**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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>11/07/2016</td>
<td>A</td>
<td>26,788</td>
<td>D</td>
<td>(A)</td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Each restricted stock unit represents a contingent right receive one share of ManTech International Corporation common stock.

2. The restricted stock units (RSUs) were granted on November 7, 2016. One half of the RSUs vest on the fourth anniversary of the grant date (November 7, 2020), and the remaining half of the RSUs vest on the fifth anniversary of the grant date (November 7, 2021).

### Remarks:

/s/Michael R. Putnam, by Power of Attorney

**Signature of Reporting Person** Date

**/s/Michael R. Putnam, by 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).


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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