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MANTECH INTERNATIONAL CORP
Form 10-Q/A
August 14, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended June 30, 2002

Commission File No. 000-49604

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

Delaware	22-1852179
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

12015 Lee Jackson Highway, Fairfax, VA 22033

(Address of principal executive offices)

(703) 218-6000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	None

Securities registered pursuant to Section 12(g) of the Act:

Class A Common Stock, Par Value \$0.01 Per Share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [] No

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of July 31, 2002, was approximately \$178,866,730.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of July 31, 2002: ManTech International Corp. Class A Common Stock, \$0.01 par value, 9,377,652 shares; ManTech International Corp. Class B Common Stock, \$0.01 par value, 17,131,004 shares.

PORTIONS AMENDED

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The Registrant hereby amends the June 30, 2002 "Other intangibles" portion of the line item in the company's condensed consolidated balance sheet found in Part I, Item 1 of the Registrant's Report on Form 10-Q for the quarterly period ended June 30, 2002 to "2,804". Additionally, the Registrant hereby amends Exhibits 99.1 and 99.2 contained in the Report solely to reflect the conformed signatures on the Exhibits previously filed. No other changes are hereby made to Registrant's Report on Form 10-Q for the quarterly period ended June 30, 2002 as previously filed.

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS

EXHIBIT

NO.	DESCRIPTION
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2.1	Form of Plan of Merger by and between ManTech International Corporation, a New Jersey corporation, and ManTech International Corporation, a Delaware corporation, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
3.1	Second Amended and Restated Certificate of Incorporation of the Registrant as filed with the Secretary of State of the State of Delaware on January 30, 2002, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
3.2	Amended and Restated Bylaws of the Registrant, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
10.1	Retention Agreement, effective as of January 1, 2002, between John A. Moore, Jr. and ManTech International Corporation, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
10.2	Form of Confidentiality, Non-competition and Non-solicitation Agreement, effective as of the closing of this offering, between specified executive officers and ManTech International Corporation, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
10.3	Management Incentive Plan of ManTech International Corporation, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
10.4	Retention Agreement, effective as of January 1, 2002, between George J. Pedersen and ManTech International Corporation, incorporated herein by reference from Registrant's Registration

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Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.

- 10.5 Form of Term Sheet for ManTech International Corporation Management Incentive Plan Non-Qualified Stock Option, and Standard Terms and Conditions for Non-Qualified Stock Options, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
- 10.6 Form of Term Sheet for ManTech International Corporation Management Incentive Plan Incentive Stock Option, and Standard Terms and Conditions for Incentive Stock Options, incorporated herein by reference from Registrant's Registration Statement on Form S-1 (File No. 333-73946), as filed with the Commission on November 23, 2001, as amended.
- 99.1 Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code - Chief Executive Officer
- 99.2 Certification Pursuant to section 1350 of Chapter 63 of Title 18 of the United States Code - Chief Financial Officer
- (B) Reports on Form 8-K
8-K Filed on May 16, 2002 - GSA Backlog.

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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, thereunto duly authorized, in the City of Fairfax in the Commonwealth of Virginia, on this 14th day of August, 2002.

MANTECH INTERNATIONAL CORPORATION

/s/ George J. Pedersen

Name: George J. Pedersen
Title: Chairman of the Board of Directors,
Chief Executive Officer and President

/s/ John A. Moore, Jr.

Name: John A. Moore, Jr.
Title: Director, Executive Vice President
and Chief Financial Officer

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