
**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): March 5, 2019

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, VA
(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.)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 5, 2019, the Compensation Committee of the Board of Directors (**Compensation Committee**) of the Company approved the 2019 Executive Incentive Compensation Plan (**2019 Plan**), in which the Company's named executive officers (**NEOs**) participate, with the exception of Mr. George Pedersen, our Executive Chairman. The 2019 Plan includes potential performance goals for participants based on the following criteria at each of the Company level and business group level: revenue; earnings before interest and taxes; and contract bookings. The inclusion and weighting of particular performance goals varies depending on the participant. The 2019 Plan provides for target incentive payment amounts for each participating NEO at 85% of his or her 2019 base salary. Based on actual results in 2019, the potential payouts for each participating NEO under the 2019 Plan may range from 0% to 175% of his or her respective target incentive payment amounts. The description of the 2019 Plan set forth herein is qualified in its entirety by reference to the full text of the 2019 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On March 5, 2019, the Compensation Committee approved grants of equity awards to our NEOs (other than Mr. Pedersen), with such equity grants to be effective and made on March 15, 2019. The grants consisted of both stock options and time-based restricted stock units (**time-based RSUs**) for Ms. Judy Bjomaas and Messrs. Kevin Phillips and Rick Wagner, and performance-based restricted stock units (**performance-based RSUs**) for Mr. Matt Tait. One-third of the time-based RSUs vest on each of the first, second, and third anniversary of the date of the grant, subject in each case to the continued employment of the award recipient through the applicable vesting date. The performance-based RSUs established a target number of restricted stock units, with the actual number of restricted stock units earned to be determined based on the level of achievement of the performance metrics by the participant over a two-year performance period (from January 1, 2019 through December 31, 2020). The performance criteria used in Mr. Tait's performance-based RSUs include compounded average growth rate (CAGR) for the Company's revenue and earnings per share and the CAGR of revenue and contribution to EPS for the MSS business group over the two-year performance period. Based on actual results, the actual amount of RSUs that Mr. Tait may earn range from 0% to 150% of his target award amount.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	ManTech International Corporation 2019 Executive Incentive Compensation Plan

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: March 11, 2019

By: /s/ Michael R. Putnam

Name: Michael R. Putnam

Title: Senior VP - Corporate & Regulatory Affairs

MANTECH INTERNATIONAL CORPORATION
2019 EXECUTIVE INCENTIVE COMPENSATION PLAN

1.0 OVERVIEW

ManTech International Corporation (the “**Company**”) has established this 2019 Executive Incentive Compensation Plan (this “**Plan**”) to help attract, retain and motivate our executives to achieve certain goals and objectives. Incentive compensation is an integral part of the Company’s compensation program. This Plan sets forth a uniform, systematic, and measurable process for determining incentive compensation payments earned under this Plan. The Compensation Committee of the ManTech International Corporation Board of Directors (the “**Compensation Committee**”) has ultimate authority over the implementation and interpretation of this Plan, including the authority to make any and all determinations it deems necessary or advisable for the administration of the Plan.

2.0 PLAN PARTICIPANTS

All executive officers of the Company, including the President and CEO, the CFO, and the presidents of the Company’s principal business groups (the “**Business Group Presidents**”) participate in this Plan (together, the “**Participants**”). The Compensation Committee has the authority to designate additional Company officers to be Participants, in its sole discretion. Mr. George J. Pedersen, our Executive Chairman, is not participating in this Plan.

3.0 POLICY

For each Participant, a set of performance goals for the applicable criteria under this Plan (the “**Participant Goals**”) and relative weightings shall be established, reviewed and memorialized according to the process set forth below. All Participant Goals should be specific, measurable, and quantitative, to the extent practical. The goal-setting process shall be accomplished in accordance with a time schedule established by the Compensation Committee, in consultation with the President and CEO.

In the case of the Business Group Presidents, the Participant Goals shall include both performance goals established for the applicable business group (“**Business Group Goals**”) and performance goals established for the Company as a whole (“**Company Goals**”). In the case of all other Participants, the Participant Goals shall be comprised solely of Company Goals.

Participant Goals for each Participant shall be set forth in a separate agreement or worksheet (each a “**Plan Worksheet**”). Each Plan Worksheet shall also set forth (i) the relative weightings for the various Participant Goals; (ii) a threshold, target and maximum performance score (and corresponding award amount); and (iii) other factors to be used in the Scoring Process (as defined below).

After the end of the fiscal year, actual results shall be measured against Participant Goals to determine whether and to what extent incentive compensation has been earned under this Plan for each Participant. This process is referred to in this Plan as the “**Scoring Process**.”

The Compensation Committee may adjust the amount otherwise payable to any Participant under the Plan based on any factors deemed appropriate by the Compensation Committee. The Compensation Committee may also adjust the actual results achieved with respect to Participant Goals in accordance with Section 4.4.

4.0 Process

This Section 4 uses the following terms (which terms also operate in the Plan Worksheets).

- **Business Group Performance Score** – for each Participant, the sum of the weighted Performance Goal Scores for each of the Business Group Goals.
- **Company Performance Score** – for each Participant, the sum of the weighted Performance Goal Scores for each of the Company Goals.
- **Factor** – the weighting percentage assigned to each Participant Goal for a particular individual. The Factors shall total 100% for each set of goals for each individual (Company Goals and Business Group Goals are each a set of goals). For each Participant under this Plan, the Factors applicable to each Participant Goal may differ. If applicable, each set of Company Goals and Business Group Goals shall be weighted such that the total weighting equals 100% for the two sets combined.
- **Final Performance Score** – the sum of (i) the applicable weighted Business Group Performance Score, and (ii) the weighted Company Performance Score for each Participant. For Participants with no Business Group Goals, the Company Performance Score for that Participant shall be the Final Performance Score.
- **Incentive Compensation Payout Schedule** - a schedule that sets forth the incentive compensation payment amount that corresponds to each performance score between and including the threshold and maximum Final Performance Scores.
- **Performance Goal Score** – for each Participant Goal, the amount of a measure actually achieved, expressed as a percentage, relative to the Performance Goal (the Performance Goal Score at target would be 100%).
- **Total Earned Incentive Compensation** – the incentive compensation amount payable to a Participant based on his or her Final Performance Score, prior to any adjustment by the Compensation Committee.

4.1 Performance Criteria for Goals

- **Company Performance Criteria**
 - Revenue (revenue as recognized for the performance period in accordance with GAAP principles);
 - Earnings before interest and taxes (EBIT), measured as a dollar amount (also sometimes referred to as Operating Income); and
 - Bookings (full value of contract award for single award contracts, plus the value of multiple award wins, determined in accordance with ManTech's standard bookings recognition policy).

- **Business Group Performance Criteria** (measured in the same manner as Company-level goals)
 - Revenue;
 - EBIT, measured as a dollar amount; and
 - Bookings.

4.2 Guidance for Goal-Setting Process

The following process shall be used to prepare initial recommendations for the Compensation Committee's consideration:

- The Chairman of the Compensation Committee shall be responsible for the establishment of Participant Goals and weightings for the CEO (the Chairman of the Compensation Committee may request the assistance of the Executive Chairman, the CFO or other senior Company personnel in this effort, as deemed necessary or appropriate).
- The Company Goals and weightings applicable to each Participant (other than the CEO) shall be initially proposed by the CEO, with input from the Executive Chairman, the CFO or other senior Company personnel, as deemed necessary or appropriate, before being presented to the Compensation Committee.
- Business Group Goals and weightings applicable to a Participant shall be initially proposed by the CEO, with input from the Executive Chairman, the CFO or other senior Company personnel, as deemed necessary or appropriate, before being presented to the Compensation Committee.

All Participant Goals and weightings shall be subject to review, modification and final approval by the Compensation Committee.

4.3 Threshold, Target and Maximum Awards

Each Participant shall have threshold, target, and maximum incentive compensation amounts that correspond to threshold, target and maximum Final Performance Scores. For each Participant, the target award amount shall be expressed as a fixed number or a percentage of his or her base salary as of April 1, 2019, as established by the Compensation Committee, and shall represent the amount of incentive compensation that the Participant will earn if his or her actual Final Performance Score is equal to that which would result from 100% achievement of all Participant Goals (the exact payout amount at target may be impacted by the Compensation Committee's determination of how to treat an out-of-cycle salary change for a Participant – see *Section 4.4* for more information).

4.4 Guidance for Scoring Process

- *Overview:* Actual results for the year shall be determined and then compared to the Participant Goals. The Final Performance Score shall be calculated for each Participant and shall determine the Total Earned Incentive Compensation pursuant to the applicable Incentive Compensation Payment Schedule. The amount of any incentive compensation amount actually paid may be adjusted by the Compensation Committee's exercise of discretion in accordance with Section 3.
- *Scoring Process:*
 - The Performance Goal Score with respect to each of the Participant Goals shall be determined.
 - The Performance Goal Scores shall be weighted by multiplying each score by the applicable Factor and summed to determine the Participant's Company Performance Score and (if applicable) Business Group Performance Score.
 - For Participants with both Business Group Goals and Company Goals, each of the Business Group Performance Score and the Company Performance Score shall be multiplied by a weighting factor, and such resulting amounts shall then be added together to yield the Final Performance Score (unless otherwise expressly provided in the individual Plan Worksheet, each of the Business Group Performance Score and the Company Performance Score shall be equally weighted at 50%).
 - For Participants with only Company Goals, the Participant's Company Performance Score will constitute his or her Final Performance Score.
 - Based on the Participant's Final Performance Score, the Total Earned Incentive Compensation will be derived from the applicable Incentive Compensation Payout Schedule included on the Participant's Plan Worksheet (subject to any adjustments or related determinations by the Compensation Committee described herein).
- *Adjustments to Results Achieved:* With respect to any Performance Goal Score, the Compensation Committee shall have the authority to determine whether (and by what amount) the actual result used to calculate the achievement of a performance goal should be adjusted to account for extraordinary events or circumstances, or should otherwise be adjusted in order to be consistent with the purpose or intent of the Plan.
- *Out of Cycle Salary Changes:* The Compensation Committee shall determine the effect of any out-of-cycle salary changes on a Participant's Total Earned Incentive Compensation.

- *Final Compensation Committee Review:* The Compensation Committee will review and approve any and all incentive compensation amounts paid under this Plan, including the Total Earned Incentive Compensation for each Participant. The Compensation Committee has the authority to adjust the payment amount due to any Participant hereunder, based on any factor deemed relevant by the Compensation Committee. The Compensation Committee also has the authority to determine the impact of any adjustments to results achieved or consider the impact of any out-of-cycle salary changes referenced in the preceding two paragraphs. Payments under this Plan, if any, as shall be made on or before March 15, 2020. Unless the Compensation Committee determines otherwise in its sole discretion, a Participant's right to receive any incentive compensation payment hereunder shall be forfeited if the Participant is not an employee of the Company in good standing on December 31, 2019.

5.0 RECOVERY OF AWARDS

Awards under the Plan are subject to the terms and conditions of any clawback policy which the Company may adopt to conform to the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

6.0 AUTHORIZATION

The Compensation Committee has authorized the development of this Plan and, with the assistance of the CEO, shall oversee the consistent and equitable implementation of the provisions of this Plan and the individual Participants' Plan Worksheets. Senior management and other Company personnel designated by the Compensation Committee will support the administration of the Plan.