

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

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

REGISTRATION NO. 333-83676

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MANTECH INTERNATIONAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

22-1852179
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

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

22033
(Zip Code)

MANTECH INTERNATIONAL CORPORATION

MANTECH INTERNATIONAL 401(K) PLAN

(Full Title of the Plan)

George J. Pedersen

Copies to:

Chief Executive Officer

Michael Putnam

ManTech International Corporation

ManTech International Corporation

12015 Lee Jackson Highway

12015 Lee Jackson Highway

Fairfax, VA 22033

Fairfax, VA 22033

(703) 218-6000

(703) 218-6000

(Name and address of agent for service)

(703) 218-6000

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

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

EXPLANATORY NOTE

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

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

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SIGNATURES

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

MANTECH INTERNATIONAL CORPORATION

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

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

MANTECH INTERNATIONAL 401(K) PLAN

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

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POWER OF ATTORNEY

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

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

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

/s/ David E. Jeremiah
David E. Jeremiah

Director

/s/ Richard J. Kerr
Richard J. Kerr

Director

/s/ Kenneth A. Minihan
Kenneth A. Minihan

Director

/s/ Stephen W. Porter
Stephen W. Porter

Director