

Stanley, Inc.  
Form SC14D9C  
May 17, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14D-9**

**SOLICITATION/RECOMMENDATION  
STATEMENT UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**Stanley, Inc.**

(Name of Subject Company)

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**Stanley, Inc.**

(Name of Person Filing Statement)

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**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
(Title of Class of Securities)

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**854532108**

(CUSIP Number of Class of Securities)

**Scott D. Chaplin, Esq.**

**Senior Vice President and General Counsel**

**Stanley, Inc.  
3101 Wilson Boulevard, Suite 700  
Arlington, VA 22201  
(703) 684-1125  
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(Name, address and telephone numbers of person authorized to receive notices and  
communications on behalf of the persons filing statement)

With copies to:

**Stephen L. Burns, Esq.  
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Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
Telephone: (212) 474-1000**

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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May 17, 2010

As one of the industry leaders for technology and business process services in the U.S. federal market, Stanley must stay focused on how we can best continue to grow and serve our clients. So, after careful consideration and extensive review, Stanley's Board of Directors has agreed to the acquisition of Stanley by another leading end-to-end technology and business services company, CGI Group Inc. A merger agreement was signed on May 6, and we expect the acquisition to close in the third quarter of this calendar year.

Founded in 1976, CGI Group Inc. is one of the largest independent information technology and business process services firms in the world, with 2009 revenue of \$3.8 billion. CGI and its affiliated companies employ approximately 26,000 professionals who support clients worldwide from offices in the United States, Canada, Europe and Asia Pacific. CGI has had a long-standing commitment to serving U.S. Federal customers for more than 30 years.

Stanley and CGI are both well-managed companies and, with this merger, we believe the combined company will be a formidable force as a systems integrator and professional services firm in the U.S. Government market. There is little overlap of customers, and our offerings in biometrics, cyber security, network operations, and business process management complement those of CGI. Once the acquisition closes, Stanley will become part of CGI Federal, Inc., a wholly-owned subsidiary that provides services to the U.S. Federal civilian, defense, healthcare, and intelligence communities. Revenue for the combined CGI Federal company will exceed \$1.2 billion.

Thank you for the confidence you have placed in Stanley over the years. You are a valued customer and we take great pride in consistently delivering outstanding service to our customers. Even though acquisitions are a common part of the Federal contractor landscape, the process, nonetheless, introduces an element of change. I want to assure you that throughout this transaction, we will do everything possible to ensure you continue to receive the outstanding service to which you are accustomed. Longer term, we expect you will see the advantages of this merger and the tremendous capabilities that will be brought to the marketplace by combining these two well-respected and capable companies.

A transaction of this magnitude takes some time and is subject to shareholder approval and normal U.S. Government regulatory review. The actual merger is not expected to be completed until the third quarter of this calendar year. Until that time, Stanley must, and will continue to operate as an independent business. So until the merger is complete, there will be no changes to our business operations, partnerships or strategy.

As you know, acquisitions present both opportunity and challenge. We are confident that CGI is a great fit for Stanley employees and clients. They share our commitment to mission, our absolute demand for integrity in everything we do, and our desire to always deliver excellent results to our clients. CGI's culture—a client-centric one built on long-term relationships—also mirrors ours.

Sincerely,

**Additional Information**

The tender offer described in this communication has not yet commenced and this communication is neither an offer to purchase nor the solicitation of an offer to sell any securities. At the time the tender offer for the shares of Stanley, Inc. (Stanley) has commenced, CGI Group Inc. (CGI), CGI Federal Inc., a wholly owned subsidiary of CGI (CGI Federal), and CGI Fairfax Corporation, a wholly-owned

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subsidiary of CGI Federal, will file a joint tender offer statement on Schedule TO and Stanley will file a tender offer solicitation/recommendation statement on Schedule 14D-9 with the Securities and Exchange Commission (the SEC ). **Investors and security holders are urged to read the tender offer materials and the Solicitation/Recommendation Statement as well as any other relevant documents filed with the SEC when they become available, because they will contain important information.** Investors and security holders may obtain a free copy of the tender offer materials and the Solicitation/Recommendation Statement and other documents (when available) that Stanley files with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov) and Stanley's website at [www.stanleyassociates.com](http://www.stanleyassociates.com). In addition, the tender offer Solicitation/Recommendation Statement and other documents filed by Stanley with the SEC may be obtained from Stanley free of charge by directing a request to Stanley, Inc., Attn: Investor Relations, 3101 Wilson Boulevard, Suite 700, Arlington, VA 22201.

### **Forward Looking Statements**

Statements in this document may contain, in addition to historical information, certain forward-looking statements. All statements included in this document concerning activities, events or developments that Stanley and CGI expect, believe or anticipate will or may occur in the future are forward-looking statements. Actual results could differ materially from the results discussed in the forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and involve known and unknown risks, uncertainties and other factors that may cause actual results and performance to be materially different from any future results or performance expressed or implied by forward-looking statements, including the risk that the tender offer will not close because of a failure to satisfy one or more of the closing conditions and that Stanley's business will have been adversely impacted during the pendency of the tender offer. Additional information on these and other risks, uncertainties and factors is included in Stanley's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the SEC.

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