

Edgar Filing: SRA INTERNATIONAL INC - Form SC 13G/A

SRA INTERNATIONAL INC
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SRA INTERNATIONAL, INC.

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.004 PER SHARE

(Title of Class of Securities)

78464R105

(CUSIP Number)

DECEMBER 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Person General Atlantic LLC

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S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	975,290
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	975,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person
975,290

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row (9) 2.4%

12. Type of Reporting Person OO

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1. Name of Reporting Person General Atlantic Partners 75, L.P.
S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	975,290

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Owned by Each	(7)	Sole Dispositive Power	0

Reporting Person	(8)	Shared Dispositive Power	975,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person

975,290

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row (9) 2.4%

12. Type of Reporting Person PN

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1. Name of Reporting Person GapStar, LLC
S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box (a) (b)
if a Member of a Group

3. S.E.C. Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	0

Beneficially	(6)	Shared Voting Power	975,290

Owned by Each	(7)	Sole Dispositive Power	0

Reporting Person	(8)	Shared Dispositive Power	975,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person

975,290

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row (9) 2.4%

12. Type of Reporting Person 00

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1. Name of Reporting Person GAPCO GmbH & Co. KG
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization Germany

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	975,290
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	975,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person
975,290

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row (9) 2.4%

12. Type of Reporting Person PN

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1. Name of Reporting Person GAPCO Management GmbH
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

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3. S.E.C. Use Only

4. Citizenship or Place of Organization Germany

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	975,290
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	975,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person
975,290

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row (9) 2.4%

12. Type of Reporting Person CO

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1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
GAP Coinvestment Partners II, L.P.

2. Check the Appropriate Box if a Member of a Group
(a) (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	975,290
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	975,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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975,290

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row (9) 2.4%

12. Type of Reporting Person PN

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This Amendment No. 2 to Schedule 13G is filed by the undersigned to amend and restate in its entirety the Schedule 13G dated February 14, 2003, as amended by Amendment No. 1 to Schedule 13G dated as of February 14, 2005, with respect to the shares of Class A Common Stock, par value \$0.004 per share, of SRA International, Inc. (the "Company").

Item 1. (a) NAME OF ISSUER

SRA International, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

4350 Fair Lakes Court
Fairfax, Virginia 22033

Item 2. (a) NAMES OF PERSONS FILING

General Atlantic LLC ("GA")
General Atlantic Partners 75, L.P. ("GAP 75")
GapStar, LLC ("GapStar")
GAPCO GmbH & Co. KG ("KG")
GAPCO Management GmbH ("GmbH Management")
GAP Coinvestment Partners II, L.P. ("GAPCO II", and together with GA, GAP 75, GapStar, KG and GmbH Management, the "Reporting Persons")

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

c/o General Atlantic Service Company, LLC
3 Pickwick Plaza
Greenwich, CT 06830

(c) CITIZENSHIP

GA -- Delaware
GAP 75 -- Delaware
GapStar -- Delaware
KG -- Germany
GmbH Management -- Germany
GAPCO II -- Delaware

(d) TITLE OF CLASS OF SECURITIES

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Class A Common Stock, par value \$0.004 per share (the "Shares")

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(e) CUSIP NUMBER

78464R105

- Item 3. This statement is not filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c).
- Item 4. As of December 31, 2005, GA, GAP 75, GapStar, KG, GmbH Management and GAPCO II each owned of record no Shares, 801,568 Shares, 63,283 Shares, 1,597 Shares, no Shares and 108,842 Shares, respectively, or 0.0%, 2.0%, 0.1%, 0.0%, 0.0% and 0.3%, respectively, of the issued and outstanding Shares. GA is the general partner of GAP 75 and the sole member of GapStar. The Managing Directors of GA are Steven A. Denning (Chairman), William E. Ford (President), Peter L. Bloom, Mark F. Dzialga, Klaus Esser, Vince Feng, William O. Grabe, Abhay Havaladar, David C. Hodgson, Braden R. Kelly, Rene M. Kern, Marc F. McMorris, Matthew Nimetz, Franchon M. Smithson, Tom C. Tinsley, Phillip P. Trahanas, and Florian Wendelstadt (collectively, the "GA Managing Directors"). The general partners of GAPCO II are GA Managing Directors. KG is the general partner of GmbH Management. Messrs. Denning and Hodgson are shareholders of GmbH Management. Mr. Denning is a director of the Company. By virtue of the fact that (i) GA is the general partner of GAP 75 and the sole member of GapStar, (ii) the GA Managing Directors are also general partners authorized and empowered to vote and dispose of the securities held by GAPCO II and (iii) the GA Managing Directors are authorized and empowered to vote and dispose of the securities held by KG and GmbH, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the Shares which each of them owns of record. Accordingly, as of December 31, 2005, each of the Reporting Persons may be deemed to own beneficially an aggregate of 975,290 Shares or 2.4% of the issued and outstanding Shares. Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 975,290 Shares that may be deemed to be owned beneficially by each of them. (1)
- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
- If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]
- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
- Not applicable.

(1) As of February 6, 2006, each of the Reporting Persons ceased to beneficially own any Shares.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 4.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated as of February 14, 2006

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact

GENERAL ATLANTIC PARTNERS 75, L.P.

By: General Atlantic LLC
its General Partner

By: /s/ Thomas J. Murphy

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Name: Thomas J. Murphy
Title: Attorney-in-Fact

GAPSTAR, LLC

By: General Atlantic LLC
its Sole Member

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH
its General Partner

By: /s/ Matthew Nimetz

Name: Matthew Nimetz
Title: Managing Director

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GAPCO MANAGEMENT GMBH

By: /s/ Matthew Nimetz

Name: Matthew Nimetz
Title: Managing Director

GAP COINVESTMENT PARTNERS II, L.P.

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact