

**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): May 21, 2021

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.)

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))

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 |

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.

ManTech held its 2021 Annual Meeting of Stockholders (**Annual Meeting**) on May 21, 2021. Holders of Class A common stock were entitled to cast one vote for each share of Class A common stock held, and holders of Class B common stock were entitled to cast ten votes for each share of Class B common stock held, for each proposal submitted to stockholders at the Annual Meeting. For more information regarding the following proposals, see our definitive proxy statement dated April 16, 2021, the relevant portions of which are hereby incorporated by reference.

Proposal 1: The Company's stockholders elected eight (8) persons to serve as members of the Board of Directors until the 2021 Annual Meeting of Stockholders. The votes regarding this proposal were as follows:

| <u>Director Name</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------|-------------|-----------------|-------------------------|
| George J. Pedersen | 156,239,398 | 484,599 | 747,033 |
| Kevin M. Phillips | 155,365,160 | 1,358,837 | 747,033 |
| Richard L. Armitage | 147,535,285 | 9,188,712 | 747,033 |
| Mary K. Bush | 155,587,949 | 1,136,048 | 747,033 |
| Barry G. Campbell | 149,048,400 | 7,675,597 | 747,033 |
| Richard J. Kerr | 149,552,723 | 7,171,274 | 747,033 |
| Peter B. LaMontagne | 156,642,795 | 81,202 | 747,033 |
| Kenneth A. Minihan | 150,372,192 | 6,351,805 | 747,033 |

Proposal 2: The Company's stockholders ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 156,530,147 | 932,579 | 8,304 | 0 |

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: May 26, 2021

By: /s/ Michael R. Putnam

Michael R. Putnam

SVP – Corporate & Regulatory Affairs