

MANTECH INTERNATIONAL CORP

Form 8-K

May 27, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**May 26, 2004**

**Date of Report (Date of earliest event reported)**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction  
of  
incorporation or  
organization)

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

**22-1852179**  
(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)

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits. The following exhibit is furnished with this report.

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|------|--|
| 99.1 | Press release, dated May 26, 2004, announcing that ManTech International Corporation will change its revenue guidance for the second quarter of fiscal year 2004 and its earnings guidance for the second quarter of fiscal year 2004 and full fiscal year 2004. |
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**ITEM 9. REGULATION FD DISCLOSURE.**

On May 26, 2004, ManTech International Corporation issued a press release announcing a change to its revenue guidance for the second quarter of fiscal year 2004 and its earnings guidance for the second quarter of fiscal year 2004 and full fiscal year 2004. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

**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: May 26, 2004**

/s/ Ronald R. Spoehel

Name: Ronald R. Spoehel

Title: Executive Vice President and  
Chief Financial Officer

**FOR IMMEDIATE RELEASE**For additional information contact:

Mark Root  
 Executive Director, Corporate Communications  
 off: 703-218-8397; cell: 703-407-9393  
 mark.root@mantech.com

Maureen Crystal  
 Executive Director, Investor Relations  
 703-218-8262  
 maureen.crystal@mantech.com

**ManTech Adjusts 2004 Second Quarter and Full Year Guidance to Reflect Change in Estimate on Fixed Price PSI Contract**

**FAIRFAX, Virginia, May 26, 2004** ManTech International Corporation (Nasdaq: MANT), a leading provider of innovative technologies and solutions focused on mission-critical national security programs for the Department of Defense, the Intelligence Community, the Department of State, the Department of Justice, the Department of Homeland Security and other U.S. federal government customers, announced today that it will change its guidance for the second quarter and full year. This results from an adjustment to revenue in the current quarter due to a change in estimate of revenue earned and level of work remaining to be completed under a fixed-price unit type contract at ManTech MSM Security Services, Inc. (MSM), the ManTech subsidiary that performs personnel security investigations (PSIs) for various federal government agencies. ManTech expects that this additional work will be completed in the second and third quarters of 2004 at which time revenue, in the amount of the adjustment of \$11.3 million, will be recognized.

This adjustment will not affect the Company's revenue guidance for the full year 2004, but affects other guidance as follows:

## Full Year:

|  | <b>Prior Guidance</b>         | <b>Revised Guidance</b>       |
|--|-------------------------------|-------------------------------|
| Revenues:                                  | \$840 million - \$855 million | \$840 million - \$855 million |
| Earnings Per Share                         | \$1.38 - \$1.42               | \$1.17 - \$1.21               |
| Weighted Average Common Shares Outstanding | 32.6 million                  | 32.6 million                  |
| Second Quarter:                            |                               |                               |
|  | <b>Prior Guidance</b>         | <b>Revised Guidance</b>       |
| Revenues:                                  | \$204 million - \$208 million | \$197 million - \$201 million |
| Earnings Per Share                         | \$0.32 - \$0.34               | \$0.13 - \$0.15               |
| Weighted Average Common Shares Outstanding | 32.5 million                  | 32.5 million                  |

Conference Call:

ManTech executive management will hold a conference call tomorrow (May 27) at 11 a.m. EST, to discuss the revised guidance, revenue adjustment and answer questions. Interested parties may access the call by dialing (800) 759-3578 (domestic) or (706) 679-7301 (international). The conference call will be Webcast (listen only) simultaneously via the Internet at [www.mantech.com](http://www.mantech.com). Interested parties should dial in or log on approximately ten minutes prior to the start of the call.

A replay of the call will be available beginning at 2 p.m. today and will remain available through midnight, June 11. To access the replay, call (800) 642-1687 (domestic) or (706) 645-9291 (international). The confirmation code for the replay is 7794994. A replay will also be available on ManTech's Website approximately two hours after the conclusion of the call.

About ManTech International Corporation:

Headquartered in Fairfax, Virginia, ManTech International Corporation is a leading provider of innovative technologies and solutions for mission-critical national security programs for the Department of Defense, the Intelligence Community, the Department of State, the Department of Justice, the Department of Homeland Security and other U.S. federal government customers. The company's expertise includes software development, enterprise security architecture, information assurance, intelligence operations support, network and critical infrastructure protection, information technology, communications integration and engineering support. The company supports the advanced telecommunications systems that are used in Operation Iraqi Freedom and in other parts of the world; provides the physical and cyber security to protect U.S. embassies all over the world; has developed a secure, collaborative communications system for the U.S. Department of Homeland Security; and is helping the Department of Justice's U.S. Marshall Service deploy a common, office automation system. With annual revenues in excess of \$700 million and more than 5,000 highly qualified employees, the company operates in the United States and 34 countries worldwide. Additional information on ManTech can be found at [www.mantech.com](http://www.mantech.com).

**Forward-Looking Information:**

Statements and assumptions made in this press release, which do not address historical facts, constitute forward-looking statements that ManTech believes to be within the definition in the Private Securities Litigation Reform Act of 1995 and involve risks and uncertainties, many of which are outside of our control. Words such as may, will, intends, should, expects, plans, projects, anticipates, believes, estimates, potential, continue, or opportunity, or the negative of these terms or words of similar import are intended to identify forward-looking statements.

These forward-looking statements are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated, including, without limitation: adverse changes in U.S. government spending priorities; failure to retain existing U.S. government contracts or win new contracts; failure to obtain option awards, task orders, or funding under contracts; risks of contract performance; risks of contract termination, either for default or for the convenience of the U.S. government; adverse results of U.S. government audits of our U.S. government contracts; risks associated with complex U.S. government procurement laws and regulations; failure to experience favorable results from acquisition synergies; and material changes in laws or regulations applicable to the company's businesses. These and other risk factors are more fully discussed in the section entitled Risks Related to the Company's Business in ManTech's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2004, and, from time to time, in ManTech's other filings with the Securities and Exchange Commission, including among others, its reports on Form 8-K and Form 10-Q.

The forward-looking statements included in this news release are only made as of the date of this news release and ManTech undertakes no obligation to publicly update any of the forward-looking statements made herein, whether as a result of new information, subsequent events or circumstances, changes in expectations or otherwise.