

MANTECH INTERNATIONAL CORP  
Form 8-K  
March 13, 2017

**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 7, 2017**

**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.)**

**12015 Lee Jackson Highway, Fairfax, VA**  
**(Address of principal executive offices)**

**22033**  
**(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.):

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))

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

(e) On March 7, 2017, the Compensation Committee of the Board of Directors (**Compensation Committee**) of the Company approved the 2017 Executive Incentive Compensation Plan (**2017 Plan**), in which the Company's executive officers, including the Company's named executive officers (**NEOs**), participate. The 2017 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 2017 Plan provides for target incentive payment amounts for each of the executive officers that range from 75% to 85% of such officer's 2017 base salaries. Based on actual results in 2017, the potential payouts under the 2017 Plan may range from 0% to 175% of the executive officers' respective target incentive payment amounts. The description of the 2017 Plan set forth herein is qualified in its entirety by reference to the full text of the 2017 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On March 7, 2017, the Compensation Committee approved incentive bonus awards in the form of performance-based restricted stock units (**RSUs**) to certain Company employees, including certain of the Company's NEOs. The RSUs are for a target number of restricted stock units, with the actual number of RSUs earned to be determined upon the satisfaction of performance criteria over the performance period for the award. The performance period is from January 1, 2017 through December 31, 2018. The performance criteria used are compounded average growth rates for the Company's revenue and earnings per share over the performance period. Based on actual results, the actual amount of RSUs earned may range from 0% to 150% of the NEOs' respective target award amount. The RSUs were granted pursuant to the Company's form of performance-based RSU award agreement, which is filed as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
10.1	ManTech International Corporation 2017 Executive Incentive Compensation Plan
10.2	Form of Performance-Based Restricted Stock Unit Award Agreement

**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 13, 2017

By: /s/ Michael R. Putnam  
Michael R. Putnam  
Senior Vice President    Corporate & Regulatory  
Affairs