

MANTECH INTERNATIONAL CORP
Form 424B3
July 21, 2010

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Registration No. 333-168015

PROSPECTUS

ManTech International Corporation

OFFER TO EXCHANGE

\$200,000,000 principal amount of its

7.25% Senior Notes due 2018

which have been registered under the Securities Act,

for any and all of its outstanding 7.25% Senior Notes due 2018

The exchange offer expires at 11:59 p.m., New York City time, on August 18, 2010, unless extended.

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for an equal principal amount of a new series of notes that are registered under the Securities Act.

The exchange offer is not subject to any conditions other than that it not violate applicable law or any applicable interpretation of the staff of the SEC.

You may withdraw tenders of outstanding notes at any time before the exchange offer expires.

The exchange of notes will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the new series of notes are substantially identical to the terms of the outstanding notes, except for transfer restrictions and registration rights relating to the outstanding notes.

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You may tender outstanding notes only in denominations of \$2,000 and integral multiples of \$1,000.

Our affiliates may not participate in the exchange offer.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities.

Please refer to Risk Factors beginning on page 9 of this prospectus for a description of the risks you should consider when evaluating this exchange offer.

We are not making this exchange offer in any jurisdiction where it is not permitted.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 21, 2010.

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We have not authorized any dealer, salesperson or other people to give any information or to make any representations to you other than the information contained in this prospectus. You must not rely on any information or representations not contained in this prospectus as if we had authorized it. This prospectus does not offer to sell or solicit an offer to buy any securities other than the registered notes to which it relates, nor does it offer to buy any of these notes in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The information contained in this prospectus is current only as of the date on the cover page of this prospectus, and may change after that date.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. This information is available without charge to you upon written or oral request. If you would like a copy of any of this information, please submit your request to ManTech International Corporation, 12015 Lee Jackson Highway, Fairfax, VA 22033, Attention: Investor Relations, or call (703) 218-6000. In addition, to obtain timely delivery of any information you request, you must submit your request no later than August 11, 2010, which is five business days before the date the exchange offer expires.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this prospectus, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected costs, goals and plans and objectives of management for future operations are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Words such as anticipate, expect, will, intend, plan, target, potential, project, believe, seek, continue, estimate, could, can, may, and similar expressions, or the negative of those terms or words of similar import, are intended to identify such forward-looking statements. These forward-looking statements reflect our current views regarding future events based on estimates and assumptions, and are therefore subject to known and unknown risks and uncertainties and are not guarantees of future performance. Investors are cautioned against relying on such forward-looking statements when evaluating the information presented in this prospectus. The safe harbor protections provided in Section 27A of the Securities Act and Section 21E of the Exchange Act do not apply to statements made in connection with this exchange offer.

Our actual results of operations could differ materially from those expressed or implied by forward-looking statements contained in this prospectus. Important factors that could cause or contribute to such differences include those factors discussed in Risk Factors and elsewhere in this prospectus, including the following, without limitation:

adverse changes in U.S. government spending priorities;

failure to retain existing U.S. government contracts, win new contracts or win recompetes;

risks associated with complex U.S. government procurement laws and regulations;

adverse results of U.S. government audits of our government contracts;

risk of contract performance, modification or termination;

curtailment of the U.S. Government's outsourcing of certain services that we provide;

failure to obtain option awards, task orders or funding under contracts;

adverse changes in our mix of contract types;

risks of financing, such as increases in interest rates, restrictions imposed by our outstanding indebtedness, including the ability to meet existing financial covenants, and risks related to an inability to obtain new or additional financing;

failure to successfully integrate recently acquired companies or businesses into our operations or to realize any accretive or synergistic effects from such acquisitions;

failure to identify, execute or effectively integrate future acquisitions; and

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competition.

Forward-looking statements contained in this prospectus are only made as of the date of this prospectus, and we undertake 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.

PROSPECTUS SUMMARY

This summary is not complete and may not contain all of the information that may be important to you. You should read the entire prospectus carefully, including the information set forth in the section entitled, Risk Factors, as well as information incorporated by reference in this prospectus, before exchanging your notes. In this prospectus, unless the context indicates otherwise, the terms Company and ManTech as well as the words we, our, ours and us refer to both ManTech International Corporation and its consolidated subsidiaries.

Our Company

ManTech is a leading provider of innovative technologies and solutions for mission-critical national security programs for the Intelligence Community; departments of Defense, State, Homeland Security and Justice; and other U.S. federal government organizations. Our expertise includes systems engineering and integration, enterprise architecture, cyber security, information assurance, intelligence operations and analysis support, network and critical infrastructure protection, information operations and information warfare support, information technology, communications integration, global logistics and supply chain management and service oriented architecture. We currently have approximately 9,100 highly qualified employees operating in approximately 40 countries worldwide.

Our primary customers are U.S. federal government intelligence, military and civilian agencies. In addition, we support some state and local governments and commercial customers. We derive most of our revenues from national security and homeland defense customers. We have successful, long-standing relationships with our customers, having supported many of them for over 40 years.

Our Offices

Our executive offices are located at 12015 Lee Jackson Highway, Fairfax, Virginia 22033 and our telephone number is (703) 218-6000. Our website is www.mantech.com. Information on our website is not incorporated in this prospectus.

The Exchange Offer

The Exchange Offer	We are offering to exchange the exchange notes (the "exchange notes") for the outstanding private notes (the "private notes") that are properly tendered and accepted. You may tender outstanding private notes only in denominations of \$2,000 and integral multiples of \$1,000. We will issue the exchange notes on or promptly after the exchange offer expires. As of the date of this prospectus, \$200,000,000 principal amount of private notes is outstanding.
Expiration Date	The exchange offer will expire at 11:59 p.m., New York City time, on August 18, 2010, (the 20 th business day following commencement of the exchange offer), unless extended, in which case the expiration date will mean the latest date and time to which we extend the exchange offer.
Conditions to the Exchange Offer	The exchange offer is not subject to any condition other than that it not violate applicable law or any applicable interpretation of the staff of the Securities and Exchange Commission (the "SEC"). The exchange offer is not conditioned upon any minimum principal amount of private notes being tendered for exchange.
Procedures for Tendering Private Notes	<p>If you wish to tender your private notes for exchange notes pursuant to the exchange offer you must:</p> <p>if you hold the private notes through The Depository Trust Company ("DTC"), comply with the Automated Tender Offer Program procedures of DTC, and the Exchange Agent (as defined below) must receive a timely confirmation of a book-entry transfer of the private notes into its account at DTC pursuant to the procedures for book-entry transfer described herein, along with a properly transmitted agent's message, before the expiration date;</p> <p>if you hold private notes through Euroclear Bank S.A./N.V. ("Euroclear") or Clearstream Banking, S.A. ("Clearstream"), comply with the procedures of Euroclear or Clearstream, as applicable, before the expiration date; or</p> <p>complete, sign and date the letter of transmittal and transmit it, together with your initial notes to be exchanged and all other documents required by the letter of transmittal, to The Bank of New York Mellon Trust Company, N.A., as exchange agent.</p> <p>By tendering the private notes pursuant to the exchange offer, you will make the representations to us described under "THE EXCHANGE OFFER Procedures for Tendering."</p>
Acceptance of the Private Notes and Delivery of the Exchange Notes	Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all private notes which are validly tendered in the exchange offer and not withdrawn before 11:59 p.m., New York City time, on the expiration date.
Withdrawal Rights	You may withdraw the tender of your private notes at any time before 11:59 p.m., New York City time, on the expiration date, by complying with the procedures for withdrawal described in this prospectus under the heading "THE EXCHANGE OFFER Withdrawal of tenders."
U.S. Federal Income Tax Considerations	The exchange of notes should not be a taxable event for U.S. federal income tax purposes. For a discussion of the material U.S. federal income tax considerations relating to the exchange, ownership and disposition of notes, see "U.S. FEDERAL INCOME TAX CONSIDERATIONS."

Exchange Agent	The Bank of New York Mellon Trust Company, N.A., the trustee under the indenture governing the notes, is serving as the exchange agent for the notes (the Exchange Agent).
Consequences of Failure to Exchange	If you do not exchange your private notes for exchange notes, you will continue to be subject to the restrictions on transfer provided in the private notes and in the indenture governing the private notes. In general, the private notes may not be offered or sold, unless registered under the Securities Act of 1933, as amended (the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not currently plan to register the private notes under the Securities Act.
Fulfillment of Registration Rights	You are entitled to exchange your private notes for exchange notes with substantially identical terms. This exchange offer satisfies this right. After the exchange offer is completed, you will no longer be entitled to any exchange or registration rights with respect to your private notes.

We explain the exchange offer in greater detail beginning on page 29.

The Exchange Notes

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The DESCRIPTION OF THE NOTES section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes.

The form and terms of the exchange notes are the same as the form and terms of the private notes, except that the exchange notes will be registered under the Securities Act and, therefore, the exchange notes will not be subject to the transfer restrictions, registration rights and provisions providing for an increase in the interest rate applicable to the private notes. The exchange notes will evidence the same debt as the private notes, and both the private notes and the exchange notes are governed by the same indenture.

Issuer	ManTech International Corporation
Notes Offered	\$200,000,000 aggregate principal amount of 7.25% senior notes due 2018.
Maturity Date	The 7.25% senior notes mature on April 15, 2018.
Interest	April 15 and October 15 of each year after the date of issuance of the notes, commencing October 15, 2010.
Guarantees	The exchange notes will be guaranteed, jointly and severally, on a senior basis by each of our wholly-owned domestic subsidiaries that are guarantors under our senior credit facility. See DESCRIPTION OF THE NOTES.
Ranking	<p>The exchange notes will be our general unsecured obligations. These exchange notes will:</p> <ul style="list-style-type: none">rank equally in right of payment with all of our future senior debt;be effectively junior to all of our secured debt, including debt outstanding under our senior credit facility, to the extent of the value of the assets securing such debt;be effectively junior to all existing and future debt and other liabilities, including trade payables, of our non-guarantor subsidiaries (other than debt and other liabilities owed to us, if any); andrank senior in right of payment to all of our future subordinated debt. <p>The exchange notes would be effectively junior to any senior secured debt (to the extent of the value of the assets securing such debt) issued under our senior credit facility. As of the date of this prospectus, we have no senior secured indebtedness outstanding under our credit facility and we have the ability to incur \$348.6 million of senior secured</p>

indebtedness under the credit facility.

Optional Redemption

Prior to April 15, 2013 we may redeem up to 35% of the outstanding exchange notes with the net proceeds of certain equity offerings at 107.250% of the principal amount of the exchange notes. The exchange notes may be redeemed at any time prior to April 15, 2014 at a price equal to 100% of the principal amount plus a make-whole premium. On or after April 15, 2014, the exchange notes may be redeemed at the option of the Company on the redemption dates and at the redemption prices specified under DESCRIPTION OF THE NOTES Optional Redemption.

Change of Control

If we experience a defined change of control we may be required to offer to repurchase the exchange notes at a price equal to 101% of the principal amount of the exchange notes, plus accrued and unpaid interest, if any, to the date of purchase. See DESCRIPTION OF THE NOTES Change of Control.

Certain Covenants

The indenture contains covenants that, among other things, will limit our ability to:

pay dividends or distributions, repurchase equity, prepay subordinated debt or make certain investments;

incur additional debt or issue certain disqualified stock and preferred stock;

incur liens on assets;

merge or consolidate with another company or sell all or substantially all assets;

allow to exist certain restrictions on the ability of the guarantors to transfer assets; and

enter into sale and lease-back transactions.

These covenants are subject to important exceptions and qualifications as described under DESCRIPTION OF THE NOTES Certain Covenants.

Use of Proceeds

We will not receive any cash proceeds from the exchange offer.

You should carefully consider all of the information included or incorporated by reference in this prospectus, including the discussion in the section entitled RISK FACTORS, beginning on page 9, for an explanation of certain risks of investing in the exchange notes.

Summary Historical And Pro Forma Condensed Consolidated Financial And Other Data

The following table sets forth our summary historical consolidated financial data for the fiscal years ended December 31, 2007, 2008, and 2009, which are derived from our consolidated financial statements and the related notes thereto contained in each of (i) our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the three months ended March 31, 2010 (each of which is incorporated by reference herein), and (ii) the audited financial statements and related notes thereto of Sensor Technologies Inc. (STI) for the fiscal year ended December 31, 2009, contained in our Current Report on Form 8-K, filed on July 7, 2010 and incorporated by reference herein. Our historical results presented below are not necessarily indicative of the results to be expected for any future period.

The unaudited pro forma condensed combined statement of operations for the fiscal year ended December 31, 2009 gives effect to the STI acquisition as if it had occurred on January 1, 2009. The unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2010 gives effect to the STI acquisition as if it had occurred on January 1, 2009. Our condensed consolidated balance sheet for the three months ended March 31, 2010 reflects the STI acquisition. The unaudited pro forma condensed combined financial statements are derived from ManTech's consolidated financial statements for the periods and dates indicated, and STI's financial statements for the periods and dates indicated. Accordingly, the unaudited pro forma condensed combined financial information should not be considered illustrative of what our financial condition or results of operations would have been had the STI acquisition been completed on the date indicated, and does not purport to project our future financial condition and results of operations following the consummation of the STI acquisition. We therefore caution you not to place undue reliance on the unaudited pro forma condensed combined financial information.

SUMMARY SELECTED CONSOLIDATED FINANCIAL DATA

	Fiscal Year Ended December 31,				Three Months Ended March 31,		
	2007 ⁽¹⁾	2008 ⁽²⁾	2009 ⁽³⁾	Pro Forma 2009 ⁽⁴⁾	2009 ⁽³⁾	2010 ⁽⁵⁾	Pro Forma 2010 ⁽⁴⁾
(dollars in thousands)							
Consolidated Income Statement Data							
Revenues	\$ 1,448,098	\$ 1,870,879	\$ 2,020,334	\$ 2,357,069 ⁽⁶⁾	\$ 449,570	\$ 587,557	\$ 605,522
Cost of services	1,214,150	1,565,198	1,668,763	1,974,855 ⁽⁶⁾	370,304	499,566	516,189
General and administrative expenses	120,244	152,323	172,492	187,183 ⁽⁷⁾	38,908	42,759	43,297 ⁽¹⁰⁾
Operating Income	113,704	153,358	179,079	195,031	40,358	45,232	46,036
Interest expense	(5,103)	(3,978)	(1,141)	(5,279) ⁽⁸⁾	(303)	(997)	(1,152) ⁽⁸⁾
Interest income	1,261	812	215	272	69	128	128
Other income (expense), net	263	(233)	355	349	(3)	(62)	(62)
Income from continuing operations before income taxes	110,125	149,959	178,508	190,373	40,121	44,301	44,950
Provision for income taxes	(42,798)	(59,667)	(66,744)	(71,264) ⁽⁹⁾	(15,643)	(16,760)	(17,008) ⁽⁹⁾
Income from continuing operations	67,327	90,292	111,764	119,109	24,478	27,541	27,942
(Loss) gain from discontinued operations, net of taxes	(458)						
Gain on disposal of discontinued operation, net of taxes (sold to CEO)	338						
Net income	\$ 67,207	\$ 90,292	\$ 111,764	\$ 119,109	\$ 24,478	\$ 27,541	\$ 27,942

	Fiscal Year Ended December 31,			Three Months Ended March 31,	
	2007 ⁽¹⁾	2008 ⁽²⁾	2009 ⁽³⁾	2009 ⁽³⁾	2010 ⁽⁵⁾
Consolidated Balance Sheet Data					
Cash and cash equivalents	\$ 8,048	\$ 4,375	\$ 86,190	\$ 9,598	\$ 5,564
Working capital	68,409	140,744	276,087	160,564	188,422
Total assets	937,503	1,021,712	1,100,747	1,069,555	1,358,193
Total debt	165,000	44,100		95,200	108,300
Total shareholders' equity	551,305	680,536	817,465	708,893	854,931
Consolidated Cash Flow Data					
Net cash provided by (used in):					