**Form 4**

**United States Securities and Exchange Commission**

Washington, D.C. 20549

**Statement of Changes in Beneficial Ownership**

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

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1. **Name and Address of Reporting Person**
   
   Wagner Richard John

2. **Issuer Name and Ticker or Trading Symbol**
   
   MANTECH INTERNATIONAL CORP [MANT]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   03/15/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   03/15/2020

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   Director
   X Officer (give title below)
   Business Group President

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2020</td>
<td></td>
<td>M</td>
<td>4,250</td>
<td>A (1)</td>
<td>6,885</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2020</td>
<td></td>
<td>F</td>
<td>1,280</td>
<td>D $70.78</td>
<td>5,605</td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(2)</td>
<td>03/15/2020</td>
<td></td>
<td>A</td>
<td>14,330</td>
<td>(3)</td>
<td>(3)</td>
<td>Class A Common Stock</td>
<td>14,330 $0.00</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(3)</td>
<td>03/15/2020</td>
<td></td>
<td>M</td>
<td>2,000</td>
<td>(4)</td>
<td>(4)</td>
<td>Class A Common Stock</td>
<td>2,000 $0.00</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(3)</td>
<td>03/15/2020</td>
<td></td>
<td>M</td>
<td>2,250</td>
<td>(5)</td>
<td>(5)</td>
<td>Class A Common Stock</td>
<td>2,250 $0.00</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Restricted stock units convert into common stock on a one-for-one basis.
2. Each restricted stock unit represents a contingent right receive one share of ManTech International Corporation common stock.
3. The restricted stock units (RSUs) were granted on March 15, 2020, with one-third of the total grant vesting on March 15, 2021, one-third of the total grant vesting on March 15, 2022, and the remaining one-third vesting on March 15, 2023.
4. On March 15, 2018, the reporting person was granted 6,000 RSUs, vesting in three annual installments, beginning on the first anniversary of the grant date.
5. On March 15, 2019, the reporting person was granted 6,750 RSUs, vesting in three annual installments, beginning on the first anniversary of the grant date.

**Remarks:**

/s/ Michael R. Putnam, by Power of Attorney 03/17/2020

**Signature of Reporting Person**

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.

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