procedures implemented by the Compensation Committee and E&Y, the Compensation Committee has concluded that the compensation consulting advice it receives from E&Y is objective, and that no conflicts of interest exist that would require disclosure by the Company under applicable SEC rules.

The Company's processes and procedures for the consideration and determination of director and executive compensation (including the roles of the Compensation Committee, management, and the Compensation Committee's independent compensation consultant) are discussed in the sections of this proxy statement captioned "Setting Compensation of Non-Employee Directors" and "Compensation Discussion and Analysis," respectively.

Nominating and Corporate Governance Committee

The primary functions of the Nominating and Corporate Governance Committee are to (i) identify individuals qualified to become members of the Board, and recommend new director candidates to the Board when necessary and appropriate, (ii) evaluate whether incumbent directors should be nominated for re-election to the Board and make recommendations to the Board in this regard, and (iii) oversee and periodically evaluate the Company's Corporate Governance Guidelines. The Nominating and Corporate Governance Committee operates under a written charter that it reviews and reassesses the adequacy of on an annual basis. The charter was most recently revised and amended in March 2016 and is available on our Website. All members of the Nominating and Corporate Governance Committee are independent directors, within the meaning of applicable Nasdaq listing standards and SEC rules and regulations. The Nominating and Corporate Governance Committee held three meetings in 2016. Mr. Campbell currently serves as chairperson of the Nominating and Corporate Governance Committee.

Retirement Plan Committee

The primary function of the Retirement Plan Committee is to oversee the administration of the Company's tax-qualified and non-qualified retirement plans. The Retirement Plan Committee held five meetings in 2016. Mr. Fatzinger serves as chairperson of the Retirement Plan Committee.

Special Programs Oversight Committee

The Special Programs Oversight Committee oversees certain of the Company's business activities (particularly those designated as classified by the United States government for purposes of national security), as well as cyber security, information assurance and similar matters that have the potential for posing significant risk to the Company. The Special Programs Oversight Committee held three meetings in 2016. Mr. Kerr serves as chairperson of the Special Programs Oversight Committee.

Executive Committee

The primary function of the Executive Committee is to assist the Board in fulfilling its oversight responsibilities. The Executive Committee is authorized to exercise the powers of the Board in managing the affairs of the Company during intervals between Board meetings, when Board action is necessary or desirable but convening a special Board meeting is not warranted or practical. The Executive Committee did not meet in 2016. Mr. Pedersen serves as chairperson of the Executive Committee.

Setting Compensation of Non-Employee Directors

Our Compensation Committee sets compensation for the Company's non-employee directors. The Compensation Committee generally reviews non-employee director compensation on an annual basis. In conducting this review, the Compensation Committee receives input on market trends for non-employee director compensation from its independent compensation consultant, including with respect to the Company's compensation peer group (as set forth in the "Compensation Discussion & Analysis" section of this proxy statement); however, the Compensation Committee does not target non-employee director compensation at any particular percentile or percentile range of the market data. A substantial portion of the non-employee directors' compensation is payable in the form of stock-based compensation, in order to align the interests of the directors with those of the Company's stockholders.

We do not compensate Mr. Pedersen for his service on the Board or any committee of the Board. In certain circumstances, members of the Board may receive reimbursement for certain expenses incurred in connection with attending Board or committee meetings. For the current Board term (which began in May 2016), the Compensation Committee decided not to make any changes to non-employee director compensation levels (both with respect to cash and equity) from those levels applicable to the prior Board term. The compensation we paid in 2016 to our non-employee directors for their services is set forth in the table that follows.

NON-EMPLOYEE DIRECTOR COMPENSATION TABLE

The tables and footnotes below reflect the compensation and other fees paid in 2016 to our non-employee directors for their services.

Name (a)	Fees Paid in Cash[1] ($)(b)	Stock Awards[2] ($)(c)	All Other Compensation[3] ($)(d)	Total ($)(e)
Richard L. Armitage	86,125	101,520	2,520	190,165
Mary K. Bush	78,000	101,520	2,520	182,040
Barry G. Campbell	126,625	101,520	2,520	230,665
Walter R. Fatzinger, Jr	113,500	101,520	2,520	217,540
Richard J. Kerr	93,500	101,520	2,520	197,540
Kenneth A. Minihan	73,000	101,520	2,520	177,040
Stephen W. Porter[4]	21,750	-	2,520	24,270

[1] The following table presents the cash compensation we currently pay to our non-employee directors for their service on our Board and our Board committees:

	Annual Retainer (Director/Member)	Additional Annual Retainer (Chairperson)	Meeting Fee
Board of Directors	$ 50,000	N/A	$1,500 for each meeting that is attended
Audit Committee	$ 12,500	$ 20,000	$1,500 for each meeting in excess of 4 per Board term
Compensation Committee	$ 7,500	$ 10,000	$1,500 for each meeting in excess of 4 per Board term
Nominating and Corporate Governance Committee	$ 7,500	$ 7,500	$1,500 for each meeting in excess of 4 per Board term
Retirement Plan Committee	$ 5,000	$ 5,000	$1,500 for each meeting in excess of 4 per Board term
Special Programs Oversight Committee	$ 5,000	$ 5,000	$1,500 for each meeting in excess of 4 per Board term
Executive Committee	$ 10,000	N/A	$1,500 for each meeting in

			excess of 4 per Board term
Presiding Independent Director	$ 5,000	N/A	N/A

[2] The amounts in this column reflect the aggregate fair market value of the restricted stock award granted on May 5, 2016, as computed in accordance with ASC Topic 718, Compensation – Stock Compensation. In 2016, each non-employee director received a restricted stock grant of 3,000 shares of common stock, with a grant price of $33.84 per share (closing price of our common stock on the Nasdaq stock market on the date of grant, May 5, 2016); the restricted stock awards fully vest one year after the date of grant. Each non-employee director had unvested restricted stock awards in the amount of 3,000 shares outstanding as of December 31, 2016. The non-employee directors were not granted any option awards during 2016, and they had no options outstanding as of December 31, 2016.

[3] The amounts in this column reflect cash dividends credited on unvested shares of restricted stock.

[4] Mr. Porter retired from the Board following the completion of his term in May 2016. Mr. Porter currently serves as a Director Emeritus.

PROPOSAL 1

ELECTION OF DIRECTORS

General Information

The Board has nominated all of the Company’s seven current directors to serve as a director until the 2018 Annual Meeting of Stockholders, or until their respective successors have been duly elected and qualified. Each nominee is a current member of the Board, has agreed to stand for election and serve if elected, and has consented to be named in this proxy statement.

Substitute Nominees

If any nominee should become unavailable for election or is unable to be a candidate when the election takes place (or otherwise declines to serve), the persons named as proxies may use the discretionary authority provided to them in the proxy to vote for a substitute nominee designated by the Board. At this time, we do not anticipate that any nominee will be unable to be a candidate for election or will otherwise decline to serve.

Vacancies

Under our Second Amended and Restated Bylaws, the Board has the authority to fill any vacancies that arise, including vacancies created by an increase in the number of directors, or vacancies created by the resignation of a director. Any nominee so elected and appointed by the Board would hold office for the remainder of the term of office of all directors, which term expires annually at our annual meeting of stockholders, or until his successor is duly elected and qualified.

Information Regarding the Nominees for Election as Directors

The name and age (as of the Mailing Date) of each nominee for election as director, as well as certain additional information concerning each nominee’s principal occupation, other affiliations, and business experience during the last five years, are set forth below.

The Board has concluded that each of the incumbent directors should be nominated for re-election based on the specific experience, qualifications, attributes and skills identified in the biographical information below, in light of the Company’s business and structure.

Name	Age	Director Since
George J. Pedersen	81	1968

Mr. Pedersen is a co-founder, Chairman of the Board and Chief Executive Officer of the Company. Mr. Pedersen has served as a director of ManTech since 1968, was appointed Chairman of the Board in 1979, and was named Chief Executive Officer in 1995. Mr. Pedersen was also President of the Company from 1995 until 2004. Until 2011, Mr. Pedersen served on the board of directors of GSE Systems, Inc. (NYSE MKT: GVP), which provides simulation, training and engineering solutions to the energy and process industries. Mr. Pedersen has also served on the board of directors of various industry associations.

Mr. Pedersen's unparalleled knowledge of the Company and its operations, and his experience in providing innovative technologies and solutions for mission-critical national security programs to U.S. government customers for almost half a century, uniquely positions him to serve as the Company's Chairman of the Board and Chief Executive Officer. In addition to his operational experience, Mr. Pedersen has an in-depth knowledge and understanding of the U.S. government's mission requirements and related funding priorities.

Name	Age	Director Since
Richard L. Armitage	71	2005

Mr. Armitage has served as a director of ManTech since 2005. From 1995 to 2001, Mr. Armitage served on our Advisory Board. Since 2005, Mr. Armitage has served as President of Armitage International, L.C., which provides multinational clients with critical support in the areas of international business development, strategic planning, and problem-solving. From 2001 through 2005, he served as the Deputy Secretary of State, and prior to that assignment, he was President of Armitage Associates, L.C., a world-wide business and public policy firm. Beginning in the late 1980s, Mr. Armitage held a variety of high-ranking diplomatic positions, including as Presidential Special Negotiator for the Philippines Military Bases Agreement; as Special Mediator for Water in the Middle East; as a Special Emissary to Jordan's King Hussein during the 1991 Gulf War; and as an Ambassador, directing U.S. assistance to the new independent states of the former Soviet Union. Mr. Armitage is also a former Assistant Secretary of Defense for International Security Affairs, and a former Assistant Secretary of Defense for East Asia and Pacific Affairs. Mr. Armitage has received numerous U.S. military decorations, has been awarded the Department of Defense Medal for Distinguished Public Service four times, and has received the Presidential Citizens Medal and the Department of State Distinguished Honor Award. In 2005, he was awarded a KBE and became a Knight Commander of the Order of St. Michael and St. George. Mr. Armitage was also appointed as an honorary companion to the Order of Australia (Australian Knighthood) and an honorary companion of the New Zealand Order of Merit. In November 2015, Mr. Armitage was awarded the Grand Cordon of the Order of the Rising Sun from Japan. Mr. Armitage currently serves on the board of directors of ConocoPhillips (NYSE: COP), which is one of the largest integrated energy companies in the United States.

Mr. Armitage brings to the Board significant leadership experience and industry expertise. Mr. Armitage has worked in the highest levels of the U.S. government, providing him with critical insight into the needs and operations of U.S. government intelligence, military, and civilian agencies, and other matters relating to foreign affairs. His many years of combined service on our Board and our Advisory Board, as well as his service on the boards of directors of other public and private companies, give him a significant understanding of the role of the Board and knowledge of the Company and its operations.

Mary K. Bush	68	2006

Ms. Bush has served as a director of ManTech since 2006. In 1991, Ms. Bush founded Bush International, a global consulting firm which advises U.S. companies and foreign governments on international financial markets and banking, and global business strategy. Ms. Bush also serves as a senior managing director of Brock Capital Group, a corporate advisory and consulting firm. In 2007, she was appointed by the Secretary of the Treasury to the U.S. Treasury Advisory Committee on the Auditing Profession. From 1989 to 1991, Ms. Bush served as Managing Director and Head of the Federal Housing Finance Board, the oversight body for the nation's 12 Federal Home Loan Banks. Prior to 1989, Ms. Bush was the Vice President and Head of International Finance at the Federal National Mortgage Association (Fannie Mae). From 1982 to 1984, Ms. Bush served as U.S. Alternate Executive Director of the International Monetary Fund (IMF), a position appointed by the President of the United States and confirmed by the Senate. In that capacity, she worked with the U.S. Treasury Department to formulate policy on IMF lending and global economic matters. Ms. Bush serves on the board of directors of Discover Financial Services (NYSE: DFS), Marriott International, Inc. (NYSE: MAR), and the T. Rowe Price Group (NASDAQ: TROW). Ms. Bush also previously served on the boards of directors of United Airlines (NYSE: UAL), Brady Corporation (NYSE: BRC), Briggs & Stratton Corporation (NYSE: BGG), MGIC Investment Corporation (NYSE: MTG), and the Pioneer Family of Mutual Funds.

As an experienced financial and operational leader of numerous high profile institutions in a variety of industries, Ms. Bush brings a broad understanding of the operations and business and economic challenges of public companies. Ms. Bush has chaired or served on all significant standing committees of public company boards during her career. Ms. Bush has deep knowledge of financial, investment, and governance matters, and received her MBA in finance from the University of Chicago. Her background and experience, including her experience with public policy matters and providing strategic advisory services in political and international arenas, coupled with her service and leadership in government, afford Ms. Bush with a valuable perspective for service on our Board.

Name	Age	Director Since
Barry G. Campbell	75	2002

Mr. Campbell has served as a director of ManTech since 2002. From 1999 to 2001, Mr. Campbell served as a director, President and Chief Executive Officer of Allied Aerospace Industries, Inc., a Virginia-based aerospace and defense engineering firm. From 1993 to 1997, Mr. Campbell served as President and Chief Executive Officer of Vitro Corporation, the largest subsidiary of Tracor, Inc. In 1997, he served as Chairman and Chief Executive Officer of Tracor's subsidiary, Tracor Systems Technologies, Inc. until the sale of Tracor, Inc. to GEC Marconi, plc in 1998.

As a former senior executive of public companies and companies in our industry, Mr. Campbell brings management experience, leadership capabilities, financial knowledge, and business acumen to our Board. Mr. Campbell has a deep understanding of the Company and its operations, having served on our Board since our initial public offering and chaired our Audit Committee since 2004. Mr. Campbell's knowledge of our Company, and his financial and operational experience leading comparable companies in our industry through challenges and opportunities that we regularly face, make him a valued and important contributor to our Board.

Walter R. Fatzinger, Jr.	74	2002

Mr. Fatzinger has served as a director of ManTech since 2002. Mr. Fatzinger served as Executive Vice President of Chevy Chase Bank, F.S.B., the parent of ASB Capital Management, Inc., from 1999 to 2002. Mr. Fatzinger currently serves as a director of both Chevy Chase Trust Company and ASB Capital Management, where he is Chairman of the Audit Committee and the Real Estate Investment Activities Committee, and is Chairman Emeritus of the University of Maryland Foundation. Mr. Fatzinger also previously served on the board of directors of Optelecom, Inc., which was a Nasdaq listed company prior to its sale in 2011.

As a former leader of high-profile companies in the financial industry, Mr. Fatzinger brings to the Board a broad range of capabilities relating to the management, operation, and financial performance of companies. He has led and overseen institutions throughout the many stages of a company's lifecycle. Mr. Fatzinger also has a deep understanding of the Company and its operations, having served on our Board since our initial public offering and chaired our Compensation Committee since 2004. This knowledge and his financial and operational experience make him a valued and important contributor to our Board.

Richard J. Kerr	81	2002

Mr. Kerr has served as a director of ManTech since 2002. From 1994 to 2002, Mr. Kerr served as Chairman of our Advisory Board. From 1996 to 2001, Mr. Kerr served as President of the Security Affairs Support Association, an organization comprising government and industry members that is focused on national security policy. Prior to that, Mr. Kerr worked at the Central Intelligence Agency for 32 years, including as Deputy Director for Central Intelligence. Mr. Kerr headed a small team that assessed intelligence produced prior to the Iraq war, at the request of the Secretary of Defense and Director of Central Intelligence. Mr. Kerr currently serves on the board of directors of BAE Systems, Inc., a subsidiary of BAE Systems plc. He also previously served on the boards of directors of MITRE Corporation and LexisNexis.

Mr. Kerr brings to the Board significant leadership experience and industry knowledge, particularly within the intelligence community. His continued involvement in the formation of the nation's security policies has ensured his continued expertise in this area. His many years of combined service on our Board and our Advisory Board, as well as his service on the board of directors of other high-profile companies in our industry, gives him a significant understanding of the role of the Board, and knowledge of the Company, its operations, and the markets it serves. His familiarity with and knowledge of issues relating to the operation of certain Company business activities involving programs designated as classified by the U.S. government and his understanding of cyber security risks give him the background to chair our Special Programs Oversight Committee.

Name	Age	Director Since
Kenneth A. Minihan	73	2006

Lieutenant General Minihan (Retired) has served as a director of ManTech since 2006. Since 2002, Lieutenant General Minihan has served as Managing Director of the Homeland Security Fund for Paladin Capital Group. From 1999-2002, Lieutenant General Minihan served as President of the Security Affairs Support Association. Lieutenant General Minihan served for over thirty years in the Air Force, serving from 1996 to 1999 as the 14th Director of the National Security Agency/Central Security Service. From 1995 to 1996, he was a Director of the Defense Intelligence Agency. Among Lieutenant General Minihan' s awards and decorations are the National Security Medal, the Defense Distinguished Service Medal, the Bronze Star, the National Intelligence Distinguished Service Medal, and the Legion of Merit. Lieutenant General Minihan is a founder of the Intelligence and National Security Alliance in Washington, D.C., and serves on the boards of directors of KEYW Corporation (NASDAQ: KEYW), CGI Federal, a subsidiary of CGI Group Inc., and Lexis Nexis Special Services Inc. He also is a former member of the board of directors of Verint Systems, Inc. (NASDAQ: VRNT) and BAE Systems, Inc., a subsidiary of BAE Systems plc.

Lieutenant General Minihan brings to the Board an impressive mix of military, government, business, and investment experience in the Company's industry. His position as Managing Director of the Homeland Security Fund for Paladin Capital Group also gives Lieutenant General Minihan keen insight into merger and acquisition activity within our industry. Lieutenant General Minihan' s industry knowledge is supplemented by his experience serving on numerous other public and private company boards in the defense and government IT services industry, and as a result he has deep understanding of the role of the Board and the Company, as well as the Company's addressable markets.

Recommendation of the Board of Directors

The Board recommends that you vote "FOR" the election of each of the director nominees listed above. All proxies executed and returned will be voted "FOR" all of the director nominees unless the proxy specifies otherwise.

EXECUTIVE OFFICERS

We have set forth below the positions, names and ages (as of the Mailing Date) of our current executive officers (other than George Pedersen, our CEO and Chairman of the Board). Biographical information for each of our executive officers is also presented below. The biographical and other required information for Mr. Pedersen is presented in the section of this proxy statement captioned “Information Regarding the Nominees for Election as Directors.”

Our executive officers serve at the discretion of the Board.

Name	Age	Position
Judith L. Bjornaas	54	Executive Vice President and Chief Financial Officer

Ms. Bjornaas became our Chief Financial Officer (CFO) in November 2016. Ms. Bjornaas served as the Company’s Senior Vice President of Financial Planning and Analysis and Deputy Chief Financial Officer from December 2010 until November 2016. Ms. Bjornaas assumed the duties and responsibilities of the Company’s principal accounting officer in August 2012. Prior to joining ManTech, she was the chief financial officer of NCI, Inc. (NASDAQ: NCIT), an approximately $500 million organization that provides information technology and professional services and solutions to federal government agencies, since that company’s initial public offering in 2005. During her time at NCI, Ms. Bjornaas was responsible for all of the accounting and financial operations of the company, including pricing, cash management, budgeting and forecasting

Kevin M. Phillips	55	President and Chief Operating Officer

Mr. Phillips is our President and Chief Operating Officer. Mr. Phillips served as ManTech’s Executive Vice President and CFO from 2005 to 2016. Prior to his role as CFO, Mr. Phillips served as Corporate Vice President and Chief of Staff for ManTech, in which capacity he played an active role in the integration of acquisitions and other strategic business issues. Mr. Phillips joined ManTech in December 2002. He was formerly the chief financial officer of CTX Corporation, a provider of information technology and software strategies and solutions to the national intelligence community. Mr. Phillips spent seven years as part of CTX Corporation’s executive management team. Prior to that, he held various roles including controllerships at IT service providers to the government.

Daniel J. Keefe	63	Group President - MSS

Brigadier General Keefe (Retired) has served as the president of the Company's Mission Solutions and Services Group (MSS) since February 2013. Mr. Keefe previously served as the Executive Vice President and Group General Manager for MSS. Prior to joining ManTech in March 2011, he was a senior vice president and general manager in the MPRI division of L-3 Communications, an organization of approximately 5,000 employees that provided education, training, development, and staffing solutions for government customers. In his tenure at L-3, Mr. Keefe also served as vice president of operations for the L-3 Communications Linguist and Technical Services Division, which provided linguist and translation support to deployed U.S. forces and government agencies.

L. William Varner, III	65	Group President - MCIS

Mr. Varner serves as president of the Company's Mission, Cyber & Intelligence Solutions Group (MCIS). He was named president of MCIS in September 2009. From 2004 until September 2009, Mr. Varner was a vice president, corporate officer, and executive director of the Intelligence Operations operating unit of Northrop Grumman/TASC, a $400 million organization that specialized in highly technical engineering and operations support to the Intelligence Community. Mr. Varner joined TASC in 1978 and held positions of increasing responsibility in project, program, and line management before becoming a senior executive.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with the Company's management the Compensation Discussion and Analysis that follows this report. Based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated into ManTech's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Compensation Committee Members

Walter R. Fatzinger, Jr., Chairman
Barry G. Campbell

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis contains statements regarding individual and Company performance targets and goals. These targets and goals are disclosed in the limited context of our compensation program. These targets and goals are not statements of our expectations or estimates of results or other guidance. Investors should not apply the targets and goals to any other context.

This section describes the compensation for our Chief Executive Officer and Chief Financial Officer in 2016, as well as each of our other three most highly compensated executive officers in 2016, all of whom we refer to collectively as our named executive officers. Our named executive officers for 2016 were: George J. Pedersen (our Chairman of the Board and Chief Executive Officer), Judith L. Bjornaas (our Executive Vice President and Chief Financial Officer), Kevin M. Phillips (our President and Chief Operating Officer), and Daniel J. Keefe and L. William Varner, III (the presidents of our two primary business groups).

On November 1, 2016, Mr. Phillips was appointed to serve as our President and Chief Operating Officer, having previously served as our Executive Vice President and Chief Financial Officer. Also on November 1, 2016, Ms. Bjornaas was appointed to serve as our Executive Vice President and Chief Financial Officer, having previously served as our Senior Vice President and Deputy Chief Financial Officer. Both appointments were effective on November 7, 2016. In his role as Chairman of the Board and Chief Executive Officer, Mr. Pedersen continues to spearhead our overall strategy and corporate vision (which includes mergers and acquisitions and company investments), drive corporate governance matters, and lead the board of directors.

Executive Summary

Our executive compensation program is based upon a foundation of providing compensation that has a strong relationship to performance, as exemplified by our compensation philosophy (as described below). We continually evaluate the individual elements of our executive compensation program in light of market conditions, operational needs, and corporate governance requirements, and we make changes as needed and where appropriate for our business. We believe that our executive compensation structure continues to properly incentivize our executive officers' contribution to the Company's financial and operational performance. Specifically, we believe that the design of the non-discretionary component of our annual incentive compensation program ties the interests of our executives to the Company's financial results by providing significant incentive payments only where there is objective evidence of exemplary performance. For the non-discretionary component of our incentive compensation program in 2016, we used performance measures that relate to overall Company performance for our named executive officers who are corporate executives, and used a combination of overall Company performance measures and applicable business group performance measures for our named executive officers who are business group presidents. The discretionary component of our annual incentive compensation program provides us with flexibility to consider qualitative factors so that, where appropriate, we can capture and reward the individual performance and contributions of our named executive officers that are not captured by the non-discretionary component of our program. Also, with regard to the equity component of our executive compensation program, in 2016 the Company granted performance-based restricted stock units (RSUs), which are earned based on the achievement of specified compounded average growth rates for the Company's revenues and earnings per share over a two-year performance period. The RSUs will be earned only if the named executive officer is employed with the Company through the last day of the performance period or if, before the last day of the performance period, the named executive officer's employment terminates due to death or disability, in which case the award vests at target levels on that date.

In 2016, ManTech demonstrated strong financial performance, as we experienced revenue growth, strong contract awards, and excellent cash flow. Furthermore, the Company demonstrated continued improvement with respect to numerous other financial metrics, including growth in operating income, net income and earnings per share (EPS), as well as improvement in the Company's operating margin. We also made two targeted acquisitions in the growing markets of cyber and health IT: the purchase of Oceans Edge, Inc's cyber business and Edaptive Systems, Inc., which enhanced our capabilities and positioning within U.S. Cyber Command and the Centers for Medicare and Medicaid Services, respectively. Our focus on business development activities and the general improvement in the industry outlook and budgetary environment resulted in $2.3 billion in contract awards during the year, which represents a 1.4x book-to-bill ratio. A significant portion of our awards in 2016 were for new business, and we continued to experience a high level of proposal activity during the year. We finished 2016 with revenues of approximately $1.6 billion, operating income of approximately $91 million, and cash flow from operations of $96 million. We exited 2016 with cash on hand of $65 million, with no outstanding borrowings under our $500 million revolving credit facility. For a more detailed description of our fiscal year 2016 financial results, see our consolidated financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2016 Annual Report on Form 10-K.

Throughout 2016, our named executive officers led the Company through a number of important efforts in furtherance of our long-term strategy of delivering our broad set of capabilities to our customers through tailored solutions to meet the evolving requirements of their most important missions. We are committed to being recognized by our customers, employees and investors as the premier provider of technology and engineering services and solutions to the federal government market. Key initiatives led by our named executive officers included:

- Continuing to refine business development and bid and proposal capabilities to pursue a significant volume of bids and proposals (much of it representing new work and/or larger contract award opportunities) in support the Company's growth initiatives; and
- Management of the business to return the Company to an organic growth and improved profitability profile, including managing the business to the Company's target indirect rates.

Management Changes in 2016

On November 1, 2016, Mr. Phillips was promoted to serve as our President and Chief Operating Officer, effective November 7, 2016. In connection with his appointment as our President and Chief Operating Officer, Mr. Phillips' annual base salary was increased by 25% to $900,000, and his target annual cash payment under our annual incentive compensation program was increased to 85% of his base salary. The Compensation Committee also approved a one-time grant of an equity award in the amount of 26,788 restricted stock units. The grant date of the restricted stock units was November 7, 2016. The restricted stock units granted to Mr. Phillips are time-based, with half of the restricted stock units vesting on the fourth anniversary of date of the grant, and the remaining half vesting on the fifth anniversary of the date of the grant, subject in each case to the continued employment of Mr. Phillips through the applicable vesting date. Mr. Phillips also continues to participate in our annual equity grants pursuant to our long term incentive program and participates in other employee benefit programs and the 401(k) plan.

Also on November 1, 2016, Ms. Bjornaas was promoted to serve as our Executive Vice President and Chief Financial Officer, effective November 7, 2016. In connection with her appointment as our Executive Vice President and Chief Financial Officer, Ms. Bjornaas' annual base salary was increased by 23% to $475,000, and her target annual cash payment under our annual incentive compensation program was kept at 75% of her base salary. Ms. Bjornaas will also be eligible to continue to participate in the annual equity grants pursuant to our long term incentive program and participates in other employee benefit programs and the 401(k) plan.

Objectives of Our Executive Compensation Program

Our executive compensation program is designed to support the Company's key business objectives of creating long-term value for, and promoting the interests of, our stockholders. In order to align the interests of our executives with the interest of our stockholders, we believe that our executive compensation program should provide our executive officers with competitive compensation opportunities that reward contributions to the financial and operational success of the Company, as well as their personal performances.

Specifically, per our compensation philosophy, we believe that our executive compensation program should:

- Be tied in substantial part to financial performance, so that our executives are held accountable, through their compensation, for the performance of the Company and (if applicable) the business groups for which they are responsible;
- Be structured to appropriately balance short-term and long-term compensation incentives consistent with the short-term and long-term objectives of the Company;
- Align the interests of management with shareholders through appropriate equity compensation;
- Consider qualitative and other quantitative factors beyond the quantitative financial metrics that serve as the basis for the non-discretionary portion of our annual incentive compensation program, in the determination of whether discretionary bonus payments to individual executives are appropriate; and
- Re flect the competitive marketplace, so we are able to attract, retain, and motivate talented executives.

Executive Compensation Setting Process

The Compensation Committee is responsible for setting the compensation of our executive officers. In making executive compensation decisions, the Compensation Committee consults with our CEO and other members of our management team, and relies upon the assistance of E&Y, which serves as the Compensation Committee's independent compensation consultant. For additional information about E&Y, see the "Compensation Committee" section of this proxy statement.

The Compensation Committee believes that the input of management is an important part of the executive compensation setting process. As a result, the Compensation Committee requested that management provide initial recommendations with respect to the 2016 compensation packages for each named executive officer. These recommendations included types and amounts of compensation for each executive, as well as appropriate goals for each of the 2016 performance metrics, which were determined by the Compensation Committee. In setting each executive's compensation opportunities for 2016, the Compensation Committee considered management's recommendation in light of, and in addition to, other factors, including the executive's individual experience, organizational role and job responsibilities, performance, and prior compensation levels, as well as retention and other specific management needs of the Company.

In evaluating the reasonableness of its compensation decisions and the Company's compensation programs generally, the Compensation Committee takes into account the compensation practices of, and the competitive market for executives at, companies with which we compete. To this end, the Compensation Committee asked E&Y to perform an analysis of the Company's executive compensation program, including a review of the overall competitiveness of proposed compensation levels to prevailing market standards for executive officers. The market information included in this analysis was based on published compensation surveys for similarly-sized companies within the business software and services industry (as sorted and refined by E&Y on a position-by-position basis), as well as proxy analysis of the Company's compensation peer group, and was used to generate "market consensus" figures for each of our executive officer's total cash compensation (base salary and annual incentive) and, where available, total direct compensation (total cash compensation plus long-term incentives). Market consensus figures were presented at both the 50th and 75th percentiles of the market data to provide general information on a market competitive range of compensation for each position.

E&Y does not identify to the Compensation Committee the individual companies that compose the published survey data for each executive's position. The Compensation Committee, in consultation with E&Y and management, determined the compensation peer group used to produce the proxy analysis. The primary basis for selecting the peer group was to identify public companies with which we compete directly for executive talent, customers, market share, capital, and shareholders. Our compensation peer group for the year comprised the following 12 companies:

• Booze Allen Hamilton Holding Corp	• Harris Corporation	• NCI, Inc.
• CACI International, Inc.	• ICF International	• SAIC, Inc.
• Computer Sciences Corporation	• Leidos Holdings Inc.	• Unisys Corporation
• Engility Holdings Inc.	• MAXIMUS, Inc.	• Vectrus Inc.

The Compensation Committee did not consider the market consensus figures for the purposes of benchmarking or otherwise targeting any component of executive compensation or total executive compensation at a particular percentile of market; rather the Compensation Committee used market consensus figures as a reference point in its overall determination of the types and amount of compensation to be paid to our executive officers, in light of the Compensation Committee's own evaluation of the circumstances with respect to each executive officer. Factors that may cause an individual executive's compensation to fall outside of the market consensus figures presented to the Compensation Committee include competitive factors, the Company's financial and operating performance, the individual executive's position or performance, the Company's general view on the appropriate portion of compensation for its executives that should be cash-based, and other factors that may be considered relevant by the Compensation Committee in determining the best way to align our executive officers' interests with those of our stockholders.

2016 Named Executive Officer Compensation

Our compensation program utilizes three principal types of compensation: base salary, annual cash incentive payments, and long-term incentive compensation. While we do pay some compensation through employee benefits and perquisites, these forms of compensation generally do not represent a significant portion of the total compensation we pay our executives.

Base Salary

We pay our named executive officers base salaries that reflect the requirements of the marketplace. We also take into account the individual executive's experience, base salary levels over the last several years, organizational alignment, personal performance, internal pay equity considerations, and (if applicable) size and other factors related to the business group for which the executive is responsible. The consideration given to each of these factors differs from individual to individual, as deemed appropriate.

Based on the factors listed above, in March 2016, as part of our regular salary setting process, the Compensation Committee approved an increase in base salaries for the Company's named executive officers. The base salaries for Mr. Pedersen, Ms. Bjornaas, Mr. Phillips, Mr. Keefe and Mr. Varner were increased by $40,000, $10,000, $20,000, $20,000 and $20,000, respectively. In addition, upon their promotions in November 2016, Mr. Phillips's salary was increased by $180,000 and Ms. Bjornaas's salary was increased by $90,000, in each case effective November 7, 2016.

The final 2016 base salaries for our named executive officers are shown in the following chart.

Executive	2016 Base Salary
Mr. Pedersen	$ 1,840,000
Ms. Bjornaas	$ 475,000
Mr. Phillips	$ 900,000
Mr. Keefe	$ 845,000
Mr. Varner	$ 845,000

Annual Cash Incentive Compensation Program

Our named executive officers have the potential to earn cash payments through our annual incentive compensation program. Our annual incentive compensation program has both non-discretionary and discretionary components. The non-discretionary component of each executive's annual incentive compensation opportunity was established pursuant to, and governed by, the Company's 2016 Executive Incentive Compensation Plan (2016 IC Plan). On an annual basis, the Compensation Committee also considers for each executive whether a discretionary bonus payment is appropriate.

We have chosen to make annual incentive compensation payments in the form of cash rather than equity, as the equity compensation component of our compensation program is designed to provide a longer-term incentive for our named executive officers.

Non-Discretionary Incentive Compensation Payments

The material elements of the non-discretionary component of our annual incentive program are as follows:

- A uniform and systematic process that uses objective and specific measures to determine the amount of incentive compensation to be paid;
- Company and business group performance goals that support the operating objectives for the Company as a whole; and
- Compensation Committee discretion to reduce the amount of the non-discretionary portion of a named executive officer's annual cash incentive payment that would otherwise be payable upon the executive's achievement of the pre-established goals.

Structure of 2016 Non-Discretionary Incentive Opportunities

For 2016, we used the following performance measures at both the Company-level and business group-level for the non-discretionary component of our annual incentive program.

Revenue	Revenue is the principal means by which we measure our overall growth, which is an important factor at this point in the life of the Company. Because of profit margin limitations that apply to government contracts, increasing our revenue is the principal method by which we can increase our profits.
EBIT	Earnings before interest and taxes (EBIT) is the principal method by which we measure our profitability and monitor our ability to achieve returns for our stockholders.
Bookings	Bookings refers to the total value of all contracts, including renewals and customer purchases in excess of prior contracted commitments, awarded during the year. Generally, for Indefinite Delivery/Indefinite Quantity contracts, we only include in our bookings executed task orders and an estimate of revenues for solutions that we believe we will be asked to provide in the future under the terms of those contracts for which we have an established pattern of revenues. Awards of new contracts and the renewal of existing contracts are an important measure of our market positioning and future prospects.

For 2016, the non-discretionary annual incentives for each of Messrs. Pedersen and Phillips and Ms. Bjornaas were based solely on Company-level performance measures. By using only Company-level performance measures, the incentives for these executives were balanced for all aspects of the Company's business, and were intended to encourage them to attend to the entire business of the Company and make decisions for the benefit of the entire Company. The percentage achievement of each of the Company-level performance goals is multiplied by a weighting factor, and the resulting products are added to determine an overall Company-level performance score. For 2016, the revenue, EBIT and bookings performance measures for Messrs. Pedersen and Phillips and Ms. Bjornaas were equally weighted. The Company-level performance measures, associated weighting factors, and goals for 2016 are shown in the following table:

Company-Level Performance Measures

Performance Measure	Weighting	Goal (dollars in thousands)
Revenue	33 %	$1,750,000
EBIT	33 %	$102,000
Bookings	33 %	$2,500,000

The non-discretionary annual incentives for Messrs. Keefe and Varner were based on a combination of the Company-level performance goals described above (using the same weighting factors used for Messrs. Pedersen and Phillips and Ms. Bjornaas) and performance goals for the business group for which each of Mr. Keefe and Mr. Varner was responsible. By using both Company-level and business group-level measures, the incentives were intended to encourage these executives to make decisions that benefit their respective business groups and the Company as a whole. The overall performance score for the Company-level goals and the overall performance score for the business group-level goals are each multiplied by a weighting factor, and then added together to determine a composite performance score. For 2016, the overall Company-level and business group-level performance scores were equally weighted for Messrs. Keefe and Varner. Certain business group-level performance measures, associated weighting factors, and goals are shown in the table below.

Business Group-Level Performance Measures

Performance Measure	Weighting	Mr. Varner	Mr. Keefe
		Goal (dollars in thousands)	
Revenue	33 %	$835,000	$800,000
EBIT[1]	33 %		
Bookings	33 %	$1,165,000	$1,220,000

[1] EBIT goals for the business groups were set in proportion to the Company-level goal for that measure, taking into account the size, customers, contract types, and other attributes of the relevant business group. EBIT goals were

designed to be challenging to meet at targeted performance, with the maximum score attainable only under circumstances indicating extraordinary performance.

The performance score for each of our named executive officers is converted by fixed formula to an annual incentive award amount based on final 2016 base salary. For 2016, the non-discretionary incentive award opportunity for each of our named executive officers at threshold, target, and maximum performance levels is set forth in the following table.

Non-Discretionary Incentive Award Opportunities

Executive	Threshold Performance Score (75% of Target)	Target Performance Score (100% of Target)	Maximum Performance Score (125% of Target)
Mr. Pedersen	$ 345,000	$ 1,380,000	$ 2,420,000
Ms. Bjornaas	$ 89,000	$ 356,000	$ 620,000
Mr. Phillips	$ 191,000	$ 765,000	$ 1,340,000
Mr. Keefe	$ 180,000	$ 720,000	$ 1,260,000
Mr. Varner	$ 180,000	$ 720,000	$ 1,260,000

2016 Non-Discretionary Incentive Compensation Results

Calculation of the Company-level performance score used to determine results for Ms. Bjornaas and Messrs. Pedersen, Phillips, Keefe and Varner for 2016 is shown in the table below.

Company-Level Performance Score

Performance Measure	Weighting	% Achievement	Performance Score
Revenue	33 %	92 %	31 %
EBIT	33 %	89 %	30 %
Bookings	33 %	92 %	31 %
Company-Level Performance Score			91 %

Each of the non-discretionary annual incentive payment opportunities for Mr. Pedersen, Ms. Bjornaas and Mr. Phillips was based solely on the Company-level performance score. As a result of the achievement of the Company-level performance score, Mr. Pedersen, Ms. Bjornaas and Mr. Phillips earned the following non-discretionary annual incentive payments for 2016.

Executive	2016 Non-Discretionary Annual Incentive

	Payments
Mr. Pedersen	$ 1,000,000
Ms. Bjornaas	$ 260,000
Mr. Phillips	$ 560,000

The business group-level performance score for each of our business group presidents was calculated using performance results for the business group for which the executive was responsible during 2016. Calculation of each of the business group-level performance scores for 2016 is shown in the table below.

Business-Group Level Performance Scores

		Mr. Keefe		Mr. Varner	
Performance Measure	Weighting	% Achievement	Score	% Achievement	Score
Revenue	33 %	104 %	35 %	92 %	31 %
EBIT	33 %	101 %	34 %	96 %	32 %
Bookings	33 %	98 %	33 %	94 %	31 %
Business Group-Level Performance Score			101 %		94 %

Each business-group performance score was multiplied by a weighting factor of 50%, and then added together with the equally-weighted Company-level performance score (which was 91%) to yield a composite performance score of 96% in the case of Mr. Keefe and 92% in the case of Mr. Varner. Based on these composite performance scores, Messrs. Keefe and Varner earned the following non-discretionary annual incentive payments for 2016.

Executive	2016 Non-Discretionary Annual Incentive Payments
Mr. Keefe	$ 640,000
Mr. Varner	$ 560,000

2016 Discretionary Bonus Payments

As part of our annual incentive compensation program, the Compensation Committee considers whether discretionary bonus payments should be made to our named executive officers. In determining the amount of any discretionary bonus payments, the Compensation Committee may take into account any objective or subjective factors that the Compensation Committee deems appropriate, including individual contributions, retention needs, and other qualitative or quantitative factors not captured by the non-discretionary component of our annual incentive compensation program.

For 2016, the Compensation Committee awarded the following discretionary bonuses to our named executive officers (other than Mr. Pedersen, who did not receive a discretionary bonus).

Executive	2016 Discretionary Payment
Ms. Bjornaas	$ 115,000
Mr. Phillips	$ 240,000
Mr. Keefe	$ 160,000
Mr. Varner	$ 170,000

The discretionary bonus payments were used, as designed, to capture and reward individual performance that the non-discretionary component of our incentive compensation program did not capture. The size of the discretionary bonus for each of the named executive officers was determined based on the Compensation Committee's assessment of the individual officer's achievements for the year, including the named executive officers' contributions to the planning and execution of the key initiatives described in the Executive Summary, and (where applicable) the level of compensation required to ensure continuity in executive leadership positions, which the Compensation Committee believes is important to creating long-term value for, and promoting the interests of, our stockholders. In addition, the Compensation Committee considered the factors discussed below with respect to the executive officers receiving discretionary bonus payments.

Corporate Named Executive Officers

Ms. Bjornaas (EVP and CFO)	Development and implementation of new rate management methodology to align corporate spending with the changing base of business; leadership in successful efforts to improve cash collections and receivable days outstanding on programs where the cash collection process is challenging and which tend to have higher DSOs; maintenance of robust and flexible balance sheet that can support the Company's strategic investment objectives, while returning value to shareholders via our regular cash dividend program; led implementation of financial system changes that will drive efficiencies in 2017.
Mr. Phillips (President and COO)	Leadership of strategic reprioritization of markets, investments and operational focus to drive growth; leadership of outreach efforts to communicate Company positioning to the investor community; maintenance of robust and flexible balance sheet that can support the Company's strategic investment objectives, while returning value to shareholders via our regular cash dividend program; leadership in positioning the Company for growth while stabilizing operating margins; leadership of Company-wide effort to improve bidding practices.

Business Group Presidents

Mr. Keefe (MSS Group President)	Led execution of certain customer and market diversification initiatives; expansion of the Company’s presence at DHS; led strategic efforts to align the MSS business group with emerging IT capabilities, including cloud environment and agile and DevOps software development methodologies; leadership in successful award of certain contracts that will help expand market presence throughout 2017; significant expansion of business opportunity pipeline capable of supporting out-year objectives for growth and market positioning.
Mr. Varner (MCIS Group President)	Expansion of the Company’s presence at, and reputation and relationships with, key intelligence community customers and with industry; strengthening operational management of the MCIS business group; leadership in enhancing MCIS’s business development capabilities to lead increasingly complex bids within the intelligence community; expansion and strengthening of MCIS’s hiring capabilities in an environment of staffing challenges for certain high-end personnel; significant contract win that will provide exposure to a new customer and help drive growth in 2017.

In light of these factors, the Compensation Committee determined that the size of the discretionary awards to each of the named executive officers was appropriate.

Long-Term Incentive Compensation