

DYNCORP INTERNATIONAL INC.
Form 8-K
May 29, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 28, 2008

DynCorp International Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

001-32869

(Commission File Number)

01-0824791

(IRS Employer Identification No.)

3190 Fairview Park Drive, Suite 700, Falls Church,

Virginia

(Address of Principal Executive Offices)

22042

(Zip Code)

Registrant's telephone number, including area code: **(571) 722-0210**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 28, 2008, DynCorp International Inc. (the Company) issued a press release announcing earnings for the fourth quarter and fiscal year ending March 28, 2008. The press release is furnished as Exhibit 99.1 to this Form 8-K. The press release did not include certain financial statements, related footnotes and certain other financial information that will be filed with the Securities and Exchange Commission as part of the Company s Annual Report on Form 10-K.

On May 29, 2008, the Company will conduct a conference call at 8:30 a.m. Eastern Time. The call will be open through a live audio web broadcast via the internet at www.dyn-intl.com. For those who are not able to listen to the live broadcast, the call will be archived for approximately 90 days on the Company s website.

The information in this Item 2.02 and the Exhibit attached hereto shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release issued by the Company on May 28, 2008, furnished pursuant to Item 2.02 of this Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DynCorp International Inc.

Date: May 28, 2008

/s/ Michael J. Thorne

Michael J. Thorne
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit 99.1 Press Release issued by the Company on May 28, 2008, furnished pursuant to Item 2.02 of this Form 8-K.