

Stanley, Inc.  
Form SC TO-C  
May 07, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**STANLEY, INC.**

*(Name of Subject Company (Issuer))*

**CGI FAIRFAX CORPORATION**

**CGI FEDERAL INC.**

**CGI GROUP INC.**

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

**COMMON STOCK, \$0.01 PAR VALUE**

*(Title of Class of Securities)*

**854532108**

*(CUSIP Number of Class of Securities)*

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*(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)*

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**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**  
N/A

**Amount of Filing Fee(2)**  
N/A

- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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The following are submitted herewith:

- | <b>Exhibit</b> | <b>Exhibit Name</b>  |
|----------------|--|
| (a)(5)(A)      | Joint Press Release issued by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation and Stanley, Inc. on May 7, 2010. |
| (a)(5)(B)      | Conference Call Presentation regarding the acquisition of Stanley, Inc. by CGI Group Inc. on May 7, 2010.                    |
| (a)(5)(C)      | Presentation to Stanley, Inc. Employees on May 7, 2010.  |
| (a)(5)(D)      | Stanley, Inc. Merger with CGI Group Inc. Questions and Answers.  |