

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

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

Delaware  
(State or other jurisdiction of incorporation or organization)

7373  
(Primary Standard Industrial Classification Code Number)

22-1852179  
(I.R.S. Employer Identification No.)

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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)

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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)

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Copies to:

John F. Olson  
Ronald O. Mueller  
Gibson, Dunn & Crutcher LLP  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036  
(202) 955-8500  
Fax: (202) 467-0539

Robert G. Robison  
Sharon L. Ferko  
Morgan Lewis & Bockius LLP  
101 Park Avenue  
New York, NY 10178  
(212) 309-6000  
Fax: (212) 309-6273

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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.

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CALCULATION OF REGISTRATION FEE

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

- (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

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