

**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): September 7, 2022**

**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  
Herndon, Virginia**  
(Address of principal executive offices)

**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 5.07 Submission of Matters to a Vote of Security Holders.**

On September 7, 2022, ManTech International Corporation (the “Company”) held a special meeting of its stockholders (the “Special Meeting”) at which stockholders of the Company (i) approved and adopted the Agreement and Plan of Merger, dated as of May 13, 2022 (as it may be amended from time to time, the “Merger Agreement”), by and among the Company, Moose Bidco, Inc., a Delaware corporation (“Parent”), and Moose Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent (“Merger Sub”), under which Merger Sub will merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent and (ii) approved, on a non-binding, advisory basis, the compensation that may be paid or become payable to our named executive officers that is based on or otherwise relates to the Merger.

As of the close of business on July 29, 2022, the record date for the Special Meeting, 39,382,197 shares of the Company’s Class A Common Stock, par value \$0.01 per share, of the Company (“Class A Common Stock”) and 1,586,695 shares of the Company’s Class B Common Stock, par value \$0.01 per share, of the Company (“Class B Common Stock” and together with Class A Common Stock, “Company Common Stock”) were outstanding and entitled to vote. Each holder of Class A Common Stock is entitled to one vote on each matter submitted to a vote at the Special Meeting for each share of Class A Common Stock that the stockholder owned as of the record date and each holder of Class B Common Stock is entitled to 10 votes on each matter submitted to a vote at the Special Meeting for each share of Class B Common Stock that the stockholder owned as of the record date. A total of 32,890,485 shares of Class A Common Stock and 1,586,695 shares of Class B Common Stock were voted in person or by proxy, representing approximately 88.25% of the total voting power of the shares of Company Common Stock entitled to be voted, which constituted a quorum to conduct business at the Special Meeting.

The following are the final voting results on proposals considered and voted upon at the Special Meeting, all of which are described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on August 4, 2022.

Each of the proposals was approved by the requisite vote of the Company’s stockholders.

**Proposal 1:** To approve and adopt the Merger Agreement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
48,687,164	3,763	66,508

**Proposal 2:** To vote on a proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to our named executive officers that is based on or otherwise relates to the Merger.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
32,541,254	15,807,853	408,328

Since there were sufficient votes at the Special Meeting to adopt and approve the Merger Agreement, stockholders of the Company were not asked to vote with respect to the proposal to adjourn the Special Meeting from time to time to a later date or time, if necessary or appropriate, to solicit additional proxies to vote in favor of the proposal to adopt the Merger Agreement.

Because none of the proposals before the Special Meeting were “routine” matters, there were no broker non-votes occurring in connection with these proposals at the Special Meeting.

Subject to the satisfaction or waiver of all of the conditions to the closing of the Merger in the Merger Agreement, the Merger is expected to be completed during the week of September 12, 2022.

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**Item 8.01. Other Events.**

*Special Meeting Voting Results*

On September 7, 2022, the Company issued a press release announcing the voting results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- Exhibit 99.1 [Press Release of ManTech International Corporation, dated September 7, 2022.](#)
- Exhibit 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 8, 2022

By: /s/ Michael R. Putnam

Michael R. Putnam

SVP – Corporate & Regulatory Affairs



### **ManTech Stockholders Approve Acquisition by Carlyle**

**HERNDON, Va., Sept. 07, 2022** – ManTech International Corporation (Nasdaq: MANT) (“ManTech” or the “Company”), a leading provider of innovative technologies and solutions for mission-critical national security programs, today announced that its stockholders approved a proposal to adopt the merger agreement entered into between the Company and Carlyle (NASDAQ: CG) at a Special Meeting of Stockholders held on September 7, 2022. As previously announced, under the terms of the transaction, ManTech stockholders will receive \$96.00 per share in cash.

“We thank our stockholders for their strong support of this transaction,” said ManTech Chairman, Chief Executive Officer and President Kevin M. Phillips. “We look forward to completing the transaction with Carlyle to deliver immediate and premium value to our stockholders, stronger outcomes for our customers and more opportunities for our employees.”

Over 99% of the votes cast at the Special Meeting were voted to adopt the Merger Agreement. ManTech will provide final vote results for the Special Meeting, as certified by the independent Inspector of Election, on a Form 8-K with the U.S. Securities and Exchange Commission.

The closing of the proposed transaction remains subject to certain customary closing conditions. Pending satisfaction of such conditions, the transaction is expected to close during the week of September 12, 2022.

#### **Advisors**

Goldman Sachs & Co. LLC is serving as exclusive financial advisor and King & Spalding LLP is serving as legal counsel to ManTech in connection with the transaction.

Robert W. Baird & Co. is serving as financial advisor and Latham & Watkins LLP is serving as legal advisor to Carlyle in connection with the transaction.

#### **About ManTech International Corporation**

ManTech provides mission-focused technology solutions and services for U.S. federal government agencies. In business for more than 53 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](http://www.mantech.com).

#### **Cautionary Statement Regarding Forward-Looking Statements**

This communication contains certain forward-looking statements concerning ManTech and the proposed transaction between ManTech and Carlyle. All statements other than statements of fact, including information concerning future results, are forward-looking statements. These forward-looking statements are generally identified by the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “could” or similar expressions. Such forward-looking statements include, but are not limited to, the inability to obtain required regulatory approvals or satisfy

other conditions to the closing of the proposed transaction; unexpected costs, liabilities or delays in connection with the proposed transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the transaction; the significant transaction costs associated with the proposed transaction and other risks that may imperil the consummation of the proposed transaction, which may result in the transaction not being consummated within the expected time period or at all; negative effects of the announcement, pendency or consummation of the transaction on the market price of ManTech's common stock or operating results, including as a result of changes in key customer, supplier, employee or other business relationships; the risk of litigation or regulatory actions; the inability of ManTech to retain and hire key personnel; the risk that certain contractual restrictions contained in the business combination agreement during the pendency of the proposed transaction could adversely affect ManTech's ability to pursue business opportunities or strategic transactions; and failure to maintain ManTech's relationship with the U.S. government, or the failure to compete effectively for new contract awards or to retain existing U.S. government contracts during the pendency of the transaction.

Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause actual results to differ materially from those expressed in or implied by such forward-looking statements. Given these risks and uncertainties, persons reading this communication are cautioned not to place undue reliance on such forward-looking statements. ManTech assumes no obligation to update or revise the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law.

**Contacts:**

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