

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

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

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

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Bjornaas Judith L</u><br><br>(Last) (First) (Middle)<br><u>2251 CORPORATE PARK DRIVE</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 type="checkbox"/> 10% Owner <input type="checkbox"/><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/><br><p style="text-align: right;"><b>EVP and CFO</b></p> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/14/2022</u>                     |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) | 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            | 09/14/2022                           |  | D                              |   | 26,727  | D          | \$96 <sup>(1)</sup> | 0   | D  |   |
| Class A Common Stock            | 09/14/2022                           |  | D                              |   | 142   | D          | \$96 <sup>(1)</sup> | 0   | I  | By the ManTech Employee Stock Ownership Plan          |

**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 |
| Restricted Stock Units                     | (2)  | 09/14/2022                           |  | D                              |   |  | 5,253  | (2)  | (2)             | Class A Common Stock  | 5,253                                      | (2)  | 0   | D  |       |
| Restricted Stock Units                     | (3)  | 09/14/2022                           |  | D                              |   |  | 9,393  | (3)  | (3)             | Class A Common Stock  | 9,393                                      | (2)  | 0   | D  |       |
| Restricted Stock Units                     | (4)  | 09/14/2022                           |  | D                              |   |  | 25,370 | (4)  | (4)             | Class A Common Stock  | 25,370                                     | (4)  | 0   | D  |       |
| Stock Option (Right to Buy)                | (5)  | 09/14/2022                           |  | D                              |   |  | 5,000  | (5)  | (5)             | Class A Common Stock  | 5,000                                      | (5)  | 0   | D  |       |
| Stock Option (Right to Buy)                | (6)  | 09/14/2022                           |  | D                              |   |  | 21,000 | (6)  | (6)             | Class A Common Stock  | 21,000                                     | (6)  | 0   | D  |       |
| Stock Option (Right to Buy)                | (7)  | 09/14/2022                           |  | D                              |   |  | 21,000 | (7)  | (7)             | Class A Common Stock  | 21,000                                     | (7)  | 0   | D  |       |

**Explanation of Responses:**

1. Pursuant to the Agreement and Plan of Merger, dated as of May 13, 2022 (the "Merger Agreement"), by and among ManTech International Corporation (the "Company"), Moose Bidco, Inc. ("Parent"), and Moose Merger Sub, Inc., a direct, wholly owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Pursuant to the Merger Agreement, at the effective time of the Merger, each share of Class A Common Stock, par value \$0.01 per share, of the Company and Class B Common Stock, par value \$0.01 per share, of the Company was canceled and converted into the right to receive \$96.00 in cash, without interest and less any applicable tax withholdings (the "Merger Consideration").

2. Pursuant to the Merger Agreement, each restricted stock unit award granted by the Company ("RSU") that is outstanding immediately prior to the effective time of the Merger (whether or not vested) will immediately vest in full and become free of restrictions and will be cancelled and converted automatically into the right to receive a cash payment equal to the product of (1) the number of shares of Company Common Stock subject to such RSU as of the effective time of the Merger, multiplied by (2) the Merger Consideration. The reporting person was granted 15,760 RSUs on March 15, 2020, vesting in three annual installments, beginning on the first anniversary of the grant date and convert into common stock on a one-for-one basis.

3. Pursuant to the Merger Agreement, each restricted stock unit award granted by the Company ("RSU") that is outstanding immediately prior to the effective time of the Merger (whether or not vested) will immediately vest in full and become free of restrictions and will be cancelled and converted automatically into the right to receive a cash payment equal to the product of (1) the number of shares of Company Common Stock subject to such RSU as of the effective time of the Merger, multiplied by (2) the Merger Consideration. The reporting person was granted 14,090 RSUs on March 15, 2021, vesting in three annual installments, beginning on the first anniversary of the grant date and convert into common stock on a one-for-one basis.

4. Pursuant to the Merger Agreement, each restricted stock unit award granted by the Company ("RSU") that is outstanding immediately prior to the effective time of the Merger (whether or not vested) will immediately vest in full and become free of restrictions and will be cancelled and converted automatically into the right to receive a cash payment equal to the product of (1) the number of shares of Company Common Stock subject to such RSU as of the effective time of the Merger, multiplied by (2) the Merger Consideration. The reporting person was granted 25,370 RSUs on March 1, 2022, vesting in three annual installments, beginning on the first anniversary of the grant date and convert into common stock on a one-for-one basis.

5. Pursuant to the Merger Agreement, each stock option granted by the Company that is unexercised immediately prior to the effective time of the Merger (whether or not vested) will immediately be cancelled and converted automatically into the right to receive a cash payment equal to the product of (1) the number of shares of Company Common Stock subject to such stock option as of the effective time of the Merger, multiplied by (2) the Merger Consideration. The options were granted to the reporting person on November 5, 2018, vesting in three annual installments, beginning on the first anniversary of the grant date. At the effective time of Merger, the reporting person owned 5,000 unexercised stock options.

6. Pursuant to the Merger Agreement, each stock option granted by the Company that is unexercised immediately prior to the effective time of the Merger (whether or not vested) will immediately be cancelled and converted automatically into the right to receive a cash payment equal to the product of (1) the number of shares of Company Common Stock subject to such stock option as of the effective time of the Merger, multiplied by (2) the Merger Consideration. The options were granted to the reporting person on March 15, 2019, vesting in three annual installments, beginning on the first anniversary of the grant date. At the effective time of Merger, the reporting person owned 21,000 unexercised stock options

7. Pursuant to the Merger Agreement, each stock option granted by the Company that is unexercised immediately prior to the effective time of the Merger (whether or not vested) will immediately be cancelled and converted automatically into the right to receive a cash payment equal to the product of (1) the number of shares of Company Common Stock subject to such stock option as of the effective time of the Merger, multiplied by (2) the Merger Consideration. The options were granted to the reporting person on November 1, 2019, vesting in three annual installments, beginning on the first anniversary of the grant date. At the effective time of Merger, the reporting person owned 21,000 unexercised stock options

**Remarks:**

/s/ Michael R. Putnam, under a 09/16/2022  
Power of Attorney

\*\* 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.

**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.**