MANTECH INTERNATIONAL CORP
Form DEF 14A
April 01, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x   Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material under Rule 14a-12

ManTech International Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

x No fee required.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

April 1, 2011

Dear Stockholder:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders of ManTech International Corporation, which will be held at The Hyatt Fair Lakes, 12777 Fair Lakes Circle, Fairfax, VA 22033, on Thursday, May 12, 2011, at 11 am (EDT).

We have provided details of the business to be conducted at the meeting in the accompanying Notice of Annual Meeting of Stockholders, proxy statement, and form of proxy. We encourage you to read these materials so that you may be informed about the business to come before the meeting.

Your participation is important, regardless of the number of shares you own. In order for us to have an efficient meeting, please sign, date, and return the enclosed proxy card promptly in the accompanying reply envelope. You can find additional information concerning our voting procedures in the accompanying materials.

We look forward to seeing you at the meeting.

Sincerely,

George J. Pedersen

Chairman of the Board and Chief Executive Officer

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 12, 2011

The 2011 Annual Meeting of Stockholders (Annual Meeting) of ManTech International Corporation, a Delaware corporation (the Company), will be held at The Hyatt Fair Lakes, 12777 Fair Lakes Circle, Fairfax, VA 22033, on Thursday, May 12, 2011, at 11 am (EDT), for the following purposes, as more fully described in the proxy statement accompanying this notice:

1. To elect nine (9) persons as directors of the Company, each to serve for a term of one year, or until their respective successors shall have been duly elected and qualified;

2. To hold a non-binding advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;

3. To hold a non-binding advisory vote on the frequency of holding an advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;

4. To approve our Management Incentive Plan, as amended and restated;

5. To ratify the appointment of Deloitte & Touche LLP to serve as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2011; and

6. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Stockholders of record at the close of business on March 15, 2011 (Record Date) are entitled to vote at the Annual Meeting. A complete list of stockholders eligible to vote at the Annual Meeting will be available for examination by our stockholders during the ten days prior to the Annual Meeting, between the hours of 9 am and 5 pm (EDT), at the offices of the Company at 12015 Lee Jackson Highway, Fairfax, VA 22033-3300.

You are cordially invited to attend the Annual Meeting in person. Whether or not you expect to attend the Annual Meeting, your vote is important. To assure your representation at the Annual Meeting, please sign and date the enclosed proxy card, and return it promptly in the accompanying reply envelope, which requires no additional postage. Should you receive more than one proxy because your shares are registered in different names and addresses, each proxy should be signed and returned to assure that all your shares are voted.

The proxy statement and form of proxy are being mailed on or about April 1, 2011.

By Order of the Board of Directors

George J. Pedersen

Chairman of the Board and Chief Executive Officer

Fairfax, Virginia

April 1, 2011

Important Notice Regarding Availability of Proxy Materials for ManTech s

Annual Meeting of Stockholders to be Held on May 12, 2011:

The Proxy Statement, our Proxy Card and our Annual Report to Shareholders are available at

http://www.mantech.com/IR/SEC-Proxy.asp

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

PROXY STATEMENT FOR

2011 ANNUAL MEETING OF STOCKHOLDERS

The Board of Directors (the Board) of ManTech International Corporation (the Company) is soliciting proxies to be voted at the 2011 Annual Meeting of Stockholders (Annual Meeting) to be held on Thursday, May 12, 2011, at 11 am (EDT), at The Hyatt Fair Lakes, 12777 Fair Lakes Circle, Fairfax, VA 22033, and at any adjournments or postponements thereof.

The mailing address of our principal executive offices is 12015 Lee Jackson Highway, Fairfax, VA 22033-3300. This proxy statement, the accompanying Notice of Annual Meeting of Stockholders, and the enclosed proxy card are first being mailed to our stockholders on or about April 1, 2011 (Mailing Date).

GENERAL INFORMATION

The Board is soliciting proxies to be voted at the Annual Meeting. When we ask you for your proxy, we must provide you with a proxy statement that contains certain information specified by law.

At the Annual Meeting, we will ask you to consider and vote on the following matters:

1. To elect nine (9) persons as directors of the Company, each to serve for a term of one year, or until their respective successors shall have been duly elected and qualified;

2. To hold a non-binding advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;

3. To hold a non-binding advisory vote on the frequency of holding an advisory vote on the compensation of our named executive officers as required pursuant to Section 14A of the Securities Exchange Act of 1934;

4. To approve our Management Incentive Plan, as amended and restated; and

5. To ratify the appointment of Deloitte & Touche LLP to serve as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2011.

We do not expect any other items of business because the deadline for stockholder proposals and nominations has already passed. Nonetheless, in case there is an unforeseen need, the accompanying proxy gives discretionary authority to the persons named on the proxy, George J. Pedersen and Jeffrey S. Brown, with respect to any other matters that might be brought before the meeting. Those persons intend to vote that proxy in accordance with their discretion and best judgment.

Record Date and Stockholders Entitled to Vote

Record Date	Stockholders as of the close of business on March 15, 2011 (Record Date) may vote at the Annual Meeting.

Our Stock	We have two classes of outstanding stock: our Class A common stock and our Class B common stock. As of March 15, 2011, a total of 36,612,400

shares were outstanding: 23,337,055 shares of Class A common stock and 13,275,345 shares of Class B common stock. Holders of Class A common stock are entitled to one vote for each share of Class A common stock they hold on the Record Date. Holders of Class B common stock are entitled to ten votes for each share of Class B common stock they hold on the Record Date.

Voting Requirements and Other Matters

Quorum

The holders of a majority in voting power of the common stock entitled to vote at the Annual Meeting must be present, either in person or by proxy, to constitute a quorum for the Annual Meeting. Abstentions and broker non-votes are considered present at the meeting for purposes of determining whether a quorum is present.

How to Vote

You can only vote your shares at the Annual Meeting if you are present either in person or by proxy.

If you vote by mail, you must sign and date each proxy card that you receive, and return it in the prepaid envelope. Sign your name exactly as it appears on the proxy. If you return a proxy card that is not signed, then your vote cannot be counted. If you return a proxy card that is signed and dated, but you do not specify voting instructions, we will vote on your behalf as follows:

- Ø FOR the election of the nine (9) directors nominated by our Board and named in this proxy statement (Proposal 1 Election of Directors);
- Ø FOR the resolution approving the compensation of our named executive officers (Proposal 2 Say on Pay);
- Ø For the frequency of every THREE YEARS for holding an advisory vote on named executive officer compensation (Proposal 3 Say on Frequency);
- Ø FOR the approval of our Management Incentive Plan, as amended and restated (Proposal 4 Approval of MIP); and
- Ø FOR the ratification of the appointment of Deloitte & Touche, LLP as the Company s independent registered public accounting firm (Proposal 5 Ratification of Auditors).

You may vote your shares in person at the Annual Meeting. However, we encourage you to vote by proxy card even if you plan to attend the meeting.

Voting ESOP Shares

Stockholders who are current or former employees participating in our Employee Stock Ownership Plan (ESOP) and have shares of our stock allocated to their account as of the Record Date have the right to direct the plan trustee on how to vote their shares. If you do not send instructions to the plan trustee in a proper manner, or if the instructions are not timely received, the trustee will not vote the shares allocable to your account.

Broker Non-Votes

If your shares are held by a broker, the broker will ask you how you want your shares to be voted. If you give the broker instructions, your shares will be voted as you direct. For Proposals 1, 2, 3, and 4 or for any other non-routine matter to come before the Annual Meeting, if you do not give instructions, the broker may not vote your shares at all (a broker non-vote). If you do not give instructions for Proposal 5, which is considered a routine matter, the broker may vote your shares in its discretion.

Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be counted for purposes of determining the number of votes cast or votes present in person or represented by proxy. Thus, a broker non-vote will not impact our ability to obtain a quorum or otherwise affect the outcome of votes on the above proposals.

Revoking Your Proxy

If you execute a proxy pursuant to this solicitation, you may revoke it at any time prior to its exercise by (i) delivering written notice to our Corporate Secretary at our principal executive offices before the Annual Meeting; (ii) executing and delivering a proxy bearing a later date to our Corporate Secretary at our principal executive offices; or (iii) voting in person at the Annual Meeting.

Votes Required

Approval of each of the proposals submitted to a vote at the Annual Meeting is subject to the affirmative vote requirement shown in the table below.

Proposal	**Vote Required**	**Broker Discretionary Voting Allowed**
Proposal 1 Election of Directors	Plurality	No
Proposal 2 Say on Pay	Majority	No
Proposal 3 Say on Frequency	Plurality	No
Proposal 4 Approval of MIP	Majority	No
Proposal 5 Ratification of Auditors	Majority	Yes

Plurality will be determined with respect to votes cast on a particular proposal. If you vote ABSTAIN on any proposal requiring a Plurality, your vote will not be counted in determining the number of votes cast. Majority will be determined with respect to votes present in person or represented by proxy, and entitled to vote. If you vote ABSTAIN on any proposal requiring a Majority, your vote will have the same effect as a vote AGAINST that proposal.

Tabulation of Votes

Mr. Michael R. Putnam, our Senior Vice President, Corporate and Regulatory Affairs, has been appointed inspector of elections for the Annual Meeting. Mr. Putnam will separately tabulate the affirmative votes, negative votes, abstentions, and broker non-votes with respect to each of the proposals.

Voting Results

We will announce preliminary voting results at the Annual Meeting. We will disclose the final results on a Form 8-K that we file with the Securities and Exchange Commission (SEC) within four business days following the Annual Meeting.

Ownership by Insiders

As of March 15, 2011, our directors and executive officers beneficially owned an aggregate of 422,099 shares of Class A common stock (such number includes shares of common stock that may be issued upon exercise of outstanding options that are currently exercisable or that may be exercised prior to May 14, 2011) and 13,275,345 shares of Class B common stock, which together constitute approximately 37% of our outstanding common stock and 85.1% of the voting control of common stock entitled to vote at the Annual Meeting.

Solicitation

The Board is making this solicitation of proxies on our behalf. In addition to the solicitation of proxies by use of the mail, our officers and employees may solicit the return of proxies by personal interview, telephone, email or facsimile. We will not pay additional compensation to our officers and employees for their solicitation efforts, but we will reimburse them for any out-of-pocket expenses they incur in their solicitation efforts.

We will request that brokerage houses and other custodians, nominees, and fiduciaries forward our solicitation materials to beneficial owners of our common stock that is registered in their names. We will bear all costs associated with preparing, assembling, printing, and mailing this proxy statement and the accompanying materials, the cost of forwarding our solicitation materials to the beneficial owners of our common stock, and all other costs of solicitation.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board has established and adopted guidelines that it follows in matters of corporate governance (Corporate Governance Guidelines). These Corporate Governance Guidelines assist the Board in the exercise of its responsibilities and provide a framework for the efficient operation of our Company, consistent with the best interests of our stockholders and applicable legal and regulatory requirements. The Nominating and Corporate Governance Committee reviews and reassesses the adequacy of the Corporate Governance Guidelines on an annual basis. We have posted a current copy of our Corporate Governance Guidelines, which was last amended in January 2011, on the Corporate Governance page in the Investors Relations section of our website at *www.mantech.com* (our Website).

Director Independence

The Board is comprised of a majority of directors who are independent from management. Each of our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee is comprised entirely of independent directors.

The Board has conducted an evaluation of director independence, based on the independence standards applicable to Nasdaq-listed companies and applicable SEC rules and regulations. In the course of the Board s evaluation of the independence of each non-management director, the Board considered any transactions, relationships, and arrangements between each such director (or any member of his or her immediate family) and the Company, its subsidiaries, and its affiliates. The purpose of this evaluation was to determine whether any relationships or transactions exist that could be inconsistent with a determination by the Board that the director has no relationship that would interfere with his or her exercise of independent judgment in carrying out the responsibilities of a director.

As a result of this evaluation, the Board has affirmatively determined that the following directors nominated for election at the Annual Meeting are independent of the Company and its management under the above referenced standards and regulations:

- Ø Mary K. Bush
- Ø Barry G. Campbell
- Ø Walter R. Fatzinger, Jr.
- Ø David E. Jeremiah
- Ø Richard J. Kerr
- Ø Kenneth A. Minihan
- Ø Stephen W. Porter

The Board determined that George J. Pedersen, our Chairman of the Board and Chief Executive Officer, is not independent because he is employed by the Company.

The Board determined that Richard L. Armitage is not independent because his brother-in-law is a partner with the Company s independent auditors, Deloitte & Touche LLP.

Board Leadership Structure

The Board believes that no single leadership model is right for all companies at all times. Depending on the circumstances, different leadership models might be appropriate. Our Corporate Governance Guidelines do not require the role of Chief Executive Officer and Chairman of the Board to be separate or combined. The Board s policy as to whether the role of the Chief Executive Officer and Chairman of the Board should be separate or combined is to adopt the practice that best serves the Company at any point in time. The Board currently combines the role of Chairman of the Board with the role of Chief Executive Officer, and has coupled this with a Presiding Independent Director to further strengthen our governance structure. The Board believes this structure provides an effective and efficient leadership model for the Company at this time. Combining the Chairman and CEO roles fosters clear accountability, effective decision-making, and alignment on corporate strategy.

Because we have combined the Chairman and CEO roles, pursuant to our Corporate Governance Guidelines, our independent directors have designated Mr. Campbell to serve as the Presiding Independent Director. Mr. Campbell s duties as Presiding Independent Director include:

- Coordinating the activities of the independent directors (or non-management directors, in certain circumstances);
- Calling for meetings or sessions of the independent directors (or non-management directors, in certain circumstances) and coordinating the agenda for such sessions;
- Facilitating communications and functioning as principal liaison on Board-wide issues between the independent directors and the Chairman of the Board; and
- When necessary, recommending the retention of outside advisors and consultants who report directly to the Board.

Board and Committee Executive Sessions and Independent Directors Meetings

The independent directors (or non-management directors, in certain circumstances) of the Board regularly meet in executive session without the presence of management following the adjournment of Board meetings. The Board holds no fewer than two independent directors meetings annually. The major standing committees of the Board (including the Audit, Compensation, and Nominating and Corporate Governance Committees) also regularly meet in executive session. As Presiding Independent Director, Mr. Campbell presides over executive sessions and meetings of our independent directors (or non-management directors, in certain circumstances), and the committee chairmen preside over executive sessions of their respective committees.

Board s Role in Risk Oversight

The Board oversees the management of risks inherent in the operation of the Company s business. The Board oversees the management of risk principally through the Audit Committee. Among other activities, the Audit Committee oversees the Company s enterprise risk management program. The Board has delegated the responsibility for oversight of certain of the Company s business activities, particularly those designated as classified by the U.S. government or which otherwise present a potential significant risk to the Company, to its Special Programs Oversight Committee. Additionally, the Board has delegated the responsibility for overseeing the assessment of risks associated with the Company s compensation policies and programs to its Compensation Committee. Each of these committees receives and discusses reports regularly with members of management who are responsible for applicable day-to-day risk management functions of the Company. The Board s role in risk oversight has not had any effect on the Board s leadership structure.

Board and Committee Self-Evaluations

Each of the Board and the Audit, Compensation, and Nominating and Corporate Governance Committees conducts an annual self-evaluation. These evaluations are designed to foster candid discussion regarding the adequacy and effectiveness of the Board and its committees, including an assessment of the performance of individual Board and committee members. The Nominating and Corporate Governance Committee is charged with responsibility for overseeing the evaluation process, and reviews the results of such self-evaluations (as reported by the Chairman of the Board and committee chairmen) in making recommendations regarding the nomination of incumbent directors for re-election to the Board and committee composition for each Board term.

Director Nominations

The Nominating and Corporate Governance Committee, which is comprised entirely of independent directors, is responsible for reviewing the qualifications of potential director nominees, and then recommending director candidates for nomination by the Board. Our Nominating and Corporate Governance Committee operates under a written charter that is available on the Corporate Governance page of our Website.

The Nominating and Corporate Governance Committee generally identifies and attracts candidates through its own efforts, and it believes that this method has been effective. However, if in the future the Board determines that it is in the Company s best interest to use the services of a consultant or a search firm to assist with the identification and selection process, it will do so.

We do not have a formal policy regarding the consideration of diversity in identifying potential director nominees. However, the Nominating and Corporate Governance Committee considers diversity in its broadest sense when evaluating candidates, and evaluates its consideration of diversity as part of the annual self-evaluation process. Our Corporate Governance Guidelines direct that the evaluation of nominees should include (but not be limited to) an assessment of whether a nominee would provide the Board with a diversity of viewpoints, backgrounds, experiences, and other demographics. The Nominating and Corporate Governance Committee has a policy regarding the consideration of director candidates recommended by our stockholders (Nominations Policy). The Nominations Policy describes the circumstances pursuant to which the Nominating and Corporate Governance Committee will consider Board candidates recommended by our stockholders. The Nominations Policy also describes the procedures to be followed by such stockholders in submitting their recommendations. We have made the Nominations Policy available on the Corporate Governance page of our Website.

Generally, the Nominating and Corporate Governance Committee will consider candidates recommended by stockholders who beneficially own at least 1% of our outstanding stock at the time of recommendation (Qualifying Stockholder). Qualifying Stockholders wishing to recommend candidates to the Nominating and Corporate Governance Committee may do so by submitting a completed Stockholder Recommendation of Candidate for Director Form (Recommendation Form), which is embedded in the Nominations Policy posted on our Website.

Qualifying Stockholders wishing to recommend a nominee for election as director at the next annual meeting of stockholders must submit their completed Recommendation Form at least 120 days in advance of the one-year anniversary of the date of the mailing of this proxy statement. The Nominating and Corporate Governance Committee will only evaluate a candidate if he or she has indicated a willingness to serve as a director and cooperate with the evaluation process.

Code of Ethics

This year, we revised our *Standards of Ethics and Business Conduct*, which sets forth the policies comprising our code of conduct. The policies in our *Standards of Ethics and Business Conduct* satisfy the SEC s requirements for a code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer, controller, and persons performing similar functions, as well as Nasdaq s requirements for a code of conduct applicable to all directors, officers, and employees. Among other principles, our *Standards of Ethics and Business Conduct* includes guidelines relating to the ethical handling of actual or potential conflicts of interest, compliance with laws, accurate financial reporting, and procedures for promoting compliance with (and reporting violations of) such standards. A copy of our *Standards of Ethics and Business Conduct* is available on the Corporate Governance page of our Website. We are required to disclose any amendment to, or waiver from, a provision of our code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions. We intend to use our Website as a method of disseminating this disclosure, as permitted by applicable SEC rules.

Communication with Directors

We believe that it is important for our stockholders to be able to communicate their concerns to our Board. Stockholders may correspond with any director, committee, or the Board of Directors generally, by writing to the following address: ManTech International Corporation Board of Directors, 12015 Lee Jackson Highway, Fairfax, VA 22033-3300, Attention: Corporate Secretary. Please specify to whom your correspondence should be directed. Our Corporate Secretary has been instructed to promptly forward all correspondences to the relevant director, committee, or the full Board of Directors, as indicated in your correspondence.

Director Attendance at Annual Meeting of Stockholders

We invite all of our directors to attend our annual meeting of stockholders, and we strongly encourage all of them to do so. In furtherance of this policy, we have scheduled one of our regularly scheduled Board meetings on the same day as the Annual Meeting. In 2010, all of our directors except Messrs. Armitage and Jeremiah attended our annual meeting of stockholders.

Availability of Corporate Governance Documents

We have made available on the Corporate Governance page in the Investor Relations section of our Website a number of important documents related to our governance practices, including:

- Ø Corporate Governance Guidelines;
- Ø Charters of all six of our standing Board Committees;
- Ø Certificate of Incorporation and Bylaws;
- Ø Code of Ethics (*Standards of Ethics and Business Conduct*);
- Ø Related Party Transactions Policy;
- Ø Stock Option Grant Policy; and
- Ø Formal policy regarding the consideration of director candidates recommended by stockholders.

We will also make these materials available in print format to any requesting stockholder.

BOARD OF DIRECTORS

AND COMMITTEES OF THE BOARD OF DIRECTORS

Our Board is currently comprised of nine members, each of whom serves for a one-year term that expires at the Annual Meeting. Additional information about each of our directors can be found below under Proposal 1 Election of Directors. Set forth below are details regarding each of the Board s standing committees, director attendance at board and committee meetings, and the compensation of our non-employee directors.

Committees of the Board of Directors

The Board currently has six standing committees: Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Retirement Plan Committee, Special Programs Oversight Committee, and Executive Committee.

The Board may establish other committees from time to time. A more detailed discussion of each committee s composition, purpose, objectives, authority, and responsibilities can be found in its charter, which we make available on the Corporate Governance page of our Website.

Audit Committee

The primary functions of the Audit Committee are to oversee (i) the integrity of our financial statements, (ii) our accounting and financial reporting processes, and (iii) audits of our financial statements. The Audit Committee was established in accordance with applicable provisions of the Securities Exchange Act of 1934, as amended (Exchange Act). Our Audit Committee operates under a written charter that is available on the Corporate Governance page of our Website. The Audit Committee reviews and reassesses the adequacy of its charter on an annual basis. The charter was most recently revised and amended in March 2010.

The Board annually reviews the qualifications of our Audit Committee members in light of the Nasdaq listing standards definition of independence for audit committee members and applicable SEC rules and regulations. The Board has determined that each member of our Audit Committee is independent, as director independence is specifically defined with respect to audit committee members under the Nasdaq listing standards and applicable SEC rules and regulations.

The Board has also determined that the Company has at least one audit committee financial expert serving on the Audit Committee. The Board has identified Messrs. Campbell and Fatzinger, and Ms. Bush as members of the Audit Committee who (i) qualify as an audit committee financial expert under applicable SEC rules and regulations governing the composition of the Audit Committee, and (ii) satisfy the financial sophistication requirement of the Nasdaq listing standards. All of our Audit Committee members have a working familiarity with basic finance and accounting practices.

During 2010, the Audit Committee held six meetings. The Audit Committee is currently comprised of four directors: Messrs. Campbell, Fatzinger, and Kerr, and Ms. Bush. Mr. Campbell serves as Chairman of the Audit Committee.

Compensation Committee

The primary functions of the Compensation Committee are to (i) oversee the determination, implementation, and administration of the remuneration (including salary, incentive cash payments, bonuses, equity compensation, and perquisites) of all directors and executive officers of the Company, (ii) review and approve all equity compensation to be paid to other Company employees, and (iii) administer the Company s stock-based compensation plans. For 2010, the Compensation Committee retained Ernst & Young LLP (E&Y) as the Compensation Committee s independent compensation consultant to assist with its executive compensation-related responsibilities. The services provided by E&Y in its capacity as the Compensation Committee s independent compensation consultant included supporting the design of our executive incentive compensation programs, providing market consensus data for each of our executive officers, and assisting the Compensation Committee in evaluating the compensation of our non-employee directors.

From time to time, with the consent of the Compensation Committee, the Company s management has retained personnel at E&Y to perform services that are not related to work performed as the Compensation Committee s independent compensation consultant (Additional Services), such as conducting financial due diligence in connection with certain merger and acquisition transactions. E&Y receives a fee for the Additional Services. Other than its work for the Compensation Committee, E&Y does not provide any executive, director or other compensation consulting services to the Company, and is not the Company s auditor. During 2010, the Company s management engaged E&Y to perform the following Additional Services: due diligence support on acquisitions and tax-related services. The Compensation Committee has approved the Company s future use of E&Y for these and other projects, including consulting and advisory services with respect to the Company s internal systems and, as directed by the chairman of the Compensation Committee, consulting and advisory services related to compensation of the Company s non-executive officers.

During 2010, the Company paid E&Y the following fees for its services:

Ø *Compensation Consulting Services*	$93,015
Ø *Additional Services*	$407,784

Based on its ongoing review of these relationships, as well as policies and procedures implemented by the Compensation Committee and E&Y, and other factors that the Compensation Committee determines to be relevant, the Compensation Committee has concluded that the compensation consulting advice it receives from E&Y is objective and not influenced by E&Y s other relationships with the Company.

All members of the Compensation Committee are independent directors, within the meaning of applicable Nasdaq listing standards and SEC rules and regulations. All committee members also qualify as non-employee directors under Section 16 of the Exchange Act, and as outside directors under Section 162(m) of the Internal Revenue Code. During 2010, the Compensation Committee held seven meetings. At the direction of the Compensation Committee, certain members of management attend each meeting. The Compensation Committee also meets regularly in executive session without management present. The Compensation Committee is currently comprised of three directors: Messrs. Fatzinger, Campbell, and Jeremiah. Mr. Fatzinger serves as chairman of the Compensation Committee.

The Company s processes and procedures for the consideration and determination of director and executive compensation (including the roles of the Compensation Committee, management, and the Compensation Committee s independent compensation consultant) are discussed below in the sections Compensation of Non-Employee Directors and Compensation Discussion and Analysis, respectively.

Nominating and Corporate Governance Committee

The two primary functions of the Nominating and Corporate Governance Committee are (i) to identify individuals qualified to become members of the Board, and recommend persons for the Board to select as nominees for election to the Board, and (ii) to oversee the Company s corporate governance policies and procedures, and periodically review the Company s Corporate Governance Guidelines. All members of the Nominating and Corporate Governance Committee are independent directors, within the meaning of applicable Nasdaq listing standards and SEC rules and regulations. During 2010, the Nominating and Corporate Governance Committee held three meetings. The Nominating and Corporate Governance Committee is currently comprised of four directors: Messrs. Porter, Campbell, Kerr, and Minihan. Mr. Porter serves as chairman of the Nominating and Corporate Governance Committee.

Retirement Plan Committee

The primary function of the Retirement Plan Committee is to oversee the activities of a management committee that administers the Company s tax-qualified and non-qualified retirement plans. In 2010, the Retirement Plan Committee held five meetings. The Retirement Plan Committee is currently comprised of four directors: Messrs. Fatzinger, Armitage, and Campbell, and Ms. Bush. Mr. Fatzinger serves as chairman of the Retirement Plan Committee.

Special Programs Oversight Committee

The primary function of the Special Programs Oversight Committee is to provide oversight of certain of the Company s business activities involving programs designated as classified by the United States government, and related matters. The Special Programs Oversight Committee may also review programs that, in its judgment, present a potential significant risk to the Company. In 2010, the Special Programs Oversight Committee held two formal meetings. The Special Programs Oversight Committee is currently comprised of five directors: Messrs. Kerr, Armitage, Jeremiah, Minihan, and Pedersen. Mr. Kerr serves as chairman of the Special Programs Oversight Committee.

Executive Committee

The primary function of the Executive Committee is to assist the Board in fulfilling its oversight responsibilities. The Executive Committee is authorized to exercise the powers of the Board in managing the affairs of the Company during intervals between Board meetings, when Board action is necessary or desirable but convening a special Board meeting is not warranted or practical. In 2010, the Executive Committee held one meeting. Currently, the Executive Committee is comprised of four directors: Messrs. Pedersen, Armitage, Fatzinger, and Porter. Mr. Pedersen serves as chairman of the Executive Committee.

Attendance at Board and Committee Meetings

In addition to the committee meetings set forth above, our Board met eight times in 2010. During 2010, each of our incumbent directors attended or participated in at least 75% of the aggregate of (i) the total number of meetings of the Board, and (ii) the total number of meetings held by all committees of the Board on which such director served (during the period that such person served as a director or committee member, as applicable).

Setting Compensation of Non-Employee Directors

Our Compensation Committee sets compensation for the Company s non-employee directors. The Compensation Committee generally reviews non-employee director compensation on an annual basis. In conducting this review, the Compensation Committee receives input on market trends for non-employee director compensation from its independent compensation consultant, including with respect to the Company s compensation peer group (as set forth in the Compensation Discussion & Analysis section of this proxy statement); however, the Committee does not target non-employee director compensation at any particular percentile or percentile range of the market data. A substantial portion of the non-employee directors compensation is payable in the form of stock-based compensation, in order to align the interests of the directors with those of the Company s shareholders.

We do not compensate Mr. Pedersen for his service on the Board or any committee of the Board. In certain circumstances, members of the Board may receive reimbursement for certain expenses incurred in connection with attending Board or committee meetings. For the current Board term (which began in May 2010), the Compensation Committee decided not to make any changes to non-employee director cash compensation levels from those approved for the prior Board term. In prior years, annual equity grants to non-employee directors were made in the form of stock options. However, for 2010 the Compensation Committee decided that the annual equity grant to non-employee directors should be made in the form of restricted stock. This decision was based on a combination of factors, including the current option holdings of each director and market trends for boards in our industry. The compensation paid in 2010 to the non-employee directors for their services are reflected in the tables that follow.

NON-EMPLOYEE DIRECTOR COMPENSATION TABLE

The tables and footnotes below reflect the compensation and other fees paid in 2010 to our non-employee directors for their services.

Name (a)	Fees Paid in Cash[1] ($) (b)	Stock Awards[2] ($) (c)	Total ($) (d)
Richard L. Armitage	80,500	86,900	167,400
Mary K. Bush	74,875	86,900	161,775
Barry G. Campbell	130,000	86,900	216,900
Walter R. Fatzinger, Jr.	121,000	86,900	207,900
David E. Jeremiah	77,500	86,900	164,400
Richard J. Kerr	96,500	86,900	183,400
Kenneth A. Minihan	74,500	86,900	161,400
Stephen W. Porter	87,500	86,900	174,400

1 The following table presents the compensation we currently pay to our non-employee directors for their service on our Board and our various standing committees of the Board:

	Annual Retainer (Director/Member)	Additional Annual Retainer (Chairperson)	Meeting Fee
Board of Directors	$ 50,000	N/A	$1,500 for each meeting that is attended
Audit Committee	$ 12,500	$ 20,000	$1,500 for each meeting in excess of 4 per Board term
Compensation Committee	$ 7,500	$ 10,000	$1,500 for each meeting in excess of 4 per Board term
Nominating and Corporate Governance Committee	$ 7,500	$ 7,500	$1,500 for each meeting in excess of 4 per Board term
Retirement Plan Committee	$ 5,000	$ 5,000	$1,500 for each meeting in excess of 4 per Board term
Special Programs Oversight Committee	$ 5,000	$ 5,000	$1,500 for each meeting in excess of 4 per Board term
Executive Committee	$ 10,000	N/A	$1,500 for each meeting in excess of 4 per Board term
Presiding Independent Director	$ 5,000	N/A	N/A

2 The amounts in this column reflect the aggregate fair market value of the restricted stock award granted on May 12, 2010, as computed in accordance with ASC Topic 718, *Compensation Stock Compensation*. In 2010, each non-employee director received a grant of restricted stock for 2,000 shares of Class A Common Stock, with a grant price of $43.45 per share (closing price of our common stock on the Nasdaq stock market on the date of grant, May 12, 2010). Each non-employee director had stock awards in the amount of 2,000 shares of restricted stock outstanding as of December 31, 2010. The non-employee directors were not granted any option awards during 2010. The non-employee directors had option awards outstanding as of December 31, 2010 as follows: Mr. Armitage (29,500), Ms. Bush (25,833), Mr. Campbell (21,667), Mr. Fatzinger (49,500), Mr. Jeremiah (42,500), Mr. Kerr (49,500), Mr. Minihan (32,500), and Mr. Porter (49,500).

PROPOSAL 1

ELECTION OF DIRECTORS

General Information

The Board has nominated each of the current directors to serve as a director until the 2012 Annual Meeting of Stockholders. Each nominee is a current member of the Board, has agreed to stand for election and serve if elected, and has consented to be named in this proxy statement.

Substitute Nominees

If any nominee should become unavailable for election or is unable to be a candidate when the election takes place (or otherwise declines to serve), the persons named as proxies may use the discretionary authority provided to them in the proxy to vote for a substitute nominee designated by the Board. At this time, we do not anticipate that any nominee will be unable to be a candidate for election or will otherwise decline to serve.

Vacancies

Under our Amended and Restated Bylaws, the Board has the authority to fill any vacancies that arise, including vacancies created by an increase in the number of directors, or vacancies created by the resignation of a director. Any nominee so elected and appointed by the Board would hold office for the remainder of the term of office of all directors, which term expires annually at our annual meeting of stockholders.

Information Regarding the Nominees for Election as Directors

The name and age (as of the Mailing Date) of each nominee for election as director, as well as certain additional information concerning each nominee s principal occupation, other affiliations, and business experience during the last five years, are set forth below.

The Board has concluded that each of the incumbent directors should be nominated for re-election based on the specific experience, qualifications, attributes, and skills identified in the biographical information below, in light of the Company s business and structure.

Nominees for Election as Director

Name	**Age**	**Director Since**
George J. Pedersen	**75**	**1968**

Mr. Pedersen is a co-founder, Chairman of the Board of Directors and Chief Executive Officer of the Company. Mr. Pedersen has served as a Director of ManTech since 1968, was appointed Chairman of the Board of Directors in 1979, and was named Chief Executive Officer in 1995. Mr. Pedersen was also President of the Company from 1995 until 2004. Mr. Pedersen has served on the board of directors of GSE Systems, Inc. (NYSE Amex: GVP), which provides simulation and training solutions for the electric power, oil and gas, and chemical process industries, since 1994. Mr. Pedersen is also on the board of directors of industry associations, including the National Defense Industrial Association (NDIA) and the Association For Enterprise Integration (AFEI).

Mr. Pedersen s unparalleled knowledge of the Company and its operations, and his experience in providing innovative technologies and solutions for mission-critical national security programs to U.S. government customers for almost half a century, uniquely positions him to serve as the Company s Chairman of the Board of Directors and Chief Executive Officer. In addition to his operational experience, Mr. Pedersen has an in-depth knowledge and understanding of the U.S. government s mission requirements and related funding priorities.

Richard L. Armitage	**65**	**2005**

Mr. Armitage has served as a Director of ManTech since 2005. From 1995 to 2001, Mr. Armitage served on our Advisory Board. Since 2005, Mr. Armitage has served as President of Armitage International, L.C., which provides multinational clients with critical support in the areas of international business development, strategic planning, and problem-solving. From 2001 through 2005, he served as the Deputy Secretary of State, and prior to that assignment, he was President of Armitage Associates, L.C., a world-wide business and public policy firm. Beginning in the late 1980 s, Mr. Armitage held a variety of high-ranking diplomatic positions, including as Presidential Special Negotiator for the Philippines Military Bases Agreement; as Special Mediator for Water in the Middle East; as a Special Emissary to Jordan s King Hussein during the 1991 Gulf War; and as an Ambassador, directing U.S. assistance to the new independent states of the former Soviet Union. Mr. Armitage is also a former Assistant Secretary of Defense for International Security Affairs, and a former Assistant Secretary of Defense for East Asia and Pacific Affairs. Mr. Armitage has received numerous U.S. military decorations, has been awarded the Department of Defense Medal for Distinguished Public Service four times, and has received the Presidential Citizens Medal and the Department of State Distinguished Honor Award. In December of 2005, he was awarded a KBE and became a Knight Commander of the Order of St. Michael and St. George, and in October of 2010, Mr. Armitage was appointed as an honorary companion to the Order of Australia (Australian Knighthood). Mr. Armitage currently serves on the board of directors of ConocoPhillips (NYSE: COP), which is one of the largest integrated energy companies in the United States.

Mr. Armitage brings to the Board significant leadership experience and industry expertise. Mr. Armitage has worked in the highest levels of the U.S. government, providing him with critical insight into the needs and operations of U.S. government intelligence, military, and civilian agencies, and other matters relating to foreign affairs. His twelve years of combined service on our Board and our Advisory Board, as well as his service on the board of directors of ConocoPhillips, give him a significant understanding of the role of the Board and knowledge of the Company and its operations.

Name	Age	Director Since
Mary K. Bush	**62**	**2006**

Ms. Bush has served as a Director of ManTech since 2006. In 1991, Ms. Bush founded Bush International, a global consulting firm which advises U.S. companies and foreign governments on international financial markets and banking, and global business strategy. In 2007, she was appointed by the Secretary of the Treasury to the U.S. Treasury Advisory Committee on the Auditing Profession. From 1989 to 1991, Ms. Bush served as Managing Director and Head of the Federal Housing Finance Board, the oversight body for the nation s 12 Federal Home Loan Banks. Prior to 1989, Ms. Bush was the Vice President and Head of International Finance at the Federal National Mortgage Associate (Fannie Mae). From 1982 to 1984, Ms. Bush served as U.S. Alternate Executive Director of the International Monetary Fund (IMF), a position appointed by the President of the United States and confirmed by the Senate. In that capacity, she worked with the U.S. Treasury Department to formulate policy on IMF lending and global economic matters. Ms. Bush serves on the board of directors of The Pioneer Family of Mutual Funds, Discover Financial Services (NYSE: DFS), and Marriott International, Inc. (NYSE: MAR). Ms. Bush also previously served on the boards of directors of United Airlines (NYSE: UAL), Brady Corporation (NYSE: BRC), Briggs & Stratton Corporation (NYSE: BGG), and MGIC Investment Corporation (NYSE: MTG).

As an experienced financial and operational leader of numerous high profile institutions in a variety of industries, Ms. Bush brings a broad understanding of the operations and business and economic challenges of public companies. Ms. Bush has chaired or served on all significant standing committees of public company boards during her career. Ms. Bush has deep knowledge of financial, investment, and governance matters, and received her MBA in finance from the University of Chicago. Her background and experience, including her experience with public policy matters and providing strategic advisory services in political and international arenas, coupled with her service and leadership in government, affords Ms. Bush with a valuable perspective for service on our Board.

Barry G. Campbell	**69**	**2002**

Mr. Campbell has served as a Director of ManTech since 2002. From 1999 to 2001, Mr. Campbell served as a director, President and Chief Executive Officer of Allied Aerospace Industries, Inc., a Virginia-based aerospace and defense engineering firm. From 1993 to 1997, Mr. Campbell served as President and Chief Executive Officer of Vitro Corporation, the largest subsidiary of Tracor, Inc. In 1997 he served as Chairman and Chief Executive Officer of Tracor s subsidiary, Tracor Systems Technologies, Inc. until the sale of Tracor, Inc. to GEC Marconi, Plc in 1998.

As a former senior executive of public companies and companies in our industry, Mr. Campbell brings management experience, leadership capabilities, financial knowledge, and business acumen to our Board. Mr. Campbell has a deep understanding of the Company and its operations, having served on our Board for nine years and chaired our Audit Committee since 2004. Mr. Campbell s knowledge of our Company, and his financial and operational experience leading comparable companies in our industry through challenges and opportunities that we regularly face, make him a valued and important contributor to our Board.

Name	Age	Director Since
Walter R. Fatzinger, Jr.	**68**	**2002**

Mr. Fatzinger has served as a Director of ManTech since 2002. Mr. Fatzinger joined ASB Capital Management, Inc., an asset management firm, in February 1999, and currently serves as director of the firm. Mr. Fatzinger served as Executive Vice President of Chevy Chase Bank, F.S.B., the parent of ASB Capital Management, Inc., from 1999 to 2002. Mr. Fatzinger currently serves on the board of directors of Optelecom, Inc. (NASDAQ: OPTC), a manufacturer of communications products that transport data, video, and audio over the internet and fiber-optic cable. Mr. Fatzinger currently serves as a director of both Chevy Chase Trust Company and ASB Capital Management, and is Chairman Emeritus of the University of Maryland Foundation.

As a former leader of high-profile companies in the financial industry, Mr. Fatzinger brings to the Board a broad range of capabilities relating to the management, operation, and financial performance of companies. He has led and overseen institutions throughout the many stages of a company s lifecycle. Mr. Fatzinger also has a deep understanding of the Company and its operations, having served on our Board for nine years and chaired our Compensation Committee since 2004. This knowledge and his financial and operational experience make him a valued and important contributor to our Board.

David E. Jeremiah	**77**	**2004**

Admiral Jeremiah (Retired) has served as a Director of ManTech since 2004. From 1994 to 2004, Admiral Jeremiah served on our Advisory Board. Admiral Jeremiah served as President, CEO and later Chairman of Technology Strategies & Alliances Corporation, a strategic advisory and investment banking firm engaged primarily in the aerospace, defense, telecommunications, and electronics industries. Admiral Jeremiah serves on the board of directors for a number of private and not for profit boards. He was also a member of many national security commissions, panels, and boards. During his military career, Admiral Jeremiah earned a reputation as an authority on strategic planning, financial management, and the policy implications of advanced technology. From 1990 to 1994, Admiral Jeremiah served as Vice Chairman of the Joint Chiefs of Staff for Generals Powell and Shalikashvili. He has previously served on the boards of directors of Alliant Techsystems (NYSE: ATK) and Todd Pacific Shipyards (NYSE: TOD).

Admiral Jeremiah brings to the Board broad and deep leadership experience and industry knowledge. Admiral Jeremiah has worked in the highest levels of the U.S. government, providing him with critical insight into the needs and operations of various U.S. government intelligence and military agencies. He has also worked extensively in the private sector within the Company s industry. His seventeen years of combined service on our Board and our Advisory Board, as well as his service on the board of directors of numerous other private and public companies, gives him a significant understanding of the role of the Board, and knowledge of the Company and its operations.

Name	Age	Director Since
Richard J. Kerr	**75**	**2002**

Mr. Kerr has served as a Director of ManTech since 2002. From 1994 to 2002, Mr. Kerr served as Chairman of our Advisory Board. From 1996 to 2001, Mr. Kerr served as President of the Security Affairs Support Association, an organization composed of government and industry members that is focused on national security policy. Prior to that, Mr. Kerr worked at the Central Intelligence Agency for 32 years, including as Deputy Director for Central Intelligence. Mr. Kerr headed a small team that assessed intelligence produced prior to the Iraq war, at the request of the Secretary of Defense and Director of Central Intelligence. He currently serves on a commission responsible for monitoring compliance with the Belfast Treaty (Good Friday Agreement). Mr. Kerr currently serves on the board of directors of BAE Systems, Inc., a subsidiary of BAE Systems plc. He also previously served on the boards of directors of MITRE Corporation and LexisNexis.

Mr. Kerr brings to the Board significant leadership experience and industry knowledge, particularly within the Intelligence Community. His continued involvement in the formation of the nation s security policies has ensured his continued expertise in this area. His seventeen years of combined service on our Board and our Advisory Board, as well as his service on the board of directors of other high-profile companies in our industry, gives him a significant understanding of the role of the Board, and knowledge of the Company, its operations, and the markets it serves. His familiarity with and knowledge of issues relating to the operation of certain Company business activities involving programs designated as classified by the U.S. government gives him the background to chair our Special Programs Oversight Committee.

Kenneth A. Minihan	**67**	**2006**

Lieutenant General Minihan (Retired) has served as a Director of ManTech since 2006. Since 2002, Lt. Gen Minihan has served as Managing Director of the Homeland Security Fund for Paladin Capital Group. From 1999-2002, Lieutenant General Minihan served as President of the Security Affairs Support Association. Lieutenant General Minihan served for over thirty years in the Air Force, serving from 1996 to 1999 as the 14th Director of the National Security Agency/Central Security Service. From 1995 to 1996 he was a Director of the Defense Intelligence Agency. Lieutenant General Minihan is a Founder of the Intelligence and National Security Alliance in Washington, D.C., and serves on the boards of directors of BAE Systems, Inc., a subsidiary of BAE Systems plc, and Lexis Nexis Special Services Inc. He also is a former member of the board of directors of Verint Systems, Inc. (NASDAQ: VRNT) and MTC Technologies, Inc. (NASDAQ: MTCT).

Lieutenant General Minihan brings to the Board an impressive mix of military, government, business, and investment experience in the Company s industry. His position as Managing Director of the Homeland Security Fund for Paladin Capital Group also gives Lieutenant General Minihan keen insight into merger and acquisition activity within our industry. Lieutenant General Minihan s industry knowledge is supplemented by his experience serving on numerous other public and private company boards in the defense and government IT services industry, and as a result he has deep understanding of the role of the Board and the Company, as well as the Company s addressable markets.

Name	Age	Director Since
Stephen W. Porter	**72**	**1991**

Mr. Porter has served as a Director of ManTech since 1991. Mr. Porter is Senior Counsel with the law firm of Arnold & Porter, where he has practiced law since June 1993, focusing on real estate, tax, and corporate law. Mr. Porter became a certified public accountant in 1961. Mr. Porter currently serves on the executive committee of the District of Columbia Chamber of Commerce, for which he is currently serving his second term as Chairman of the Board of the District of Columbia Chamber of Commerce. From 1992 to 1994, he served as a member of the Advisory Board of the Center for Strategic and International Studies, a non-partisan public policy institute. In 2007, President Bush appointed Mr. Porter as a Trustee of the National Council on the Arts.

Mr. Porter is the Company s longest standing non-employee director, having served on the Board for two decades. Mr. Porter brings to the Board historical knowledge about the Company and its operations. In his role on the Board, he has helped guide the Company through its most transformative stages of growth, including the Company s initial public offering and its acquisitive activity. Mr. Porter also provides the Board with the benefit of significant legal experience and knowledge regarding a public company s corporate governance activities, and in this regard adds important diversity of experience to the Board.

Recommendation of the Board of Directors

The Board recommends that you vote FOR the election of each of the director nominees listed above. All proxies executed and returned will be voted FOR all of the director nominees unless the proxy specifies otherwise.

EXECUTIVE OFFICERS

We have set forth below the names and ages (as of the Mailing Date) of our current executive officers, and their respective positions with us. Biographical information for each of our executive officers is presented following the table. The biographical information for Mr. Pedersen, our Chairman of the Board and Chief Executive Officer, was presented in the Information Regarding the Nominees for Election as Directors section of the proxy statement.

Our executive officers serve at the discretion of the Board of Directors.

Name	Age	Position
Kevin M. Phillips	**49**	**Executive Vice President & Chief Financial Officer**

Mr. Phillips is Executive Vice President and Chief Financial Officer of ManTech International Corporation. Prior to being named Chief Financial Officer in 2005, Mr. Phillips served as Corporate Vice President and Chief of Staff for ManTech, in which capacity he played an active role in the integration of acquisitions and other strategic business issues. Mr. Phillips joined ManTech in February 2003. He was formerly the Chief Financial Officer of CTX Corporation, a provider of information technology and software strategies and solutions to the national intelligence community. Mr. Phillips spent seven years in the executive management of CTX Corporation. Prior to that, he held various roles including controllerships in IT service providers to the government.

John J. Fitzgerald	**57**	**Senior Vice President, Finance & Controller**

Since April 2004, John Fitzgerald has been the Company s Senior Vice President of Finance and Controller. In July 2006, he was promoted to Principal Accounting Officer. Previously, he was Vice President and Controller at DynCorp. Prior to that, he was Vice President and Controller at Litton/PRC Inc. a division of Litton Industries Inc. from 1992-1997. He has also held various senior financial positions, including Chief Financial Officer at other companies. He started his career at Ernst & Ernst.

Louis M. Addeo	**59**	**Group President - TSG**

Mr. Addeo is President of our Technical Services Group (TSG). Mr. Addeo joined ManTech in March 2009. Prior to joining ManTech, from 2007 until January 2009, Mr. Addeo served as chief operating officer of Serco, North America, a subsidiary of Serco Group, a 40,000 person organization operating in 30 countries. From 2001 to 2006, Mr. Addeo served as the President of AT&T Government Solutions, a $1.5 billion business segment providing a broad array of complex business IT and services solutions to federal, civilian, Department of Defense (DoD), and Intelligence Community customers. Mr. Addeo previously served in a variety of other capacities during his almost 30-year tenure with AT&T.

Name	Age	Position
Terrence M. Ryan	**52**	**Group President - SEAT**

Mr. Ryan was named President of the ManTech Systems Engineering & Advanced Technology Group (SEAT) in September 2009. He joined ManTech from Mercury Federal Systems, a company providing ISR system and technology solutions to the federal government, where he was the President and Chairman beginning in March 2007. From February 2006 to March 2007, he was Senior Vice President of Strategic Development for SAIC, responsible for strategy, and mergers and acquisitions for the Intelligence, Security and Technology Group. Prior to SAIC, Mr. Ryan was the Vice President and Director for SRA International s C4ISR Center, from February 2002 to February 2005, and President, CEO and Director of Adroit Systems, Inc. He also served as the DoD Director of Intelligence, Surveillance and Reconnaissance.

L. William Varner	**59**	**Group President - MCTS**

Mr. Varner was named President of the ManTech Mission, Cyber & Technology Solutions Group (MCTS) in September 2009. From 2004 until September 2009, Mr. Varner was a Vice President, Corporate Officer, and Executive Director of the Intelligence Operations operating unit of Northrop Grumman/TASC, a $400 million organization which specialized in highly technical engineering and operations support to the Intelligence Community. While at TASC, he grew his operating unit substantially, and his team earned Capability Maturity Model Integration Level 5 certification in software development. Prior to his service with the Intelligence Operations Operating Unit, Mr. Varner was a Vice President of the Signal and Information Processing Business Unit for TASC. He joined TASC in 1978 where he held positions of increasing responsibility in project, program, and line management before becoming a senior executive.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of ManTech s Board of Directors has reviewed and discussed with ManTech s management the Compensation Discussion and Analysis that follows this report. Based on that review and the discussions with management, the Compensation Committee recommended to ManTech s Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated into ManTech s Form 10-K.

Compensation Committee Members

Walter R. Fatzinger, Jr., *Chairman*

Barry G. Campbell

Admiral David E. Jeremiah, USN Ret.

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis contains statements regarding individual and Company performance targets and goals. These targets and goals are disclosed in the limited context of our compensation program. These targets and goals are not statements of our expectations or estimates of results or other guidance. Investors should not apply the targets and goals to any other context.

This section describes the compensation for our Chief Executive Officer and Chief Financial Officer in 2010, as well as each of our three most highly compensated executive officers employed at the end of 2010, all of whom we refer to as our named executive officers. Our named executive officers for 2010 are George J. Pedersen, Chairman of the Board and Chief Executive Officer, Kevin M. Phillips, Executive Vice President and Chief Financial Officer, and Louis M. Addeo, Terrence M. Ryan, and L. William Varner, III, our three business group presidents.

Executive Summary

In 2010, ManTech s named executive officers led the Company through a number of important efforts to realign and strengthen the Company s overall long-term growth profile, and positioned the Company to continue to deliver significant value to its stockholders. These efforts included completing a number of strategic acquisitions, issuing public debt to augment the Company s long-term capital structure, and executing a significant management restructuring, all without sacrificing the Company s focus on our national security base, ability to target high-growth segments of the market, and capacity to pursue further strategic acquisitions. These efforts resulted in significant growth during 2010, as measured by an increase in revenue of 29%, net income growth of 12%, and operating cash flow of $171 million, and we believe the Company is well positioned to address future challenges and opportunities. For a more detailed description of our fiscal year 2010 financial results, see the Management s Discussion and Analysis of Financial Condition and Results of Operations in our 2010 Annual Report on Form 10-K.

We continually evaluate the individual elements of our executive compensation program in light of market conditions and governance requirements, and we make changes where appropriate for our business. Our core compensation program elements have remained substantially unchanged over the last several years, as we believe our executive compensation structure has continued to contribute to the Company s outstanding financial performance. For 2010, as in prior years, we utilized performance measures for our annual incentive compensation program that relate to overall Company performance for our Chief Executive Officer and Chief Financial Officer, and a combination of overall Company performance and business group performance for our business group presidents. Additionally, we expanded the performance measures for the annual incentive compensation program to include Direct Labor and Voluntary Turnover (each as defined below), in order to focus our named executive officers on certain key factors contributing to profitability and efficiency while continuing to meet the Company s growth targets.

We undertook a management restructuring in August 2010, in which each of our business group presidents (Messrs. Addeo, Ryan, and Varner) was also made chief operating officer of his respective business group. In connection with the management restructuring and their increased responsibilities, we approved salary increases for, and entered into retention agreements with, Messrs. Addeo, Ryan, and Varner. We also provided long-term incentive compensation to all of our named executive officers (other than Mr. Pedersen) in the form of stock option awards, to ensure the continued services of these executives during the restructuring period and beyond.

Our executive compensation program is based upon a strong foundation of seeking to provide compensation that is based on performance, while at the same time avoiding compensation opportunities that could encourage unacceptable levels of risk. Our focus on performance is exemplified by our compensation philosophy (as described below), as well as by the non-discretionary component of our annual incentive compensation program, which is designed to provide maximum incentive payments only under unusual circumstances evidencing truly exemplary and outstanding performance. In furtherance of our commitment to minimize risk associated with our compensation program, our Compensation Committee works closely with management to identify, monitor, and mitigate any such risks. Through its work with management, the Compensation Committee has concluded that the Company s policies and procedures with respect to named executive officer compensation are not reasonably likely to have a material adverse effect on the Company. For additional information about our process for evaluating compensation-related risk, see the Compensation Risk Management section of this proxy statement.

Objectives of Our Executive Compensation Program

Our executive compensation program is designed to support our key business objectives of creating value for, and promoting the interests of, our stockholders. In order to align the interests of our executives with those of our stockholders, we believe that our executive compensation program must provide our executive officers with competitive compensation opportunities that are based upon their contribution to the development and financial success of the Company, as well as their personal performance.

Specifically, we believe that our executive compensation program should:

Ø Reflect the competitive marketplace, so we are able to attract, retain, and motivate talented executives;

Ø Be tied in substantial part to financial performance, so that our executives are held accountable through their compensation for the business performance of the Company and (if applicable) the business groups for which they are responsible;

Ø Appropriately balance short- and long-term incentives, with target levels based on role or level of contribution, and have a significant portion of the total target compensation for the senior executive team focused on long-term performance;

Ø Align the interests of management with shareholders through grants of stock options, restricted stock or other stock-based compensation; and

- Use qualitative factors beyond the quantitative financial metrics as a consideration in the determination of whether discretionary compensation payments to individual executives are appropriate.

Executive Compensation Setting Process

The Compensation Committee has primary responsibility for setting the compensation of our executive officers. In making executive compensation decisions, the Compensation Committee consults with our CEO and other members of our management team, and relies upon the assistance of Ernst & Young LLP (E&Y), as the Compensation Committee s independent compensation consultant.

The Compensation Committee believes that the input of management is an important part of the executive compensation setting process. As a result, the Compensation Committee requested that management provide initial recommendations with respect to the 2010 compensation packages for each named executive officer. These recommendations included types and amounts of compensation for each executive, as well as appropriate goals for each of the 2010 performance metrics, as determined by the Compensation Committee. In setting each executive s compensation opportunities for 2010, the Compensation Committee considered management s recommendation in light of, and in addition to, other factors, including individual experience, responsibilities, performance, prior compensation levels, and retention needs, as well as the specific management needs of the Company.

In evaluating the reasonableness of its compensation decisions and the Company s compensation programs generally, the Compensation Committee takes into account the compensation practices of, and the competitive market for executives at, companies with which we compete for talent. To this end, the Compensation Committee asked E&Y to perform an analysis of the Company s 2010 executive compensation program, including a review of the overall competitiveness of proposed compensation levels to prevailing market standards for executive officers. The market information included in this analysis was based on published compensation surveys for similarly-sized companies within the business software and services industry (as sorted and refined by E&Y on a position-by-position basis), as well as proxy analysis of the Company s compensation peer group, to generate market consensus figures for each of our named executive officer s total cash compensation (base salary and annual incentive) and, where available, total direct compensation (total cash compensation plus long-term incentives). Market consensus figures were presented at both the 50th and 75th percentiles of the market data to provide general information on a market competitive range of compensation for each position.

E&Y does not identify to us the individual companies that comprise the published survey data for each executive s position. The Compensation Committee, in consultation with E&Y and management, determined the compensation peer group used to produce the proxy data. The primary basis for selecting the peer group was to identify public companies with which we compete directly for executive talent, customers, market share, capital, and shareholders. For 2010, ManTech s compensation peer group was substantially the same as for 2009, after eliminating BearingPoint, Inc. (due to its bankruptcy) and Perot Systems Corporation (due to its acquisition by Dell). The 2010 compensation peer group consisted of the following 12 companies:

- Computer Sciences Corporation
- Harris Corporation
- L-3 Communications
- NCI, Inc.
- SAIC, Inc.
- Stanley, Inc.
- CACI International, Inc.
- DynCorp International, Inc.
- ICF International
- MAXIMUS, Inc.
- SRA International
- Unisys Corp

The Compensation Committee did not consider the market consensus figures for the purposes of benchmarking or otherwise targeting any component of executive compensation or total executive compensation at a particular percentile of market, and instead used the market consensus figures only as a reference point in its determination of the types and amount of compensation for the named executive officers, based on the Compensation Committee s own evaluation of the circumstances with respect to each named executive officer. Factors that may cause our individual executives compensation to fall outside of the market consensus figures presented to the Compensation Committee include competitive factors, the Company s financial and operating performance, the individual executive s position or performance, and other factors that may inform the Committee s determination of the best way to align our named executive officers interests with those of our stockholders. For example, Mr. Pedersen s total direct compensation has historically been below the market competitive range because he does not receive any long-term equity grants from the Company, a significant component of total direct compensation among our market peers.

2010 Named Executive Officer Compensation

Our compensation program utilizes three principal types of compensation: base salary, annual cash incentive payments, and long term incentive compensation. While we do pay some compensation through employee benefits and perquisites, these forms of compensation generally do not represent a significant portion of the total compensation we pay our executives.

Base Salary

We pay our named executive officers base salaries that reflect the requirements of the marketplace. We also take into account the individual executive s experience, base salary in the prior year, personal performance, internal pay equity considerations, and (if applicable) size and other factors related to the business group for which the executive is responsible. The consideration given to each of these factors differs from individual to individual, as deemed appropriate.

Each of our named executive officers received a salary increase, based on the factors listed above, in March 2010 as part of our regular salary setting process. Furthermore, in connection with our management restructuring in August 2010, Messrs. Addeo, Ryan, and Varner received additional salary increases to compensate them for their additional duties and responsibilities in their expanded roles. The final 2010 base salaries for our named executive officers are shown in the following chart:

Executive	2010 Base Salary	2009 Base Salary
Mr. Pedersen	$1,700,000	$1,625,000
Mr. Phillips	$600,000	$550,000
Mr. Addeo	$700,000	$550,000
Mr. Ryan	$600,000	$430,000
Mr. Varner	$600,000	$375,000

Annual Incentive Compensation

Our named executive officers have the potential to earn annual cash incentive payments through our annual incentive compensation program. Our annual incentive program has both non-discretionary and discretionary components, but we generally place greater emphasis on the non-discretionary component in setting the target annual incentive payment amounts for each executive.

We make our incentive payments annually, when earned, and after our financial results for the year have been finally determined. We have chosen to make annual incentive compensation payments in the form of cash rather than stock, as the stock compensation component of our compensation program is designed to provide a longer-term incentive for our named executive officers.

Ø **Non-Discretionary Incentive Compensation Payments**

The material elements of the non-discretionary component of our annual incentive program are as follows:

Ø A uniform, systematic, and measurable process for determining the amount of incentive compensation to be paid;

Ø Business group performance objectives that support the goals and objectives for the Company as a whole;

Ø Compensation Committee discretion to reduce the amount of the non-discretionary portion of a named executive officer s annual cash incentive payment that would otherwise be payable upon the executive s achievement of the pre-established goals.

Ø ***Structure of 2010 Non-Discretionary Incentive Opportunities***

For 2010, we used the following performance measures at both the Company-level and business group-level for the non-discretionary component of our annual incentive program:

Revenue	Revenue is the principal means by which we measure our overall growth, which is an important factor at this point in the life of the Company. Because of profit margin limitations that apply to government contracts, increasing our revenue is the principal method by which we can increase our profits.
EBIT	Earnings before interest and taxes (EBIT) is the principal method by which we measure our profitability and monitor our ability to achieve returns for our stockholders.
DSO	Days Sales Outstanding (DSO) represents the average number of days between the date of a sale and the cash collection of the revenue from that sale. DSO is an important measure that drives our cash flow.
Bookings	Bookings refers to the total value of all contracts, including renewals and customer purchases in excess of prior contracted commitments, awarded during the year. We do not include in our Bookings the award of ID/IQ contracts, or contracts that we have won but that are being protested. Awards of new contracts and the renewal of existing contracts are an important measure of our ability to increase our revenues.
Direct Labor	Direct Labor is measured as total direct labor costs, including for intercompany work. Since we earn higher profits from labor services that our employees provide compared with subcontracted efforts and other reimbursable items such as hardware and software purchases for clients, we seek to optimize our labor services on all of our engagements.
Voluntary Turnover	Voluntary Turnover refers to the rate of employee-initiated terminations. Because of the costs and competition associated with recruiting and training new employees, lower levels of voluntary employee turnover can improve our profitability, and reflect our ability to retain the highly specialized employees required in our industry.

For 2010, the non-discretionary annual incentives for each of Mr. Pedersen (our Chairman and CEO) and Mr. Phillips (our Executive Vice President and CFO) were based solely on Company-level performance measures. By using only Company-level performance measures, the incentives for these executives were balanced for all aspects of the Company s business, and were intended to encourage them to attend to the entire business of the Company and make decisions for the benefit of the entire Company. The percentage achievement of each of the Company-level performance goals is multiplied by a weighting factor, and the resulting products are added to determine an overall Company-level performance score. The Company-level performance measures, associated weighting factors, and goals are shown in the table below.

Company-Level Performance Measures

Performance Measure	*Weighting*	*Goal (dollars in thousands)*
Revenue	25%	$2,850,003
EBIT	25%	$229,764
DSO	20%	70
Bookings	10%	$3,702,700
Direct Labor	10%	$714,400
Voluntary Turnover	10%	16%

The non-discretionary annual incentives for Messrs. Addeo, Ryan, and Varner were based on a combination of the Company-level performance goals described above and performance goals for the business group for which each executive was responsible. By using both Company-level and business group-level measures, the incentives were intended to encourage these executives to make decisions that benefit both their business groups and the Company as a whole. The overall performance score for the Company-level goals and the overall performance score for the business group-level goals are multiplied together to determine a composite performance score. Certain business group-level performance measures, associated weighting factors, and goals are shown in the table below.

Business Group-Level Performance Measures

		Mr. Addeo	*Mr. Varner*	*Mr. Ryan*
Performance Measure	*Weighting*	*Goal (dollars in thousands)*		
Revenue	25%	$ 1,865,365	$ 568,293	$ 387,727
EBIT	25%	(1)	(1)	(1)
DSO	20%	67	70	70
Bookings	10%	$ 2,302,700	$ 800,000	$ 600,000
Direct Labor	10%	(1)	(1)	(1)
Voluntary Turnover	10%	19%	15%	10%

1 EBIT and Direct Labor goals for the business groups were set in proportion to the Company-level goals for those measures, taking into account the size, customers, contract types, and other attributes of the relevant business group. Both EBIT and Direct Labor goals were designed to be challenging to meet at targeted performance, with the maximum goals attainable only under unusual circumstances indicating truly exemplary and outstanding performance.

The performance score for each of our named executive officers is converted by fixed formula to an annual incentive award expressed as a percentage of base salary. For 2010, the non-discretionary incentive award opportunity for each of our named executive officers at threshold, target, and maximum performance levels is set forth in the below table.

Non-Discretionary Incentive Award Opportunities

(expressed as a percentage of base salary)

Executive	*Threshold Performance Score (90%)*	*Target Performance Score (100%)*	*Maximum Performance Score (110%)*
Mr. Pedersen	55%	110%	193%
Mr. Phillips	38%	75%	131%
Mr. Addeo	25%	50%	88%
Mr. Varner	20%	40%	70%
Mr. Ryan	20%	40%	70%

Ø ***2010 Non-Discretionary Incentive Compensation Results***

Calculation of the overall Company-level performance score for 2010 is shown in the table below.

Company-Level Performance Score

Performance Measure	*Weighting*	*% Achievement*	*Score*
Revenue	25%	91%	23%
EBIT	25%	93%	23%
DSO	20%	104%	21%
Bookings	10%	75%	7%
Direct Labor	10%	89%	9%
Voluntary Turnover	10%	102%	10%
Company-Level Performance Score			**93%**

The non-discretionary annual incentive payments for Messrs. Pedersen and Phillips were based solely on the Company-level performance score. As a result, Mr. Pedersen received a non-discretionary annual incentive payment equal to 72% of his 2010 base salary, and Mr. Phillips received a non-discretionary annual incentive payment equal to 49% of his 2010 base salary.

Calculation of each of the business group-level performance scores for 2010 is shown in the table below.

Business-Group Level Performance Scores

		Mr. Addeo		*Mr. Ryan*		*Mr. Varner*	
Performance Measure	*Weighting*	*% Achievement*	*Score*	*% Achievement*	*Score*	*% Achievement*	*Score*
Revenue	25%	91%	23%	93%	23%	93%	23%
EBIT	25%	103%	26%	82%	20%	81%	20%
DSO	20%	107%	21%	74%	15%	88%	18%
Bookings	10%	60%	6%	145%	15%	64%	6%
Direct Labor	10%	89%	9%	91%	9%	89%	9%
Voluntary Turnover	10%	115%	12%	84%	8%	91%	9%
Business Group-Level Performance Score			**96%**		**90%**		**85%**

Each business-group performance score was multiplied by the Company-level performance score (93%) to yield a composite performance score. Based on his achievement of a composite performance score of 90%, Mr. Addeo was paid a non-discretionary annual incentive payment equal to

25% of his

base salary. Because their composite scores did not meet or exceed the threshold score under our annual incentive program, Messrs. Ryan and Varner did not receive a non-discretionary annual incentive for 2010.

The Compensation Committee did not exercise its negative discretion to reduce the amount of the 2010 non-discretionary incentive compensation payment to any of the Company s named executive officers.

Ø ***Discretionary Incentive Compensation Payments***

- Ø Designed to give the Compensation Committee additional flexibility in determining the appropriate reward under the Company s annual incentive program

- Ø Payment of the discretionary component is based on the executive s individual performance and any objective or subjective factors that the Compensation Committee deems appropriate, in its sole discretion (including the recommendations of our CEO, as they relate to other executives)

Each of the named executive officers was provided with a target discretionary bonus opportunity for 2010. The target discretionary annual incentive for Messrs. Pedersen and Phillips was set at 10% of each executive s base salary, and the target annual incentive for Messrs. Addeo, Ryan, and Varner was set at 35% of each executive s base salary. The higher discretionary component at target for the executives with primarily business-group level responsibilities is designed to allow the Compensation Committee greater flexibility to take into account individual contributions and other qualitative factors that the formula used to determine the non-discretionary component may not fully capture.

The Compensation Committee awarded discretionary bonuses to our named executive officers as follows.

Executive	***2010 Discretionary Payment***
Mr. Pedersen	$170,000
Mr. Phillips	$206,000
Mr. Addeo	$325,000
Mr. Ryan	$400,000
Mr. Varner	$400,000

The size of the discretionary awards for each of the named executive officers was determined based on a combination of factors and the Compensation Committee s assessment of the individual officer s achievements for the year. The discretionary awards were utilized, as designed, to capture and reward individual performance that the non-discretionary component of our incentive program did not take into account.

Ø ***Corporate Named Executive Officers***

Mr. Pedersen (CEO) was awarded the discretionary payment referenced above based on a number of factors, including successful actions to identify and acquire businesses in 2010 that enhanced the competitive positioning of the Company, implementation of the management reorganization during 2010, and continuing strategic leadership.

Mr. Phillips (CFO) was awarded the discretionary payment referenced above based on several factors, including the Company s strong financial positioning through the establishment of long term debt with strong ratings, and multiple acquisitions made by the Company during 2010.

Ø ***Business Group Presidents***

In determining the size of the discretionary awards made to our business group presidents, the Compensation Committee considered their respective roles in the Company s management reorganization during 2010, which significantly increased their group-level operational responsibilities. Additionally, the Compensation Committee considered the following:

Mr. Addeo (President, TSG)	was awarded the discretionary payment referenced above in consideration of continued strong leadership of the Company s largest business group, as evidenced by an increase in his group s prime contract mix, organizational efforts to increase headcount, and the successful integration of a significant acquisition into his group during 2010.
Mr. Ryan (President, SEAT)	was awarded the discretionary payment referenced above in consideration of improved bid & proposal efforts within his group, increased market positioning with new customers, an increase in his group s prime contract mix, implementation of a group reorganization that improved management strength, and successful group-level acquisition activities in 2010.
Mr. Varner (President, MCTS)	was awarded the discretionary payment referenced above in consideration of his group s successful expansion in cyber security within key customers, implementation of a group reorganization that improved management strength, strengthened customer relationships within the intelligence community, and the successful integration of an acquisition into his group during 2010.

In light of these factors, the Compensation Committee determined that the size of the discretionary awards to each of the named executive officers was appropriate.

Long-Term Incentives

We provide long-term incentives to our named executive officers primarily through annual equity grants in the form of stock options. The grants are designed to align the interests of our named executive officers with those of our stockholders and provide these officers with a significant incentive to manage the Company from the perspective of an owner with an equity stake in the Company. The Compensation Committee makes all equity grants to our named executive officers.

We generally use stock options as long-term incentives because stock options provide value to our executives only if our stock price increases. Standard features of stock option awards granted to our named executive officers generally include the following:

Ø Vesting in equal annual installments over three years, beginning on first anniversary of grant date

Ø Accelerated vesting on death, disability, or change in control (for certain executives with change-in-control agreements)

Ø Granted on one of four quarterly grant dates each year

Ø Exercise price equal to the closing price of our stock on Nasdaq on the grant date

Ø Expire five years from the date of grant

Generally, the amount of an annual option grant to a named executive officer is based on the executive s personal performance and the performance of any business group for which the executive was responsible in the last fiscal year. The amount of the grant may also depend on the executive s position, responsibilities, and current base salary, as well as on internal pay equity considerations, the need to attract or retain the executive, and whether the executive has been recently promoted or hired. On occasion, the Compensation Committee may also consider the number of options or shares held by the executive with the goal of maintaining an appropriate level of equity incentive for that individual. However, the Compensation Committee does not adhere to any specific guidelines as to the level of stock or option holdings of our named executive officers.

The annual equity grants to our named executive officers in March 2010 were as follows: Mr. Phillips received 10,000 shares of restricted stock, Mr. Addeo received 30,000 stock options, and Messrs. Ryan and Varner received 20,000 stock options each. In addition to the annual equity grant, in August 2010 each of Messrs. Phillips, Addeo, Ryan, and Varner received a grant of 20,000 stock options in recognition of each executive s expanded duties and to provide an additional retention incentive in connection with the management restructuring described above.

The decision to issue the annual equity grant to Mr. Phillips in the form of restricted stock, instead of in the form of stock options, was made for a number of reasons, including the level of in-the-money stock options currently held by Mr. Phillips. Mr. Phillips restricted stock award vests over a three-year period on the same vesting terms as the standard terms for our stock option grants. Because restricted stock provides value even if our share price stays the same or decreases, Mr. Phillips received fewer shares than the number of options that he would have received if the Company had granted options instead.

Consistent with past practice, because of the level of Mr. Pedersen s stock ownership as Company founder, the Compensation Committee determined that Mr. Pedersen would not receive any equity grants in 2010.

Employee Benefits and Perquisites

Our named executive officers participate in the same employee benefit programs as other employees. We do not have any supplemental retirement plan paid for by the Company for our named executive officers.

Our executive perquisites generally involve limited expenses and payments for car allowances or the use of Company cars. Mr. Pedersen is entitled to receive certain contributions and other benefits under the terms of his Retention Agreement, as described below. We do not provide any tax gross ups with respect to perquisites provided to our named executive officers.

Agreements with Our Named Executive Officers

CEO Compensation and Retention Agreement

The Compensation Committee determines the compensation of the CEO based on the terms of his retention agreement, and the Compensation Committee s evaluation of the same factors applied to the other named executive officers. Historically and for 2010, our CEO s total annual cash compensation has been materially greater than the annual cash compensation for other named executives because of Mr. Pedersen s responsibilities for the overall strategy of our Company, his active role in the operations of the Company, and the fact that he has not participated in any equity-based compensation programs due to his substantial stock holdings.

We entered into the retention agreement with our CEO at the time of our initial public offering in 2002 for the purpose of providing stable management following the offering. The retention agreement is for an indefinite term, and provides for an annual base salary of at least $1,000,000, to be reviewed annually by the Company and established for the upcoming year based substantially on the same factors and general compensation policies applicable to the Company s other named executive officers. The retention agreement provides that Mr. Pedersen is entitled to receive contributions to qualified and non-qualified retirement plans, insurance programs, and perquisites on the same terms they have been provided in previous years, including items such as the lease of an executive type of vehicle for business and personal use, a portion of an employee s time spent on non-corporate matters on behalf of Mr. Pedersen (including attending to chauffeur/valet services and other assistance as required from time to time), and club memberships. With Mr. Pedersen s consent, Mr. Pedersen does not participate in either our ESOP or 401(k) Plan, and the Company no longer maintains a non-qualified retirement plan on his behalf.

If we terminate Mr. Pedersen s employment without cause, we are required to pay Mr. Pedersen a lump sum amount equal to one year s base salary at the rate in effect immediately prior to his termination of employment ($1,700,000 for 2010). Mr. Pedersen agrees not to compete with us and not to solicit our customers or employees during the term of his employment and through the severance period.

Change in Control Agreements

The Company has change in control agreements in place with Messrs. Phillips, Addeo, Ryan, and Varner, which provide for accelerated vesting of any unvested stock options or other equity awards upon the occurrence of a change in control of the Company. In addition, these agreements provide for certain additional payments and benefits if the executive s employment with the Company is terminated by the Company without cause or by the executive for good reason within specified periods preceding or following the occurrence of a change in control of the Company. The agreements are in effect for varying initial terms depending on the executive s position, but in each case are automatically extended annually unless the Company or the executive otherwise gives notice. The term automatically expires upon the executive s termination of employment for any reason prior to the occurrence of a change in control. The initial term, post-change in control protection period, and amount payable on a qualifying termination for each of the agreements are set forth in the table below. The provisions of each agreement are otherwise substantially the same.

Executive	Initial Term	Protection Period	Compensation Amount Payable
Mr. Phillips	2 years	2 years	2.5 times base salary and target bonus
Messrs. Addeo, Ryan, and Varner	1 year	6 months	1.5 times base salary and target bonus

For Mr. Phillips, the target bonus amount to be considered in calculating the amount payable is guaranteed to be at least 85% of his base salary. Mr. Phillips would also receive a pro-rated annual bonus amount for the year of termination, pro-rated based on his service during the year through the date of termination, and subject to satisfaction of the applicable performance conditions related to such bonus opportunity through the end of the year. The amount of the payment to Mr. Phillips is subject to the reduction provisions described in the Potential Payments on Termination or Change in Control section of this proxy statement.

The purpose of these agreements is to induce the executives to remain in the employment of the Company in the event of the possibility or the occurrence of a change in control. These executives perform critical functions within the Company and their continued employment leading up to and immediately following a change in control would be necessary to ensure a smooth transition of the Company to new owners, and to obtain the maximum possible value of the Company for its existing shareholders. The agreements provide for immediate vesting of outstanding equity awards upon the occurrence of the change in control, instead of upon a qualifying termination of employment following the change in control, to provide the executives, whose efforts will have been instrumental to the success of the Company before the change, with an opportunity to share fully in the value of the Company at the time of the change to the same extent as the Company s existing shareholders.

Retention Agreements with Our Business Group Presidents

In August 2010, in connection with our management restructuring, we entered into retention agreements with Messrs. Addeo, Ryan, and Varner. Under these agreements, each executive will receive a lump-sum cash payment of $250,000 if the executive remains employed with ManTech through December 31, 2011. The retention payment is accelerated upon the executive s death, disability or termination by the Company without cause, but is forfeited upon the executive s resignation for any reason or termination by the Company for cause prior to December 31, 2011. The purpose of these agreements was to ensure the continued employment of each of these key executives during and following our management restructuring.

Other Compensation Matters

Tax and Accounting Considerations

We have considered the potential impact of Section 162(m) of the Internal Revenue Code of 1986, as amended (Section 162(m)) in structuring our executive compensation program. Generally, the stock options and non-discretionary annual incentives we pay our named executives are fully deductible under Section 162(m). To the extent we pay annual amounts of compensation in the form of salary, discretionary bonuses, and/or non-performance based restricted stock that are in excess of $1 million in the aggregate for a named executive officer, such amounts are generally non-deductible (other than payments to our CFO, all of whose compensation is fully deductible under Section 162(m)). Our policy is to pay our executives in the manner that we think is in the best interests of the Company, while taking into account the implications of Section 162(m), as appropriate. This may result in the payment of salary or bonuses that are not tax deductible. The amount of non-deductible compensation has not been material to date.

Recovery of Incentive Payments

We are subject to the requirements of Section 304 of the Sarbanes Oxley Act of 2002, which provides for the recovery of certain incentive compensation payments made to our CEO or CFO in the event of an accounting restatement arising because of material non-compliance with financial reporting requirements due to misconduct. We have never had occasion to recover an incentive compensation payment to our CEO or CFO under this provision, and have not established any other policy regarding the forfeiture or recovery of incentive compensation. We expect to implement a clawback policy in accordance with the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the guidance issued by the SEC and national securities exchanges thereunder.

Compensation of Mr. Lawrence B. Prior, III

In this Compensation Discussion and Analysis and the accompanying tables and narrative disclosure, we provide information regarding the 2010 compensation of Lawrence B. Prior, III, our former President and Chief Operating Officer, as required by SEC Rules, because he would have otherwise met the requirements for reporting but for the fact that he was not serving as one of our executive officers as of December 31, 2010.

Prior to his voluntary termination in July 2010, Mr. Prior s base salary was $1,000,000, the same as in 2009. The Company made a grant of restricted stock to Mr. Prior in the amount of 25,000 shares in connection with its annual equity grants to executives in March 2010. Due to his termination, Mr. Prior subsequently forfeited all such shares of restricted stock. Mr. Prior did not receive an annual incentive payment for 2010. Mr. Prior s employment agreement and change in control agreement were terminated upon Mr. Prior s departure from the Company. Mr. Prior did not receive any severance, accelerated equity vesting or other post-termination payments or benefits due to his termination.

SUMMARY COMPENSATION TABLE

On the Summary Compensation Table below, the cash payments made under our annual executive incentive compensation program to our named executive officers are reported as follows:

- Ø The Non-Equity Incentive Plan Compensation column is used to report the portion of amounts earned under our annual incentive plan for 2010 that were calculated and paid based on pre-established, non-discretionary goals.

- Ø The Bonus column is used to report amounts earned under our annual incentive program for 2010 that were not based on pre-established goals, as well as other discretionary bonus payments we made to our named executives during 2010.

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus[1] ($) (d)	Stock Awards[2] ($) (e)	Option Awards[3] ($) (f)	Non-Equity Incentive Plan Compensation ($) (g)	All other Compensation[4] ($) (h)	Total ($) (i)
George J. Pedersen	2010	1,691,206	170,000	0	0	1,224,000	184,940	3,270,146
Chairman of the Board and	2009	1,666,394	162,500	0	0	893,750	128,586	2,851,230
Chief Executive Officer	2008	1,511,923	0	0	0	1,381,050	175,515	3,068,488
(Principal Executive Officer)								
Kevin M. Phillips	2010	590,017	206,000	500,500	217,000	294,000	9,795	1,817,312
Executive Vice President and	2009	486,286	308,119	0	492,800	302,500	17,497	1,607,202
Chief Financial Officer	2008	407,231	0	0	314,100	378,675	8,886	1,108,892
(Principal Financial Officer)								
Louis M. Addeo	2010	626,550	325,000	0	637,900	175,000	21,795	1,786,245
Group President	2009	430,972	300,000	0	1,156,350	154,000	26,206	2,067,528
Terrence M. Ryan	2010	503,364	400,000	0	497,600	0	15,362	1,416,325
Group President								
L. William Varner, III	2010	488,087	400,000	0	497,600	0	15,422	1,401,109
Group President	2009	122,597	235,000	0	486,000	0	8,694	852,291
Lawrence B. Prior, III[5]	2010	561,684	0	1,251,250	0	0	14,650	1,827,583
Former President and	2009	500,001	1,350,000	0	6,272,000	0	211,658	8,333,659
Chief Operating Officer								

1 Bonus payments for 2010 reported in this column represent discretionary bonus payments made under our incentive compensation program.

2 The amounts in this column reflect the aggregate grant date fair value of each restricted stock award, as computed in accordance with ASC Topic 718, *Compensation Stock Compensation*. The restricted stock awards granted in 2010 are also reported in the Grants of Plan-Based Awards table on page 36.

3 The amounts in this column reflect the aggregate grant date fair value of each stock option award, as computed in accordance with ASC Topic 718, *Compensation Stock Compensation*. See Note 10 to the Financial Statements in ManTech s 2010 Annual Report on Form 10-K for the valuation method for options granted in 2010, 2009, and 2008. The options granted in 2010 are also reported in the Grants of Plan-Based Awards table on page 36.

4 All Other Compensation for 2010 consists of the following amounts: (a) matching contributions made to the ManTech 401(k) Plan in the amounts of $7,500, $5,763, $5,387, $7,956, and $4,592 for Messrs. Phillips, Addeo, Ryan, Varner, and Prior, respectively (Mr. Pedersen voluntarily did not participate in the Company s 401(k) Plan in 2010); (b) contributions to the Employee Stock Ownership Plan in the amount of $1,571 for each of Messrs. Phillips, Addeo, Ryan, and Varner (Mr. Pedersen is not eligible to participate in the Company s Employee Stock Ownership Plan and Mr. Prior did not qualify for a contribution in 2010); (c) payments of life insurance premiums of $724, $613, $724, $724, and $162 for Messrs. Phillips, Addeo, Ryan, Varner, and Prior, respectively; and (d) perquisites in the amounts of $184,940 and $13,848 for Messrs. Pedersen and Addeo, respectively. The perquisites for Mr. Pedersen consist of: (i) $117,001 for the portion of the total cost to the Company of employees time spent on non-corporate matters on behalf of Mr. Pedersen (primarily as a driver), (ii) $28,650 for legal fees, (iii) tax preparation fees, (iv) automobile expenses, and (v) a club membership. The perquisites for Mr. Addeo consist of: (i) company paid medical and dental insurance premiums, (ii) automobile expenses, and (iii) a club membership. For legal fees, the amount reported is the dollar amount paid by the Company. For employees time, the aggregate incremental cost is determined by using the employee s salary and overhead costs for the year to calculate an hourly cost, and allocating that cost based on the percentage of time spent on these matters compared to the employees total time.

5 Mr. Prior resigned in July 2010. He did not receive any severance, accelerated equity vesting or other post-termination payments or benefits due to his termination, other than payment of salary earned and vacation accrued prior to his separation (such amounts are reflected in the Salary column of this table). Before his resignation, Mr. Prior received a restricted stock award of 25,000 shares in March of 2010. Such grant was subsequently forfeited in its entirety as a result of Mr. Prior s termination.

GRANTS OF PLAN-BASED AWARDS

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards[1]						
Name (a)	**Grant Date (b)**	**Threshold ($) (c)**	**Target ($) (d)**	**Maximum ($) (e)**	**All Other Stock Awards: Number of Shares of Stock or Units (#)[2] (f)**	**All Other Option Awards: Number of Securities Underlying Options (#)[3] (g)**	**Exercise or Base Price of Option Awards ($/Sh)[4] (h)**	**Grant Date FairValue of Stock and Option Awards ($)[5] (i)**
George J. Pedersen								
2010 Incentive Compensation Program[6]		935,000	1,870,000	3,281,000				
Kevin M. Phillips								
2010 Incentive Compensation Program[6]		228,000	450,000	786,000				
2010 Restricted Stock Grant	3/15/10				10,000			500,500
2010 Option Grant	8/2/10					20,000	39.95	217,000
Louis M. Addeo								
2010 Incentive Compensation Program[6]		175,000	350,000	616,000				
2010 Option Grant	3/15/10					30,000	50.05	420,900
	8/2/10					20,000	39.95	217,000
Terrence M. Ryan								