

Stanley, Inc.
Form SC TO-T
May 20, 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)

Claude Séguin
CGI Group Inc.
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(514) 841-3200

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Joseph C. Figini, Esq.
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12601 Fair Lakes Circle
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(703)267-8101

(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)
\$946,038,602.00

Amount of Filing Fee(2)
\$67,452.55

(1) Estimated for purposes of calculating the filing fee only. This amount is the sum of (i)

23,611,018
shares of
Stanley, Inc.
common stock
(based on
24,332,018
outstanding as
of May 14,
2010, less
721,000
outstanding
shares of
restricted stock)
multiplied by
\$37.50 per
share, which is
the offer price,
plus (ii)
\$33,587,927,
expected to be
paid in
connection with
the cancellation
of outstanding
options, plus
(iii)
\$27,037,500
expected to be
paid in
connection with
cancellation of
shares of
restricted stock.

- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the transaction value by

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0.00007130.

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

Filing Party: N/A

Form of Registration No.: N/A

Date Filed: N/A

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)

This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this Schedule TO) is filed by (i) CGI Fairfax Corporation, a Delaware corporation (CGI-Fairfax) and a wholly owned subsidiary of CGI Federal Inc., a Delaware corporation (CGI-US), and an indirect wholly owned subsidiary of CGI Group Inc., a corporation organized under the laws of the Province of Québec, Canada (CGI), (ii) CGI-US, and (iii) CGI. This Schedule TO relates to the offer (the Offer) by CGI-Fairfax to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the Shares, and each, a Share), of Stanley, Inc., a Delaware corporation (Stanley), at a purchase price of \$37.50 per Share net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 20, 2010 (together with any amendments and supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively. The information in the Offer to Purchase, including all attachments thereto, is expressly incorporated into this Schedule TO by reference in response to all the items of Schedule TO, except as otherwise set forth below.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

- | Exhibit | Exhibit Name |
|----------------|--|
| (a)(1)(A) | Offer to Purchase, dated May 20, 2010. |
| (a)(1)(B) | Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9). |
| (a)(1)(C) | Notice of Guaranteed Delivery. |
| (a)(1)(D) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(E) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(F) | Letter to Participants in Stanley, Inc. 401(k) and Employee Stock Ownership Plan. |
| (a)(5)(A) | Joint Press Release issued by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation and Stanley on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010. |
| (a)(5)(B) | Conference Call Presentation regarding the acquisition of Stanley, Inc. by CGI Group Inc. on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010. |
| (a)(5)(C) | Presentation to Stanley, Inc. Employees on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010. |
| (a)(5)(D) | Stanley, Inc. Merger with CGI Group Inc. Questions and Answers, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010. |
| (a)(5)(E) | Transcript of Investor Conference Call held on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010. |
| (a)(5)(F) | CGI Group Inc. Microsite Landing Page for Stanley, Inc. Employees, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 14, |

2010.

- (a)(5)(G) CGI Group Inc. Employee Benefit Plans Questions and Answers, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 18, 2010.
- (a)(5)(H) Summary Newspaper Advertisement as published in The Wall Street Journal on May 20, 2010.
- (a)(5)(I) Press Release issued by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 20, 2010.
 - (b) Amended and Restated Credit Agreement dated as of December 20, 2004, as amended and restated as of January 12, 2006, as further amended as of April 21, 2006, and September 15, 2006, and as further amended and restated as of August 10, 2007, among CGI Group Inc., as Cdn Borrower; CGI Technologies and Solutions Inc. as US Borrower; the Lenders set forth in Schedule A thereto, as

Exhibit Exhibit Name

Lenders; National Bank of Canada, as Administrative Agent; National Bank Financial Inc., J.P. Morgan Securities Inc., and Caisse Centrale Desjardins, as Lead Arrangers and Joint Book Runners; JPMorgan Chase Bank, N.A. and Caisse Centrale Desjardins, as Syndication Agents; and Canadian Imperial Bank of Commerce, The Toronto-Dominion Bank, and Bank of America, N.A., as Documentation Agents.

- (d)(A) Agreement and Plan of Merger, dated as of May 6, 2010, by and among CGI Group Inc., CGI Federal Inc., CGI Fairfax Corporation and Stanley, incorporated herein by reference to the Form 6-K furnished by CGI Group Inc. to the SEC on May 7, 2010.
- (d)(B) Stockholders Agreement, dated as of May 6, 2010, by and among CGI Group Inc., CGI Federal Inc. and Philip O. Nolan, William E. Karlson, George H. Wilson, Gregory M. Denkler, Brian J. Clark, Scott D. Chaplin, and James H. Brabston, incorporated herein by reference to the Form 6-K furnished by CGI Group Inc. to the SEC on May 7, 2010.
- (d)(C) Non-Disclosure Agreement, dated February 23, 2010, by and between CGI Group Inc. and Stanley, Inc.
- (g) Not applicable.
- (h) Not applicable.

Item 13. Information required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CGI FAIRFAX CORPORATION

By: /s/ George Schindler
Name: George Schindler
Title: President
Date: May 20, 2010

CGI FEDERAL INC.

By: /s/ George Schindler
Name: George Schindler
Title: President
Date: May 20, 2010

CGI GROUP INC.

By: /s/ Claude Séguin
Name: Claude Séguin
Title: Senior Vice-President, Corporate
Development and Strategic Investments

Date: May 20, 2010