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SECURITIES AND EXCHANGE COMMISSION
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MANTECH INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

7373
(Primary Standard Industrial Classification Code Number)

22-1852179
(I.R.S. Employer Identification No.)

ManTech International Corporation
12015 Lee Jackson Highway
Fairfax, VA 22033-3300
(703) 218-6000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

George J. Pedersen
Chairman, Chief Executive Officer
and President
ManTech International Corporation
12015 Lee Jackson Highway
Fairfax, VA 22033-3300
(703) 218-6000
Fax: (703) 218-6301
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

John F. Olson	Robert G. Robison
Ronald O. Mueller	Sharon L. Ferko
Gibson, Dunn & Crutcher LLP	Morgan Lewis & Bockius LLP
1050 Connecticut Avenue, N.W.	101 Park Avenue
Washington, D.C. 20036	New York, NY 10178
(202) 955-8500	(212) 309-6000
Fax: (202) 467-0539	Fax: (212) 309-6273

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-73946

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered

Aggregate Offering Price(1)(2) Amount of Registration Fee

Class A common stock, \$0.01 par value per share(3) \$22,080,000 \$2,031

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(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o).

(2) Includes shares issuable upon exercise of the underwriters' over-allotment option.

(3) The \$22,080,000 of Class A common stock being registered in this Registration Statement is in addition to the \$110,400,000 of Class A common stock registered pursuant to Registrant's Registration Statement on Form S-1 (File No. 333-73946).

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-73946) filed by ManTech International Corporation with the Securities and Exchange Commission (the "Commission") on November 23, 2001, as amended, which was declared effective by the Commission on February 6, 2002, and including the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Washington, D.C., on February 7, 2002.

MANTECH INTERNATIONAL CORPORATION

By: /s/ GEORGE J. PEDERSEN

George J. Pedersen
Chairman of the Board of
Directors, Chief Executive Officer
and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on February 7, 2002.

Signature

Title

/s/ GEORGE J. PEDERSEN Chairman of the Board of Directors, Chief Executive Officer
- ----- and President

/s/ JOHN A. MOORE, JR. Executive Vice President, Chief Financial Officer, Treasurer
- ----- and Director

/s/ MICHAEL D. GOLDEN
- ----- Director

/s/ STEPHEN W. PORTER
- ----- Director

/s/ WALTER W. VAUGHAN
- ----- Director

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
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5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of PricewaterhouseCoopers LLP

[Gibson, Dunn & Crutcher LLP Letterhead Appears Here]

A Registered Limited Liability Partnership
Including Professional Corporations
1050 Connecticut Avenue, N.W. Washington, D.C. 20036-5306
(202) 955-8500 (202) 467-0539 Fax
www.gibsondunn.com

February 7, 2002

Direct Dial
(202) 955-8671

Client No.
C 57389-00006

ManTech International Corporation
12015 Lee Jackson Highway
Fairfax, VA 22033-6000

Re: ManTech International Corporation - Rule 462(b)
Registration Statement on Form S-1

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 (the "Registration Statement"), of ManTech International Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), in connection with the public offering of up to 1,380,000 shares (the "Shares") of the Company's Class A Common Stock, par value \$0.01 per share, proposed to be offered by the Company under the Registration Statement.

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares of the Company, when issued against payment therefor in connection with the offering, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, taking into account the Delaware

constitution and reported Delaware judicial decisions. In rendering this opinion, we assume no obligation to revise or supplement this opinion should current laws, or the interpretations thereof, be changed.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Validity of Common Stock" in the Registration Statement and the prospectus which forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

GIBSON, DUNN & CRUTCHER LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-1 of ManTech International Corporation of our report dated November 16, 2001, except for Note 8, as to which the date is December 17, 2001, appearing in the Registration Statement on Form S-1 No. 333-73946 of ManTech International Corporation, and of our report dated November 16, 2001, relating to the financial statement schedule appearing elsewhere in that Registration Statement, all of which is incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

DELOITTE & TOUCHE LLP
McLean, Virginia
February 7, 2002

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our reports dated April 26, 1999, except for Note 16, as to which the date is June 7, 1999 and Note 15, as to which the date is November 15, 2001, relating to the consolidated financial statements and financial statement schedule of ManTech International Corporation, all of which appear in the Registration Statement on Form S-1 (No. 333-73946) of ManTech International Corporation, which is incorporated by reference in this Registration Statement. We also consent to the reference to us under the heading "Experts" in the Registration Statement that is incorporated herein by reference.

PricewaterhouseCoopers LLP

McLean, Virginia
February 7, 2002