

ANTEON INTERNATIONAL CORP
Form DEFN14A
December 14, 2005

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 Pursuant to §240.14a-12

ANTEON INTERNATIONAL CORPORATION

(Name of Registrant as Specified In Its Charter)

GENERAL DYNAMICS CORPORATION

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Acquisition of
Anteon International Corporation
Investor Presentation
New York City
Nicholas D. Chabraja
December 14, 2005
GENERAL DYNAMICS

December 14, 2005

GENERAL DYNAMICS

2

General Dynamics cautions that Forward-Looking
Statements

in this presentation as to future results
of operations and financial projections reflect the

Company's views, but are necessarily subject to risks and uncertainties, and no assurances can be given that such expressed or implied results will be achieved. A more complete expression of these risks and uncertainties is contained in the Company's filings with the Securities and Exchange Commission, and you are encouraged to review these files, of which the Form 10-K and Forms 10-Q may be of particular interest.

Forward-Looking Statement

December 14, 2005

GENERAL DYNAMICS

3

\$55.50 per share in cash + \$100 Million net debt

Subject to Anteon shareholder vote and normal
regulatory approvals

Expected to close in 2Q 2006

Accretive to earnings
Anteon International Corporation Acquisition
Total Value = \$2.2 Billion

December 14, 2005

GENERAL DYNAMICS

4

Prime on ~ 85% of contracts

Total backlog ~ \$6.6 billion

9,500 employees

6,200 **employees**
hold a security clearance
Anteon Overview

December 14, 2005

GENERAL DYNAMICS

5

Estimates for 2006:

Sales ~ \$1.72 Billion

EBITDA ~ \$170 Million

Anteon Financial Objectives

December 14, 2005

GENERAL DYNAMICS

6

Price / Estimated 2006 Sales

~ 1.3 X

Price / Estimated 2006 EBITDA

~ 13.1

X

General

Dynamics-Anteon

Transaction Metrics

December 14, 2005

GENERAL DYNAMICS

7

Combination generates the breadth and scale needed to meet
expanding mission requirements

Common culture:

Strong focus on customer

Commitment to employees
Superb Fit With General Dynamics IS&T

December 14, 2005
GENERAL DYNAMICS
8
High-end skills complement
General Dynamics
capabilities
Enterprise architecture

Integration and application development
Modeling, simulation and training
Life cycle support and outsourcing
90% of revenue comes from Defense,
Intelligence
and Homeland Security customers
Anteon Competencies Complement IS&T

December 14, 2005

GENERAL DYNAMICS

9

Provides solid growth potential in IT services and
C4ISR

Brings domain expertise in Mission IT solutions

Mission IT bridges the gap between General Dynamics

Enterprise IT services and C4ISR

Gives customers an additional first tier provider

Combination Enhances IS&T Growth Potential

December 14, 2005

GENERAL DYNAMICS

10

Extends General Dynamics reach within:

Department of Defense

(39% sales from Navy; 28% from Army)

Intelligence community

Homeland security agencies
National Missile Defense program
Logistics modernization
Anteon Customer Base Complements IS&T

December 14, 2005

GENERAL DYNAMICS

11

GD + Anteon = Seamless Edge to Edge IT

From the Strategic, Sustaining Base to the Battlefield

Business Consulting

Systems Requirements Analysis

People and Process

People and Process

IT Management & Outsourcing

IT Management & Outsourcing

Maintenance & Logistics

Staffing & Help Desk

Software Hosting & Business

Process Outsourcing

Network Operations

Equipment & Networks

Equipment & Networks

Design & Engineering

Integration & Project Management

Equipment & Infrastructure

Enterprise IT

Enterprise IT

C4ISR

C4ISR

Mission IT

Mission IT

Business

Process

Reengineering

Systems

Development

Support

Warfighter

Tactics,

Techniques &

Procedures

Enterprise

Applications

Analysis Tools

Training

Modeling &

Simulation

Command &

Control

Applications

Network

Infrastructure

LANs, WANS, SANs

Restricted

Networks

Battlespace

Communications

Systems

IT Support

Help Desk

Systems

Administration

Contractor

Logistics

Support

Logistics

Modernization

Integrated Battlespace

Logistics Support

Software

Software

Installation

Development

Integration

December 14, 2005
GENERAL DYNAMICS
12
This
announcement
is
neither

a
solicitation
of
a
proxy,
an
offer
to
purchase,
nor

a solicitation of an offer to
sell shares of Anteon International Corporation. Anteon International Corporation will file and deliver all
proxy statements, and Anteon International Corporation and General Dynamics Corporation will file and
deliver all other forms, notices and documents required under state and federal law with respect to the
merger. Anteon International Corporation will be filing preliminary proxy materials with the Securities and
Exchange Commission. Upon expiration of the waiting period required under the federal securities laws to
permit the SEC to review and comment upon the preliminary proxy materials, Anteon International
Corporation will call a special meeting of its stockholders to vote on the merger and will file with the SEC and
mail the definitive proxy materials to its stockholders. The definitive proxy materials will contain important
information regarding the merger, including, among other things,
the recommendation of Anteon
International Corporation's board of directors in respect of the
merger. Stockholders of Anteon International
Corporation are advised to read the definitive proxy materials, including the proxy statement and the
Agreement and Plan of Merger, before making any decisions regarding the merger. Copies of the definitive
proxy materials, and any amendments or supplements thereto, may be obtained without charge at the SEC's
website at www.sec.gov or at Anteon International Corporation's website at www.anteon.com
as they become
available.
General Dynamics