

DYNCORP INTERNATIONAL INC.

Form S-8

June 26, 2009

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As filed with the Securities and Exchange Commission on June 26, 2009

Registration Statement No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
DYNCORP INTERNATIONAL INC.
(Exact name of registrant as specified in its Charter)**

Delaware
(State or other jurisdiction of
incorporation or organization)

01-0824791
(I.R.S. Employer Identification
Number)

3190 Fairview Park Drive, Suite 700, Falls Church, VA
(Address of Principal Executive Offices)

22042
(Zip Code)

DynCorp International 2007 Omnibus Incentive Plan
(Full title of the plan)

Curtis L. Schehr
**Senior Vice President, Chief Compliance Officer & Executive
Counsel**

DynCorp International Inc.
3190 Fairview Park Drive, Suite 700
Falls Church, Virginia 22042

(Name and address of agent for service)

(571) 722-0210

(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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽³⁾ | Proposed maximum aggregate offering price ⁽³⁾ | Amount of registration fee |
|--|--|--|--|----------------------------|
| Class A Common Stock, par value \$0.01 per share | 2,250,000 ⁽²⁾ | \$16.60 | \$37,350,000 | \$2084.13 |

(1) In accordance with Rule 416

under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

- (2) Consists of 2,250,000 shares of Class A common stock, par value \$.01 per share (the Common Stock), of DynCorp International Inc., a Delaware corporation (the Registrant , we , us or our), available to be granted under or issuable pursuant to the DynCorp International 2007 Omnibus Incentive Plan (the Plan).
- (3) Estimated solely for purposes of calculating the amount of the

registration fee pursuant to Rules 457(c) and (h) under the Securities Act, on the basis of the average of the high and low price of the Common Stock as reported on the New York Stock Exchange on June 24, 2009.

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Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the employee benefit plan information required by Part 1 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act. In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act. In accordance with the rules and regulations of the Commission and the requirements of Part I of Form S-8, such documents are not being filed with the Commission as part of this Registration Statement. The documents incorporated by reference in Item 1 of Part I and Item 3 of Part II of this Registration Statement are available to participants in the Plan, without charge, upon written or oral request, and they are also incorporated by reference in the Section 10(a) prospectus described in Item 1 above. Any such requests should be directed to the Registrant at the address and telephone number listed on the cover page of this Registration Statement.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement incorporates herein by reference the following documents, which have been filed with the Commission by the Company:

- (a) Annual Report on Form 10-K for the year ended April 3, 2009;
- (b) Current Report on Form 8-K filed April 7, 2009; and
- (c) The description of Common Stock contained in the Company's Registration Statement on Form 8-A (Registration No. 002-32869), as filed with the Commission on May 3, 2006, including all material incorporated by reference therein and any subsequently filed amendments and reports updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in any amendment hereto or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed supplement to this Registration Statement or in any document that also is incorporated by reference herein modifies or supersedes such

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statement. Any statement so modified or superseded shall not be deemed, except as so modified or so superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock registered by this Registration Statement has been passed upon by Curtis L. Schehr, Senior Vice President, Chief Compliance Officer and Executive Counsel of the Company. Mr. Schehr receives compensation (has received Class B interest in DIV Holding LLC and may receive stock options and restricted stock units of the Registrant under the Plan) in the ordinary course of business.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

Our Amended and Restated Certificate of Incorporation provides for the indemnification of directors to the fullest extent permissible under Delaware law. Our Bylaws provide for the indemnification to the fullest extent as required or permitted by Delaware law of officers and directors acting on our behalf with respect to any criminal action or proceeding.

We have entered into an indemnification agreement with each of our directors which requires us, among other things, to indemnify them against certain liabilities which may arise by reason of their status or service as a director (other than liabilities arising from willful misconduct of a culpable nature). We also maintain director and officer liability insurance and intend to continue to do so.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in a form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the

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maximum aggregate offering price set forth in the Calculation of Registration Fee table in this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that

Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Fairfax, Commonwealth of Virginia, on June 26, 2009.

DYNCORP INTERNATIONAL INC.

/s/ William L. Ballhaus

Name: William L. Ballhaus

Title: President & Chief Executive Officer

Date: June 26, 2009

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints William L. Ballhaus, Curtis L. Schehr and Michael J. Thorne, and each of them, severally (with full power to act alone), as the true and lawful attorneys-in-fact and agents for the undersigned, with full power of substitution and resubstitution, for and in the name, place, and stead of the undersigned in any and all capacities, to sign any and all amendments to the registration statement, including post-effective amendments thereto and any registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|---------------|
| /s/ William L. Ballhaus William L. Ballhaus | President, Chief Executive Officer and Director (Principal Executive Officer) | June 26, 2009 |
| /s/ Michael J. Thorne Michael J. Thorne | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | June 26, 2009 |
| /s/ Robert B. McKeon Robert B. McKeon | Director | June 26, 2009 |
| /s/ Michael J. Bayer Michael J. Bayer | Director | June 26, 2009 |
| /s/ General Richard E. Hawley General Richard E. Hawley | Director | June 26, 2009 |

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| Signature | Title | Date |
|--|--------------|---------------|
| /s/ Herbert J. Lanese Herbert J. Lanese | Director | June 26, 2009 |
| /s/ General Barry R. McCaffrey General Barry R. McCaffrey | Director | June 26, 2009 |
| /s/ Ramzi M. Musallam Ramzi M. Musallam | Director | June 26, 2009 |
| /s/ Admiral Joseph W. Prueher Admiral Joseph W. Prueher | Director | June 26, 2009 |
| /s/ Charles S. Ream Charles S. Ream | Director | June 26, 2009 |
| /s/ Mark H. Ronald Mark H. Ronald | Director | June 26, 2009 |
| /s/ General Peter J. Schoomaker General Peter J. Schoomaker | Director | June 26, 2009 |
| /s/ Admiral Leighton W. Smith Jr. Admiral Leighton W. Smith Jr. | Director | June 26, 2009 |
| /s/ William G. Tobin William G. Tobin | Director | June 26, 2009 |

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INDEX TO EXHIBITS

Exhibit

| Number | Description |
|---------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of DynCorp International Inc. (filed as an Exhibit to the Form 10-K filed with the Commission on June 29, 2006, and incorporated herein by reference). |
| 4.2 | Amended and Restated Bylaws of DynCorp International Inc. (filed as an Exhibit to the Form 8-K filed with the Commission on August 14, 2007, and incorporated herein by reference). |
| 4.3 | DynCorp International 2007 Omnibus Incentive Plan (filed as an Exhibit to the Form 10-K filed with the Commission on June 10, 2008, and incorporated herein by reference). |
| 5.1* | Opinion of Curtis L. Schehr. |
| 23.1* | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Curtis L. Schehr (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature pages hereto). |

* Filed herewith