Tait Matthew A

12015 LEE JACKSON MEMORIAL HWY

FAIRFAX VA 22033

MANTECH INTERNATIONAL CORP [ MANT ]

Business Group President

3. Date of Earliest Transaction (Month/Day/Year)

08/03/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

□ Director

□ 10% Owner

□ Officer (give title below)

□ Other (specify below)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)

2. Transaction Date (Month/Day/Year)

3. Deemed Execution Date, if any (Month/Day/Year)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 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)

Common Stock

Restricted Stock Units

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)

4. Deemed Execution Date, if any (Month/Day/Year)

5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 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

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)

Restricted Stock Units

Exploration of Responses:

1. Each restricted stock unit represents a contingent right receive one share of ManTech International Corporation common stock.

2. The restricted stock units (RSUs) were granted on August 3, 2018, with one-third of the total grant vesting on August 3, 2019, one-third of the total grant vesting on August 3, 2020, and the remaining one-third vesting on August 3, 2021.

Remarks:

/s/ Michael R. Putnam, by /s/ Power of Attorney 08/06/2018

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).


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.