

MANTECH INTERNATIONAL CORP  
Form 8-K  
May 11, 2016

**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): May 5, 2016**

**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.)**

**12015 Lee Jackson Highway, Fairfax, VA**  
**(Address of principal executive offices)**

**22033**  
**(Zip Code)**

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

**(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 5.07 Submission of Matters to a Vote of Security Holders.**

ManTech held its 2016 Annual Meeting of Stockholders (the **Annual Meeting**) on May 5, 2016. Holders of Class A common stock were entitled to cast one vote for each share of Class A common stock held, and holders of Class B common stock were entitled to cast ten votes for each share of Class B common stock held, for each proposal submitted to stockholders at the Annual Meeting. For more information regarding the following proposals, see our definitive proxy statement dated April 1, 2016, the relevant portions of which are hereby incorporated by reference.

**Proposal 1:** The Company's stockholders elected seven (7) persons to serve as members of the Board of Directors until the 2017 Annual Meeting of Stockholders. The votes regarding this proposal were as follows:

| <b>Director Name</b>     | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|-------------|-----------------|-------------------------|
| George J. Pedersen       | 153,240,851 | 656,326         | 780,476                 |
| Richard L. Armitage      | 153,269,796 | 627,381         | 780,476                 |
| Mary K. Bush             | 153,824,572 | 72,605          | 780,476                 |
| Barry G. Campbell        | 151,221,920 | 2,675,257       | 780,476                 |
| Walter R. Fatzinger, Jr. | 151,273,076 | 2,624,101       | 780,476                 |
| Richard J. Kerr          | 153,217,781 | 679,396         | 780,476                 |
| Kenneth A. Minihan       | 153,785,694 | 111,483         | 780,476                 |

**Proposal 2:** The Company's stockholders approved our Management Incentive Plan, as amended and restated. The votes regarding this proposal were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 136,338,469 | 17,549,444     | 9,264          | 780,476                 |

**Proposal 3:** The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The votes regarding this proposal were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 153,963,170 | 688,173        | 5,310          | 0                       |

**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 11, 2016

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