

DYNCORP INTERNATIONAL INC.
Form 8-K
December 15, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **December 1, 2006**

DynCorp International Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-32869

(Commission
File Number)

01-0824791

(IRS Employer
Identification No.)

3190 Fairview Park Drive, Suite 350, Falls Church, Virginia

(Address of principal executive offices)

22042

(Zip code)

Registrant's telephone number, including area code: **(571) 722-0210**

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:

- 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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On December 1, 2006, the operating agreement of the Registrant's controlling stockholder, DIV Holding LLC (DIV), was amended and Messrs. Curtis L. Schehr and Michael J. Bayer were each granted an indirect equity interest in the Registrant through the issuance of a 0.4% and 0.035%, respectively, Class B interest in DIV. This Amendment No. 5 to the Amended and Restated Limited Liability Company Operating Agreement of DIV is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number	Description of Exhibit
3.1	Amendment No. 5 to the Amended and Restated Limited Liability Company Operating Agreement of DIV Holding LLC

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.

DynCorp International Inc.

Date: December 15,
2006

/s/ Michael J. Thorne

Michael J. Thorne
Senior Vice President, Chief Financial Officer and
Treasurer

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