

MANTECH INTERNATIONAL CORP
Form S-1MEF
February 07, 2002

As filed with the Securities and Exchange Commission on February 7, 2002
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MANTECH INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	7373	22-1852179
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

ManTech International Corporation
12015 Lee Jackson Highway
Fairfax, VA 22033-3300
(703) 218-6000

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

George J. Pedersen
Chairman, Chief Executive Officer
and President
ManTech International Corporation
12015 Lee Jackson Highway
Fairfax, VA 22033-3300
(703) 218-6000
Fax: (703) 218-6301

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

John F. Olson	Robert G. Robison
Ronald O. Mueller	Sharon L. Ferko
Gibson, Dunn & Crutcher LLP	Morgan Lewis & Bockius LLP
1050 Connecticut Avenue, N.W.	101 Park Avenue
Washington, D.C. 20036	New York, NY 10178
(202) 955-8500	(212) 309-6000
Fax: (202) 467-0539	Fax: (212) 309-6273

Approximate date of commencement of proposed sale to the public: As soon as
practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box.

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and
list the Securities Act registration statement number of the earlier effective

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registration statement for the same offering. 333-73946

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

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Title of each class of securities to be registered	Proposed Maximum Aggregate Offering Price(1) (2)	Amount of Registration Fee
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Class A common stock, \$0.01 par value per share(3)	\$22,080,000	\$2,031

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- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o).
- (2) Includes shares issuable upon exercise of the underwriters' over-allotment option.
- (3) The \$22,080,000 of Class A common stock being registered in this Registration Statement is in addition to the \$110,400,000 of Class A common stock registered pursuant to Registrant's Registration Statement on Form S-1 (File No. 333-73946).

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-73946) filed by ManTech International Corporation with the Securities and Exchange Commission (the "Commission") on November 23, 2001, as amended, which was declared effective by the Commission on February 6, 2002, and including the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Washington, D.C., on February 7,

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2002.

MANTECH INTERNATIONAL CORPORATION

By: /s/ GEORGE J. PEDERSEN

George J. Pedersen
Chairman of the Board of
Directors, Chief Executive Officer
and President

Pursuant to the requirements of the Securities Act of 1933, as amended,
this registration statement has been signed by the following persons in the
capacities indicated on February 7, 2002.

Signature -----	Title -----
/s/ GEORGE J. PEDERSEN -----	Chairman of the Board of Directors, Chief Executive Officer and President
/s/ JOHN A. MOORE, JR. -----	Executive Vice President, Chief Financial Officer, Treasurer and Director
/s/ MICHAEL D. GOLDEN -----	Director
/s/ STEPHEN W. PORTER -----	Director
/s/ WALTER W. VAUGHAN -----	Director

EXHIBIT INDEX

Exhibit Number -----	Description of Exhibit -----
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of PricewaterhouseCoopers LLP