

MANTECH INTERNATIONAL CORP

Form 8-K

November 03, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 3, 2005**

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**ManTech International Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**000-49604**  
(Commission File Number)

**22-1852179**  
(IRS Employer

Identification No.)

**12015 Lee Jackson Highway, Fairfax, VA**  
(Address of principal executive offices)

**22033**  
(Zip Code)

**Registrant's telephone number, including area code: (703) 218-6000**

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(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition; and**

**Item 7.01 Regulation FD Disclosure**

On November 3, 2005, ManTech International Corporation announced its financial results for the quarter ended September 30, 2005 and earnings guidance for the fourth quarter and full year 2005. A copy of the November 3, 2005 press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 5.05 Amendments to Registrant's Code of Ethics**

ManTech International Corporation has revised its *Standards of Ethics and Business Conduct*, which sets forth the policies comprising the Company's code of conduct. These policies satisfy the SEC's requirements for a code of ethics applicable to the Company's principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions, as well as Nasdaq's requirements for a code of conduct applicable to all directors, officers and employees. ManTech's Board of Directors approved the revised *Standards* on October 31, 2005.

As permitted by applicable SEC rules, the Company uses its website as a method of disseminating disclosures relating to amendments to or waivers from its code of ethics. A copy of ManTech's revised *Standards* has been made available on the Corporate Governance page on the Company's website: [www.mantech.com](http://www.mantech.com).

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	ManTech International Corporation Press Release, dated November 3, 2005, announcing financial results for the quarter ended September 30, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ManTech International Corporation**

Date: November 3, 2005

By: /s/ Kevin M. Phillips

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Kevin M. Phillips  
Chief Financial Officer