

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 31, 2020

ManTech International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-49604
(Commission
File Number)

22-1852179
(IRS Employer
Identification No.)

2251 Corporate Park Drive
(Address of principal executive offices)

Herndon

VA

20171
(Zip Code)

Registrant's telephone number, including area code: (703) 218-6000

(Former name or former address, if changed since last report.)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	MANT	Nasdaq

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§203.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Item 8.01 **Other Events**

On August 31, 2020, Mr. George J. Pedersen informed ManTech International Corporation (the **Company**) of his decision to retire from his position as the Company's Executive Chairman. Mr. Pedersen also communicated his intention to step down from his role serving as Chairman of the Board of Directors (the **Board**). On September 1, 2020, the Board elected and appointed Kevin M. Phillips to serve as the Company's new Chairman of the Board. Pursuant to the Company's bylaws, the Board designated Mr. Phillips as a non-executive Chairman of the Board. Mr. Pedersen will continue to serve as a member of the Company's Board, and in recognition his service, the Board has designated Mr. Pedersen as Chairman Emeritus.

On September 3, 2020, the Company issued a press release announcing the events described above. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	ManTech International Corporation press release, dated September 3, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ManTech International Corporation

Date: September 3, 2020

By: /s/ Michael R. Putnam

Michael R. Putnam

SVP – Corporate & Regulatory Affairs



**George Pedersen Transitions to Chairman Emeritus;
ManTech Board of Directors Elects Kevin Phillips as Chairman of the Board**

HERNDON, Va., September 3, 2020 (GLOBE NEWSWIRE) – ManTech (Nasdaq: MANT) announced today that its co-founder, George J. Pedersen, has decided to transition from his role as Executive Chairman and Chairman of the Board. Pedersen will remain a member of the Board of Directors, serving with the distinction of Chairman Emeritus of ManTech. Kevin M. Phillips, who has served as the Company’s President and Chief Executive Officer since January 2018, has been elected by the Board to serve as the Company’s Chairman of the Board.

“For the past five decades, ManTech has been an important part of my life and it will always remain so,” Pedersen said. “It has been a pleasure for me to see the tremendous growth of ManTech since our humble beginnings in New Jersey as Management Technology, back in 1968, where we started with a single Navy contract to develop war-gaming models for the submarine community. While it has been an honor to serve as Executive Chairman and Chairman of the Board, I believe that this is the right time for me to take a less active role. I look forward to continue serving the company as a member of the Board, and I have full confidence in Kevin and the leadership team to drive ManTech’s continued growth.”

“George is an industry pioneer, and since our founding he has been and will continue to be a driving force behind ManTech’s success,” said Phillips. “His unwavering commitment to national security, his vision and his many years of leadership have shaped ManTech into a leading mission-focused national security company. We thank George for his half a century of leadership and his continued contribution as a Board member, and look forward to working with him as we continue to create value for our customers, employees and shareholders.”

“On behalf of ManTech’s Board of Directors, we are grateful for George’s outstanding leadership as Chairman,” said Barry Campbell, the Company’s Presiding Independent Director. “We are grateful that we will continue to benefit from George’s insights and wisdom as a member of the Board. Kevin has done an outstanding job as CEO and he is clearly the right individual to lead the Board going forward.”

About ManTech

ManTech provides mission-focused technology solutions and services for U.S. defense, intelligence community and federal civilian agencies. In business more than 52 years, we excel in full-spectrum cyber, data collection & analytics, enterprise IT, systems engineering and software application development solutions that support national and homeland security. Additional information on ManTech can be found at www.mantech.com.

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