

MANTECH INTERNATIONAL CORP  
Form 10-Q/A  
August 19, 2005

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

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**FORM 10-Q/A**  
**Amendment No. 1**

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(Mark One)

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

For the quarterly period ended March 31, 2005

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-49604

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**ManTech International Corporation**

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(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization)      | <b>22-1852179</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>12015 Lee Jackson Highway, Fairfax, VA</b><br>(Address of principal executive offices) | <b>22033</b><br>(Zip Code)                                   |

**(703) 218-6000**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

As of May 3, 2005, there were issued and outstanding 17,590,454 shares of our Class A Common Stock and 15,065,293 shares of our Class B Common Stock.

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**Explanatory Note**

On May 9, 2005, ManTech International Corporation (the Company) filed its Quarterly Report on Form 10-Q for its quarter ended March 31, 2005 (the Form 10-Q). The Company is filing this Amendment No. 1 to our Form 10-Q solely to include the additional certification of the Chief Financial Officer to include in paragraph 4 certain statements regarding internal controls over financial reporting that were inadvertently omitted from the certification previously filed.

Rule 12b-15 under the Exchange Act provides that any amendment to a report required to be accompanied by the certifications specified in Rule 13(a)-14(b) or 15d-14(b) must be accompanied by new certifications of the principal executive officer and principal financial officer. These certifications, which are unchanged from the certifications as originally filed with the Form 10-Q, are therefore also included as Exhibit 32.1.

This Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q, and, other than the filing of the aforementioned certification, does not modify or update the disclosure in the original Form 10-Q in any way.

**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, thereunto duly authorized.

**MANTECH INTERNATIONAL CORPORATION**

Date: August 19, 2005

By:           /s/ RONALD R. SPOEHEL          

Name: **Ronald R. Spoehel**  
Title: **Executive Vice President,**

**Chief Financial Officer and Director**