

MANTECH INTERNATIONAL CORP
Form DEF 14A
April 28, 2006

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

ManTech International Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(4) Date Filed:

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

April 28, 2006

Dear Stockholder:

You are cordially invited to attend the 2006 Annual Meeting of Stockholders of ManTech International Corporation, which will be held at The Hyatt Fair Lakes, 12777 Fair Lakes Circle, Fairfax, VA 22033, on Tuesday, June 6, 2006, at 11 a.m. (EDT).

We have provided details of the business to be conducted at the meeting in the accompanying Notice of Annual Meeting of Stockholders, proxy statement and form of proxy. We encourage you to read these materials so that you may be informed about the business to come before the meeting.

Your participation is important, regardless of the number of shares you own. In order for us to have an efficient meeting, please sign, date and return the enclosed proxy card promptly in the accompanying reply envelope. You can find additional information concerning our voting procedures in the accompanying materials.

We look forward to seeing you at the meeting.

Sincerely,

George J. Pedersen

Chairman of the Board and Chief Executive Officer

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We have a standing Compensation Committee, which is currently comprised of three directors: Messrs. Fatzinger, Campbell and Jeremiah. Mr. Fatzinger serves as chairman of the Compensation Committee. All

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A more detailed discussion of the Nominations Committee's composition, purpose, authority and responsibilities can be found in our Nominations Committee Charter (the Nominations Committee Charter). We have made the Nominations Committee Charter available on the Corporate Governance page on our website: www.mantech.com.

In 2005, we issued the following grants of stock options to our non-employee Board members:

Director	Grant Date	Shares (#)	Exercise Price
R. Armitage	6/8/2005	10,000	\$ 28.42
B. Campbell	6/8/2005	5,000	\$ 28.42
W. Fatzinger	6/8/2005	5,000	\$ 28.42
R. Kerr	6/8/2005	5,000	\$ 28.42
S. Porter	6/8/2005	5,000	\$ 28.42
D. Jeremiah	6/8/2005	5,000	\$ 28.42
P. Stern	6/8/2005	5,000	\$ 28.42

Other Compensation

No member of the Board was paid any compensation for his service as a director other than the standard compensation arrangements for directors described above. However, please refer to the disclosure under the caption *Certain Relationships and Related Transactions* elsewhere in this proxy statement for a description of certain relationships between us and affiliates of certain of our non-employee directors.

- ⁽³⁾ Based on the difference between the fair market value on December 31, 2005 (\$27.86 per share) and the exercise strike price of the respective options.

PERFORMANCE GRAPH

The following performance graph compares the performance of our common stock to The Nasdaq Stock Market (U.S.) Index (*Nasdaq*), Standard and Poor's SmallCap 600 Index, and the Peer Group Index* for the period from February 7, 2002 (the date of the Company's initial public offering) to December 31, 2005. The graph assumes an investment of \$100 in each of our common stock, the Nasdaq, Standard and Poor's SmallCap 600 Index and the Peer Group Index* on February 7, 2002, and also assumes reinvestment of all dividends. No cash dividend has been declared on our common stock.

	02/07/2002	12/31/2002	12/31/2003	12/31/2004	12/31/2005
ManTech Intl Corp.	\$ 100	\$ 105.88	\$ 138.54	\$ 131.81	\$ 154.69
S & P SMALLCAP 600	\$ 100	\$ 84.64	\$ 117.48	\$ 144.09	\$ 155.16
NASDAQ US	\$ 100	\$ 68.64	\$ 103.65	\$ 113.14	\$ 115.54
Peer Group	\$ 100	\$ 109.91	\$ 158.34	\$ 209.33	\$ 208.55

* The Peer Group Index for 2005 consists of Anteon International Corporation, CACI International Inc., SI International, Inc., SRA International Inc., and MTC Technologies, Inc.

portion of an employee's time spent on non-corporate matters on behalf of Mr. Pedersen

cell phone and home fax services

tax, legal and estate planning services relating to Mr. Pedersen's ManTech holdings

matching contributions to 401(k) plan

payments for term life insurance

minimum contribution of \$50,000 per year to his supplemental executive retirement plan

membership dues associated with executive clubs

If we terminate Mr. Pedersen's employment without cause, we are required to pay Mr. Pedersen a lump sum amount equal to one year's base salary at the rate in effect immediately prior to such termination of employment. Mr. Pedersen has agreed he will not compete with us and will not solicit our customers or employees during the term of his employment and for a period of one year following his termination without cause.

incentive bonuses. No deduction is allowed in connection with an incentive stock option unless the employee disposes of Company stock received upon exercise in violation of the holding period requirements. Also there can be circumstances when the deduction is not allowed for certain transfers of company stock or payments to an employee upon the exercise of an incentive award that has been accelerated as a result of a change of control.

Section 162(m) of the Code disallows a tax deduction for any publicly held corporation for individual compensation exceeding \$1 million in any taxable year for the Chief Executive Officer or the other four (4) most highly compensated officers, except for compensation that is performance-based under a plan that is approved by the stockholders. Under the 2006 Plan, stock options would be treated as performance-based compensation. The terms of the 2006 Plan allow incentive bonuses, incentive stock and stock appreciation rights to be treated as performance-based compensation. If the 2006 Plan is approved by stockholders, the Company's business expense deduction for all performance-based compensation paid under the 2006 Plan would not be limited by Section 162(m) of the Code.

Recommendation of the Board of Directors

The Board of Directors recommends that you vote FOR approving the adoption of the 2006 Management Incentive Plan. All proxies executed and returned will be voted FOR the adoption of the 2006 Management Incentive Plan unless the proxy specifies otherwise.

audit of the Company's internal control over financial reporting, and the review of financial statements included in our Quarterly Reports on Form 10-Q, and those services that are customarily provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees consist of fees that we paid to the Deloitte Entities for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. Audit-Related Fees include services performed in connection with the audits of our 401(k) plans, Employee Stock Ownership Plan, and other benefit plans, and include services related to the audit of the pre-acquisition balance sheet provided in connection with the Company's acquisition of GrayHawk Systems, Inc. in 2005.

Tax Fees are fees that we paid to the Deloitte Entities for professional services rendered for tax compliance, tax advice and tax planning.

All Other Fees are fees that we paid to the Deloitte Entities for products and services that were not included in the first three categories, and include consultation services related to the allowability of costs in accordance with the Federal Acquisition Regulation and other DCAA compliance issues.

Recommendation of the Board of Directors

The Board recommends that you vote FOR the ratification of the appointment of Deloitte & Touche LLP to serve as our independent auditors for the fiscal year ending December 31, 2006. All proxies executed and returned will be voted FOR the ratification of the appointment of Deloitte & Touche LLP unless the proxy specifies otherwise.

Additionally, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge on the Investor Relations page of our website: www.mantech.com, as soon as reasonably practicable after we electronically file such reports with the SEC. Information contained on our website is not a part of this proxy statement.

By Order of the Board of Directors

George J. Pedersen

Chairman of the Board and Chief Executive Officer

Fairfax, Virginia

April 28, 2006

MANTECH INTERNATIONAL CORPORATION

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS JUNE 6, 2006

(This Proxy is solicited by the Board of Directors of the Company)

The undersigned stockholder of ManTech International Corporation hereby appoints George J. Pedersen and Robert A. Coleman, or either of them, his/her true and lawful agents and proxies, each with full power of substitution, to represent and to vote as specified in this proxy all Common Stock of the Company that the undersigned stockholder would be entitled to vote if present in person at the Annual Meeting of Stockholders of ManTech International Corporation to be held at The Hyatt Fair Lakes, 12777 Fair Lakes Circle, Fairfax, Virginia 22033, on Tuesday, June 6, 2006 at 11 a.m. (EDT).

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES TO WHICH THIS PROXY RELATES WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THE SHARES TO WHICH THIS PROXY RELATES WILL BE VOTED FOR ALL NOMINEES WITH RESPECT TO THE ELECTION OF DIRECTORS IN PROPOSAL 1, FOR THE ADOPTION OF OUR 2006 MANAGEMENT INCENTIVE PLAN IN PROPOSAL 2 AND FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP IN PROPOSAL 3, AND THIS PROXY AUTHORIZES THE ABOVE DESIGNATED PROXIES TO VOTE IN THEIR DISCRETION ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF TO THE EXTENT AUTHORIZED BY RULE 14a-4(c) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

(Continued and to be signed on the reverse side)

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Signature: _____ Signature (if held jointly): _____ Date: _____

Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as an executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.