

SI INTERNATIONAL INC  
Form SC 13G/A  
November 07, 2008

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

**SCHEDULE 13G**

**(Rule 13d-102)**

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)  
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**SI International, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**78427V102**

(CUSIP Number)

**October 31, 2008**

(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 the disclosures provided in a prior cover page.

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The information required in 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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CUSIP No. 78427V102

1. Names of Reporting Persons  
Artisan Partners Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  o  
Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
None
6. Shared Voting Power  
865,400
7. Sole Dispositive Power  
None
8. Shared Dispositive Power  
947,500
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
947,500
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o  
Not Applicable
11. Percent of Class Represented by Amount in Row (9)  
7.14%
12. Type of Reporting Person (See Instructions)  
IA

CUSIP No. 78427V102

1. Names of Reporting Persons  
Artisan Investment Corporation
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)  Not Applicable
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Wisconsin
- |   |    |                                     |
|---|----|-------------------------------------|
|   | 5. | Sole Voting Power<br>None           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>865,400      |
|   | 7. | Sole Dispositive Power<br>None      |
|   | 8. | Shared Dispositive Power<br>947,500 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
947,500
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
Not Applicable
  11. Percent of Class Represented by Amount in Row (9)  
7.14%
  12. Type of Reporting Person (See Instructions)  
CO

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CUSIP No. 78427V102

1. Names of Reporting Persons  
ZFIC, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)  Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization  
Wisconsin
5. Sole Voting Power  
None
6. Shared Voting Power  
865,400
7. Sole Dispositive Power  
None
8. Shared Dispositive Power  
947,500
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
947,500
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
Not Applicable
11. Percent of Class Represented by Amount in Row (9)  
7.14%
12. Type of Reporting Person (See Instructions)  
CO

CUSIP No. 78427V102

1. Names of Reporting Persons  
Andrew A. Ziegler
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)  Not Applicable
  3. SEC Use Only
  4. Citizenship or Place of Organization  
U.S.A.
- |   |    |                                     |
|---|----|-------------------------------------|
|   | 5. | Sole Voting Power<br>None           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>865,400      |
|   | 7. | Sole Dispositive Power<br>None      |
|   | 8. | Shared Dispositive Power<br>947,500 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
947,500
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
Not Applicable
  11. Percent of Class Represented by Amount in Row (9)  
7.14%
  12. Type of Reporting Person (See Instructions)  
IN

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CUSIP No. 78427V102

1. Names of Reporting Persons  
Carlene M. Ziegler
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)  Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization  
U.S.A.
5. Sole Voting Power  
None
6. Shared Voting Power  
865,400
7. Sole Dispositive Power  
None
8. Shared Dispositive Power  
947,500
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
947,500
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
Not Applicable
11. Percent of Class Represented by Amount in Row (9)  
7.14%
12. Type of Reporting Person (See Instructions)  
IN

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CUSIP No. 78427V102

1. Names of Reporting Persons  
Artisan Funds, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)  Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization  
Wisconsin
5. Sole Voting Power  
None
6. Shared Voting Power  
539,800
7. Sole Dispositive Power  
None
8. Shared Dispositive Power  
539,800
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
539,800
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
Not Applicable
11. Percent of Class Represented by Amount in Row (9)  
4.07%
12. Type of Reporting Person (See Instructions)  
CO



**Item 1.**

- (a) Name of Issuer  
SI International, Inc.
- (b) Address of Issuer's Principal Executive Offices  
12012 Sunset Hills Road  
  
Reston, Virginia 20190-5869

**Item 2.**

- (a) Name of Person Filing  
Artisan Partners Limited Partnership ( Artisan Partners )  
  
Artisan Investment Corporation, the general partner of Artisan Partners ( Artisan Corp. )  
  
ZFIC, Inc., the sole stockholder of Artisan Corp. ( ZFIC )  
  
Andrew A. Ziegler  
  
Carlene M. Ziegler
- (b) Artisan Funds, Inc. ( Artisan Funds )  
Address of Principal Business Office or, if none, Residence  
Artisan Partners, Artisan Corp., ZFIC, Mr. Ziegler, Ms. Ziegler and Artisan  
  
Funds are all located at:  
  
875 East Wisconsin Avenue, Suite 800  
  
Milwaukee, WI 53202
- (c) Citizenship  
  
Artisan Partners is a Delaware limited partnership  
Artisan Corp. is a Wisconsin corporation  
  
ZFIC is a Wisconsin corporation  
  
Mr. Ziegler and Ms. Ziegler are U.S. citizens
- (d) Artisan Funds is a Wisconsin corporation  
Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
78427V102

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (d) Artisan Funds is an Investment Company under section 8 of the Investment Company Act.
  - (e) Artisan Partners is an investment adviser registered under section 203 of the Investment Advisers Act of 1940; Artisan Corp. is the general partner of Artisan Partners; ZFIC is the sole stockholder of Artisan Corp.; Mr. Ziegler and Ms. Ziegler are the principal stockholders of ZFIC.



**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
947,500
- (b) Percent of class:  
  
7.14% (based on 13,276,729 shares outstanding as of October 31, 2008)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) None  
Shared power to vote or to direct the vote
  - (iii) 865,400  
Sole power to dispose or to direct the disposition of
  - (iv) None  
Shared power to dispose or to direct the disposition of

**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 .

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners; as reported herein, Artisan Partners holds 947,500 shares, including 539,800 shares on behalf of Artisan Funds. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10.**

**Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

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

Date: November 7, 2008

ARTISAN INVESTMENT CORPORATION,  
for itself and as the general partner of  
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Janet D. Olsen\*

ZFIC, INC.

By: Janet D. Olsen\*

ANDREW A. ZIEGLER

Andrew A. Ziegler\*

CARLENE M. ZIEGLER

Carlene M. Ziegler\*

ARTISAN FUNDS, INC.

By: Janet D. Olsen\*

\*By:

/s/ Janet D. Olsen  
Janet D. Olsen  
Vice President of Artisan Investment Corporation  
Attorney-in-Fact for ZFIC, Inc.  
Attorney-in-Fact for Andrew A. Ziegler

Attorney-in-Fact for Carlene M. Ziegler  
General Counsel and Secretary of Artisan Funds, Inc.

Exhibit Index

Exhibit 1	Joint Filing Agreement dated November 7, 2008 by and among Artisan Partners Limited Partnership, Artisan Investment Corporation, ZFIC, Inc., Andrew A. Ziegler, Carlene M. Ziegler and Artisan Funds, Inc.
Exhibit 2	Power of Attorney of ZFIC, Inc., dated March 19, 2007
Exhibit 3	Power of Attorney of Andrew A. Ziegler dated March 19, 2007
Exhibit 4	Power of Attorney of Carlene M. Ziegler dated March 19, 2007