

MANTECH INTERNATIONAL CORP  
Form 8-K  
February 19, 2014

**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): February 19, 2014**

**ManTech International Corporation**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**000-49604**  
**(Commission**  
**File Number)**

**22-1852179**  
**(IRS Employer**  
**Identification No.)**

**12015 Lee Jackson Highway, Fairfax, VA**

**22033**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (703) 218-6000

(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 (see General Instruction A.2.):

- .. 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;**

**Item 7.01 Regulation FD Disclosure;**

**Item 8.01 Other Events**

On February 19, 2014, ManTech International Corporation announced its financial results for the fiscal quarter and fiscal year ended December 31, 2013.

ManTech also announced the declaration of a quarterly cash dividend payment to its stockholders. A dividend of \$0.21 per share will be paid on March 21, 2014 to stockholders of record as of the close of business on March 7, 2014. Any future declarations of dividend payments are subject to the determination and approval of the Board of Directors.

A copy of the February 19, 2014 release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. In the press release we have provided certain non-GAAP financial measures that supplement the GAAP financial measures contained in the press release. We believe these non-GAAP financial measures, which exclude the impact of the goodwill impairment charge taken in the fourth quarter of fiscal year 2013, provide useful information to our investors to better evaluate period-to-period comparisons of our operating results. Similarly, management uses these non-GAAP measures to gain a better understanding of our comparative operating performance from period-to-period and as a basis for forecasting future periods.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	ManTech International Corporation press release, dated February 19, 2014, announcing financial results for the fiscal quarter and fiscal year ended December 31, 2013.

**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.

**ManTech International Corporation**

Date: February 19, 2014

By: /s/ Michael R. Putnam  
Michael R. Putnam  
Senior VP Corporate & Regulatory Affairs

p;Signature Title Date

\*

**John F. Lundgren**

Chairman, Chief Executive Officer and Director (Principal Executive Officer) November 6, 2009

\*

**Donald Allan, Jr.**

Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) November 6, 2009

\*

**John G. Breen**

Director November 6, 2009

\*

**Patrick D. Campbell**

Director November 6, 2009

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**Carlos M. Cardoso**

Director November 6, 2009

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**Virgis W. Colbert**

Director November 6, 2009

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**Robert B. Coutts**

Director November 6, 2009

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	November 6, 2009
<b>Eileen S. Kraus</b>		
*	Director	November 6, 2009
<b>Marianne Miller Parrs</b>		
*	Director	November 6, 2009
<b>Lawrence A. Zimmerman</b>		

\* Bruce H. Beatt, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors pursuant to a power of attorney filed with the Commission.

November 6, 2009

By: /s/ Bruce H. Beatt  
Bruce H. Beatt, attorney-in fact

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**EXHIBIT INDEX**

Exhibit	Description	Page
4.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(i) to the Company's Annual Report on Form 10-K for the year ended January 2, 1999 (File No. 001-05224))	
4.2	The Stanley Works By-laws as amended July 20, 2007 (incorporated by reference to Exhibit 3(ii) to the Company's Current Report on Form 8-K dated July 20, 2007 (File No. 001-05224))	
4.3	Rights Agreement, dated as of January 19, 2006, by and between The Stanley Works and Computershare Investor Services L.L.C. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A dated February 22, 2006 (File No. 001-05224))	
4.4	The Stanley Works 2009 Long-Term Incentive Plan (filed herewith)	
5.1	Opinion of Bruce H. Beatt (filed herewith)	
23.1	Consent of Ernst & Young LLP (filed herewith)	
23.2	Consent of Bruce H. Beatt (included in Exhibit 5.1)	
24.1	Power of Attorney (filed herewith)	