

MANTECH INTERNATIONAL CORP  
Form 8-K  
March 14, 2012

**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): March 8, 2012

**ManTech International Corporation**

(Exact name of registrant as specified in its charter)

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

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

**22-1852179**  
(IRS Employer  
Identification No.)

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12015 Lee Jackson Highway, Fairfax, VA

(Address of principal executive offices)

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

22033

(Zip Code)

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

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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (e) On March 8, 2012, the Compensation Committee (**Compensation Committee**) of the Board of Directors of the Company approved the 2012 Executive Incentive Compensation Plan (**2012 Plan**), in which the Company's executive officers, including the Company's named executive officers (**NEOs**), participate. The 2012 Plan includes performance metrics for participants based on the following measures at the Company level and, where applicable for a particular NEO, business group level: revenue; contract bookings; and earnings before interest and taxes. The 2012 Plan provides for target incentive payment amounts for the executive officers ranging from 45% to 130% of each of the respective executive officer's 2012 base salaries. Based on actual results in 2012, the potential payouts under the 2012 Plan may range from 0% to about 228% of the executive officers' respective 2012 base salaries. A copy of the 2012 Plan is attached as Exhibit 10.1 to this Current Report on Form 8-K.

The Compensation Committee also confirmed its intention to continue to consider discretionary bonus compensation for 2012 for the NEOs outside of the 2012 Plan.

**Item 9.01 Financial Statements and Exhibits**

- (d) Exhibits

**Exhibit  
No.**

**Description of Exhibit**

10.1 ManTech International Corporation 2012 Executive Incentive Compensation Plan

**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: March 14, 2012

By: /s/ Michael R. Putnam  
Michael R. Putnam  
Senior Vice President Corporate & Regulatory Affairs