

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* <u>Phillips Kevin M</u> (Last) (First) (Middle) <u>2251 CORPORATE PARK DRIVE</u> (Street) <u>HERNDON VA 20171</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MANTECH INTERNATIONAL CORP [MANT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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		136,443	D	\$96 ⁽¹⁾	0	D	
Class A Common Stock	09/14/2022		D		542	D	\$96 ⁽¹⁾	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			19,103	(2)	(2)	Class A Common Stock	19,103	(2)	0	D	
Restricted Stock Units	(3)	09/14/2022		D			33,000	(3)	(3)	Class A Common Stock	33,000	(3)	0	D	
Restricted Stock Units	(4)	09/14/2022		D			25,390	(4)	(4)	Class A Common Stock	25,390	(4)	0	D	
Restricted Stock Units	(5)	09/14/2022		D			49,460	(5)	(5)	Class A Common Stock	49,460	(5)	0	D	
Stock Option (Right to Buy)	(6)	09/14/2022		D			22,500	(6)	(6)	Class A Common Stock	22,500	(6)	0	D	
Stock Option (Right to Buy)	(7)	09/14/2022		D			30,000	(7)	(7)	Class A Common Stock	30,000	(7)	0	D	
Stock Option (Right to Buy)	(8)	09/14/2022		D			30,000	(8)	(8)	Class A Common Stock	30,000	(8)	0	D	
Stock Option (Right to Buy)	(9)	09/14/2022		D			30,000	(9)	(9)	Class A Common Stock	30,000	(9)	0	D	
Stock Option (Right to Buy)	(10)	09/14/2022		D			42,000	(10)	(10)	Class A Common Stock	42,000	(10)	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 57,310 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 49,500 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 25,390 RSUs on March 15, 2021, vesting in two installments, beginning on the fourth anniversary of the grant date and concluding on the fifth anniversary of the grant date and convert into common stock on a one-for-one basis.

5. 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 49,460 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.

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 Merger Consideration for each such stock option. The options were granted to the reporting person on November 6, 2017, vesting in three annual installments, beginning on the first anniversary of the grant date. At the effective time of Merger, the reporting person owned 22,500 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 Merger Consideration for each such stock option. The options were granted to the reporting person on March 15, 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 30,000 unexercised stock options

8. 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 Merger Consideration for each such stock option. 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 30,000 unexercised stock options

9. 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 Merger Consideration for each such stock option. 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 30,000 unexercised stock options.

10. 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 Merger Consideration for each such stock option. 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 42,000 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.

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