

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>PEDERSEN GEORGE J</u><br><br>(Last) (First) (Middle)<br><u>2251 CORPORATE PARK DRIVE</u><br><u>SUITE 600</u><br><br>(Street)<br><u>HERNDON VA 20171</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MANTECH INTERNATIONAL CORP [ MANT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/28/2022</u>                     |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                    |   |  |   |
| Class A Common Stock            | 03/28/2022                           |  | c <sup>(1)</sup>               |   | 11,580,000  | A          | (4)                      | 11,580,000  | D  |   |
| Class A Common Stock            | 03/29/2022                           |  | s <sup>(2)</sup>               |   | 2,773,389   | D          | \$79.3253 <sup>(5)</sup> | 8,806,611   | D  |   |
| Class A Common Stock            | 03/29/2022                           |  | s <sup>(3)</sup>               |   | 6,611,454   | D          | \$77.758 <sup>(6)</sup>  | 2,195,157   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)        | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Class B Common Stock                       | (4)  | 03/28/2022                           |  | C                              |   |  | 11,580,000 | (4)  | (4)             | Class A Common Stock  | 11,580,000                 | (4)  | 1,561,760  | D   |  |
| Class B Common Stock                       | (4)  |                                      |  |                                |   |  |            | (4)  | (4)             | Class A Common Stock  | 1,168                      |  | 1,168  | I   | By spouse  |
| Class B Common Stock                       | (4)  |                                      |  |                                |   |  |            | (4)  | (4)             | Class A Common Stock  | 33,767                     |  | 33,767   | I   | By fund <sup>(7)</sup>                                 |

**Explanation of Responses:**

- The conversion of Class B shares and other transactions reported herein were done as part of broader estate planning by Mr. Pedersen.
- Mr. Pedersen sold these shares to The Pederson GST 2022 Trust (the "GST"). The trust's grantor is Mr. Pedersen, its trustee is his daughter, Jennifer A. Warren, and its beneficiaries are Mr. Pedersen's children and their descendants.
- Mr. Pedersen sold these shares to The Pederson Nonexempt 2022 Trust (the "PNT"). The trust's grantor is Mr. Pedersen, its trustee is his daughter, Jennifer A. Warren, and its beneficiaries are Mr. Pedersen's children and their descendants.
- The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. On March 28, 2022, Mr. Pedersen converted a total of 11,580,000 shares of his Class B Common Stock into 11,580,000 shares of Class A Common Stock.
- The shares were sold in a private transaction to the GST. The price was determined based on the opinion of an independent valuation firm, which reflects a discount to the market price given the large block of shares sold and other factors. The GST paid \$22,000,000 in cash and executed a promissory note in the aggregate principal amount of \$197,999,984 for the shares.
- The shares were sold in a private transaction to the PNT. The price was determined based on the opinion of an independent valuation firm, which reflects a discount to the market price given the large block of shares sold and other factors. The PNT paid \$51,409,330 in cash and marketable securities, and executed a promissory note in the aggregate principal amount of \$462,683,945 for the shares.
- The shares are held by the ManTech Special Assistance Fund, a fund over which Mr. Pedersen has voting and investment control and as to which Mr. Pedersen disclaims beneficial ownership.

/s/ Michael R. Putnam, by power of attorney 03/30/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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