

MANTECH INTERNATIONAL CORP
Form 11-K
June 28, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the fiscal year ended December 31, 2006.

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the transition period from _____ to _____

Commission File Number: 000-49604

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

ManTech International Corporation 401(k) Plan

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:
ManTech International Corporation

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12015 Lee Jackson Highway

Fairfax, VA 22033-3300

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MANTECH INTERNATIONAL CORPORATION 401(K) PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Retirement Plan Committee and Participants of

ManTech International Corporation 401(k) Plan

Fairfax, VA

We have audited the accompanying statements of net assets available for benefits of the ManTech International Corporation 401(k) Plan (the Plan) as of December 31, 2006 and 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the year ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the financial statements, the 2006 and 2005 financial statements include securities valued at \$48,180,035 (17 percent of net assets) and \$49,681,177 (21 percent of net assets), respectively, whose values have been estimated by the Retirement Plan Committee in the absence of readily ascertainable market values. We have examined the procedures used by the Retirement Plan Committee in arriving at its estimate of the value of such securities and have inspected underlying documentation, and in the circumstances, we believe that such procedures are reasonable and the documentation appropriate. However, because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material.

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Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2006 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. This schedule has been subjected to the auditing procedures applied in our audit of the basic 2006 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP

McLean, VA

June 26, 2007

Table of Contents**MANTECH INTERNATIONAL CORPORATION 401(k) PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****AS OF DECEMBER 31, 2006 AND 2005**

| | 2006 | 2005 |
|---|-----------------------|-----------------------|
| ASSETS: | | |
| Investments at fair value: | | |
| Participant-directed investments | \$ 278,275,498 | \$ 223,901,087 |
| Loans receivable from participants | 4,667,745 | 3,588,590 |
| Total investments | 282,943,243 | 227,489,677 |
| Receivables: | | |
| Employer contribution | 1,146,324 | 2,307,463 |
| Participant contributions | 1,195,162 | 1,025,096 |
| Total receivables | 2,341,486 | 3,332,559 |
| NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE | 285,284,729 | 230,822,236 |
| Adjustments from fair value to contract value for fully benefit-responsive investment contracts | 1,618,007 | 2,027,088 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 286,902,736 | \$ 232,849,324 |

See notes to financial statements.

Table of Contents**MANTECH INTERNATIONAL CORPORATION 401(k) PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****FOR THE YEAR ENDED DECEMBER 31, 2006**

| | |
|---|-----------------------|
| ADDITIONS: | |
| Contributions: | |
| Participant contributions | \$ 29,494,933 |
| Employer contributions | 9,974,081 |
| Transferred assets | 16,558,218 |
| Rollover of funds | 2,975,144 |
| Total contributions | 59,002,376 |
| Investment Income: | |
| Net appreciation in fair value of investments | 12,556,881 |
| Interest and dividends | 15,248,477 |
| Net investment income | 27,805,358 |
| DEDUCTIONS: | |
| Benefits paid to participants | 32,728,760 |
| Administrative expenses | 25,562 |
| Total deductions | 32,754,322 |
| INCREASE IN NET ASSETS | 54,053,412 |
| NET ASSETS AVAILABLE FOR BENEFITS: | |
| Beginning of year | 232,849,324 |
| End of year | \$ 286,902,736 |

See notes to financial statements.

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MANTECH INTERNATIONAL CORPORATION COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2006 AND 2005, AND FOR THE YEAR ENDED DECEMBER 31, 2006

1. DESCRIPTION OF THE PLAN

The following description of the ManTech International Corporation 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General The Plan is a defined contribution plan covering substantially all employees of ManTech International Corporation (the Company) and its subsidiaries. Employees who are on the Company's U.S. payroll are eligible to participate in the Plan, including regular full-time employees, and part-time employees scheduled to work 20 or more hours per week. Employees who are not eligible to participate in the Plan include: (i) lease employees; (ii) employees who are employed under the terms of contracts between the Company and the United States government, unless the contracts are designated by the Company as participating in the Plan; and (iii) employees who are employed by a subsidiary or related company that has not adopted the Plan. The Company is a party to a collective bargaining agreement at two sites, the Goddard Space Flight Center and the Wallops Island Flight Facility (WFF), where some of the Company's employees are represented by the International Brotherhood of Electrical Workers (IBEW), Local 1501. Plan eligibility and participation criteria applicable to employees working overseas or in accordance with collective bargaining agreement may be different than criteria applicable to other Company employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Retirement Plan Committee of the Board of Directors of the Company controls and manages the operation and administration of the Plan. Fidelity Management Trust Company serves as the trustee of the Plan. The custodian of the Plan, responsible for administration is Fidelity Investment Institutional Operations Company, Inc.

Eligibility An employee is eligible to participate in the Plan as soon as the first pay period after hire (after one year of service for employees under the collective bargaining agreement). Each eligible employee who is not already a participant will become a participant for purposes of Company Basic Matching Contribution as of the first entry date following the date on which he has completed three months of employment with the Employer. There were 7,365 and 6,715 participants in the Plan as of December 31, 2006, and December 31, 2005 respectively

Contributions The Plan permits tax-deferred contributions up to 60% of gross pay. The tax-deferred contribution threshold for participants under the terms of the collective bargaining agreement is 15%.

The after-tax contribution limit is 20% (10% for participants under the collective bargaining agreement.) However, total contributions (tax-deferred plus after-tax contributions) cannot exceed 60% of gross pay (18% for participants under the collective bargaining agreement).

The Company, with the exception of employees at Goddard Space Flight Center, SMA (Aegis), ManTech Security Technology, ManTech Advanced Systems, ManTech Command Control Systems, and ManTech Integrated Data Systems, matches a Plan-defined percentage of 50% of employee contributions up to 6% of the participant's base compensation. Goddard Space Flight Center matches a Plan-defined percentage of employee contributions up to 8% of the participant's base compensation under a collective bargaining agreement. ManTech Security Technology, ManTech Advanced Systems, and ManTech Command Control Systems, match a Plan-defined percentage of employee contributions up to 75% of the participant's first \$4,000 contributions. ManTech Integrated Data Systems (MIDS) matches 5% of eligible compensation or 100% of employee contribution, whichever is less; Gray Hawk Systems (GHSYS) matches 4% of eligible compensation or 100% of employee contribution, whichever is less, once a year, at the end of the year. SMA (Aegis) matches 5% of eligible compensation or 100% of employee contribution, whichever is less if salary is less than \$60,000, or 75% of the participant's first \$4,000 contributions, if salary is more than \$60,000, once a year, at the end of the year.

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Participant Accounts The Plan requires that a separate record or account be maintained for each employee in the Plan. Participants' and Employer's contributions are credited directly to the corresponding individual account. Each participant elects the investments that comprise his/her individual account. Investment earnings and losses are also allocated into these accounts based upon the participant's investment performance.

Investments Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are automatically invested in the elections made by the participants. The Plan currently offers mutual funds and an insurance investment contract as investment options for participants.

Vesting Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited service.

Participant Loans A participant may borrow from his or her account provided that the participant executes a promissory note in the amount of the loan which indicates the repayment period and rate of interest. The minimum loan is \$1,000, and the aggregate amount of outstanding loans to a given participant may not exceed 50% of the participant's total vested account balance or \$50,000, whichever is lower. The rate of interest on any loan is fixed at the prevailing rate used by commercial lending institutions on the date the loan application is received. The repayment period is selected by the participant, but may not exceed the lesser of five years or the number of years remaining before the participant's retirement, with the exception of home loans. Repayment is facilitated through payroll deductions. Loans to participants are considered assets of the Plan and are presented at cost which approximates fair value.

Participant loans that are not repaid upon employment termination shall be considered in default. Loans shall also be considered in default if any loan payment is not paid within 90 days of the payment due date.

Loans in default loans that did not result in any renegotiation of loan terms or resumption of repayment represent loans in default totaling \$45,773 for the year ended December 31, 2006, the annual changes of which are included as distributions on the Statement of changes in Net Assets Available for Benefits. As such, these amounts have not been included as loans receivable from participants on the Statements of Net Assets Available for Benefits or on the Schedule of Assets Held at December 31, 2006.

Payment of Benefits On termination of service, a participant may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten-year period.

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Forfeited Accounts Forfeitures of the Company's matching contributions will occur if a participant who joined the plan after February 1, 2005, terminates their employment with the Company in accordance with the following schedule:

| Years of Service | Vested Percentage |
|------------------|-------------------|
| 1 | 33.33% |
| 2 | 66.67% |
| 3 or more | 100% |

At December 31, 2006 and 2005, forfeited nonvested accounts totaled \$217,318 and \$22,469, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2006, employer contributions were reduced by \$138,472 from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. In 2006, the Plan adopted accounting guidance provided by FASB Staff Position AAGINV-1 and SOP94-4-1

Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans. As required, such guidance has been applied retroactively.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties The Plan utilizes various investment instruments, including common stock, mutual funds and investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Common stock is valued at quoted market prices. The Stable Value Fund is a fully benefit-responsive investment contract and is stated at fair value and then adjusted to contract value. Fair value of the contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Participant loans are valued at the outstanding loan balances.

Assets underlying the Stable Value Fund are valued using market quotations to the extent available. Other assets, which do not have readily available market quotations, are valued on the basis of information provided by a pricing service. Pricing services use valuation matrices that incorporate both dealer-supplied valuations and valuation models. Wrap contracts are valued using a discounted cash flow model which considers recent fee bids, discount rate, and the duration of the underlying securities in the portfolio

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Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Administrative Expenses Except for a \$25 annual service charge assessed to each participant who remains in the Plan but has terminated their employment with the Company, Fidelity does not impose a per-participant fee to cover the costs of recordkeeping and participant service center support. These fees have been factored into the overall asset charges which are automatically deducted from the rates of return of the various Fidelity funds including the Fidelity Stable Value fund, the five Fidelity (FID) Freedom Funds, the Fidelity Actively Managed Fund, and the Fidelity Stock Market Fund.

Fidelity does not impose a separate asset charge for the non-Fidelity managed funds that include the American FDS Growth Fund AMER, the FID Small Cap Stock Growth Fund, the H & W Mid Cap Value Fund, the American FDS Growth Fund AMI Fund, the ABF Small Cap Value PA, the FID Diversified International, and Brokerage Link. Asset charges for these funds are already factored into the rates of return for such funds by each fund manager.

Payment of Benefits Benefit payments to participants are recorded upon distribution. Amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid were \$176,988 and \$135,047 at December 31, 2006 and 2005, respectively.

Transfers The assets of another retirement plan were transferred into the Plan effective January 1, 2006. This was due to the merging of the retirement plan of Gray Hawk Systems (GHSYS) into ManTech International Corporation, which transferred \$16,558,218 of plan assets to the plan.

The assets of another retirement plan were transferred into the Plan in 2005. This was due to the merging of the retirement plan of Integrated Data Systems (IDS) into ManTech International Corporation, which transferred \$24,922,609 of plan assets to the Plan.

Excess Contributions Payable The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

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The following table represents the fair value of investments at December 31, 2006, and 2005. Investments that represented 5% or more of the Plan's net assets available for benefits are separately identified.

| | As of December 31, | |
|-------------------------------|-----------------------|-----------------------|
| | 2006 | 2005 |
| Fidelity | | |
| Stable Value Fund | \$ 46,562,028 * | \$ 47,654,089 * |
| FID Freedom 2050 | 10,389 | |
| FID Freedom 2045 | 34,968 | |
| FID Freedom 2040 | 1,584,508 | 595,944 |
| FID Freedom 2035 | 798,428 | 336,847 |
| FID Freedom 2030 | 5,639,189 | 3,960,415 |
| FID Freedom 2025 | 1,431,667 | 597,691 |
| FID Freedom 2020 | 6,148,378 | 4,694,024 |
| FID Freedom 2015 | 7,330,757 | 6,504,907 |
| FID Freedom 2010 | 4,163,223 | 3,566,095 |
| FID Freedom 2005 | 91,583 | 56,116 |
| FID Freedom 2000 | 1,322,175 | 1,337,160 |
| FID Freedom Income | 6,084,897 | 2,235,485 |
| American FDS Growth Fund AMI | 36,930,178* | 33,128,664* |
| FID Diversified International | 22,815,739* | 11,639,820* |
| Spartan US Equity Index | 22,291,333* | 17,690,635* |
| FID ContraFund | 20,858,038* | 11,219,137 |
| TRP Equity Income | 15,608,902* | 11,123,302 |
| H & W Mid Cap Value | 15,237,130* | 10,832,319 |
| ABF Small Cap Value PA | 14,830,867* | 13,902,867* |
| FID Small Cap Stock | 11,288,100 | 9,926,227 |
| Artisan Mid Cap Investment | 10,265,620 | 9,101,229 |
| West Asset Core FI | 10,224,020 | 9,655,073 |
| Dodge & Cox Balanced | 8,331,366 | 4,725,936 |
| PIMCO High Yield | 4,731,367 | 3,236,232 |
| Fidelity Cash Reserve | 3,148,607 | 713,294 |
| Brokerage Link | 423,910 | 253,676 |
| Hartford Small CO Y | 88,130 | |
| FID Cap Appreciation | | 5,213,904 |
| Total | \$ 278,275,498 | \$ 223,901,087 |

* Represents 5% or more of the Plan's net assets at December 31, 2006, and December 31, 2005.

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During the year ended December 31, 2006, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

| For the Year Ended December 31, 2006 | |
|---|----------------------|
| Stock Funds | \$ 12,363,435 |
| Bond Funds | 193,446 |
| Total | \$ 12,556,881 |

The Stable Value Fund is a Fidelity non-pooled General Account product. The Stable Value Fund is valued at \$1 per share. There are no restrictions on Participant withdrawals from the fund. Quarterly rate resets are done to the Actively Managed assets. Such resets take into account the yield, duration and market value and book value of the portfolio. There are no reserves against the value of the fully benefit-responsive insurance wrapper or the Stable Value Fund. The Plan's investment contract with Fidelity Investment Institutional Operations Company, Inc. is valued by discounting the related cash flows based on current yields of similar instruments with comparable durations.

| | As of December 31, | |
|--|---------------------------|----------------------|
| | 2006 | 2005 |
| Short Term Investment Funds | \$ 4,650,250 | \$ 20,337,300 |
| Government Agencies | 28,133,604 | 27,316,789 |
| Insurance and other products | 13,778,174 | |
| Total Market Value | 46,562,028 | 47,654,089 |
| Fully Benefit Responsive Insurance Wrapper | 1,618,007 | 2,027,088 |
| Total Contract Value | \$ 48,180,035 | \$ 49,681,177 |
| Average Yield | 3.01% | 2.86% |
| Average Crediting Rate | 3.11% | 2.69% |

Adoption of new Accounting Guidance The financial statements reflect the retroactive adoption of Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the "FSP"). As required by the FSP, the statements of net assets available for benefits presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive contracts from fair value to contract value. The statement of changes in net assets available for benefit is presented on a contract value basis and was not affected by the adoption of the FSP. The adoption of the FSP did not impact the amount of net assets available for benefits at December 31, 2005.

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4. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

5. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated January 8, 2003, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2006 and 2005.

| | As of December 31, | |
|---|---------------------------|--------------------|
| | 2006 | 2005 |
| Net assets available for benefits as reported in the Financial Statements | \$ 286,902,736 | \$ 232,849,324 |
| Add: Net Effect of timing differences in defaulted loans adjustments | | 212,272 |
| Less: Distributions Payable to withdrawing participants at year end | (176,989) | (135,047) |
| Net assets available for benefits as reported in Form 5500 | \$ 286,725,747 | \$ 232,926,549 |

For the year ended December 31, 2006, the following is a reconciliation of net investment income per the financial statements to the Form 5500:

| | As of December 31 |
|---|--------------------------|
| | 2006 |
| Net increase in assets available for benefits as reported in the Financial Statements | \$ 54,053,412 |
| (Less) Assets Transferred into the Plan | (16,558,218) |
| (Less) Net effect of timing differences in defaulted Loans adjustments | (212,272) |
| Distributions Payable to withdrawing participants at year end 2005 | 135,047 |
| Less: Distributions Payable to withdrawing participants at year end 2006 | (176,989) |
| Net income as reported in Form 5500 | \$ 37,240,980 |

* * * * *

Table of Contents**MANTECH INTERNATIONAL CORPORATION 401(k) PLAN****Form 5500, schedule H, Part IV, Line 4i: SCHEDULE OF ASSETS****(Held at end of Year)****DECEMBER 31, 2006**

| Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment | Current Value (2) |
|---|--|------------------------------|
| Fidelity Investments (1) | Insurance Company General Account: Stable Value Fund | \$ 48,180,035 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2050 | 10,389 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2045 | 34,968 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2040 | 1,584,508 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2035 | 798,428 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2030 | 5,639,189 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2025 | 1,431,667 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2020 | 6,148,378 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2015 | 7,330,757 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2010 | 4,163,223 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2005 | 91,583 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom 2000 | 1,322,175 |
| Fidelity Investments (1) | Registered Investment Company: Spartan US Equity Index | 22,291,333 |
| Fidelity Investments (1) | Registered Investment Company: American FDS Growth Fund AMI | 36,930,178 |

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| Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment | Current Value (2) |
|--|---|----------------------|
| Fidelity Investments (1) | Registered Investment Company: Brokerage Link (3) | 423,910 (3) |
| Fidelity Investments (1) | Registered Investment Company: TRP Equity Income | 15,608,902 |
| Fidelity Investments (1) | Registered Investment Company: FID Small Cap Stock | 11,288,100 |
| Fidelity Investments (1) | Registered Investment Company: ABF Small Cap Value PA | 14,830,867 |
| Fidelity Investments (1) | Registered Investment Company: FID Diversified International | 22,815,739 |
| Fidelity Investments (1) | Registered Investment Company: Artisan Mid Cap Investment | 10,265,620 |
| Fidelity Investments (1) | Registered Investment Company: PIMCO High Yield | 4,731,367 |
| Fidelity Investments (1) | Registered Investment Company: FID Contrafund | 20,858,038 |
| Fidelity Investments (1) | Registered Investment Company: H & W Mid Cap Value | 15,237,130 |
| Fidelity Investments (1) | Registered Investment Company: West Asset Core FI | 10,224,020 |
| Fidelity Investments (1) | Registered Investment Company: Fidelity Cash Reserve | 3,148,607 |
| Fidelity Investments (1) | Registered Investment Company: FID Freedom Income | 6,084,897 |
| Fidelity Investments (1) | Registered Investment Company: Hartford Small CO Y | 88,130 |
| Fidelity Investments (1) | Registered Investment Company: Dodge & Cox Balanced | 8,331,366 |
| Loans Receivable from Participants | Fully amortizing loans bearing interest ranging from 5.0% to 12.0% and maturing at various dates through the year 2020. | 4,667,745 |
| | TOTAL ASSETS HELD FOR INVESTMENTS | \$ 284,561,250 |
| From Statements of Net Assets Available for Benefits: | | \$ 282,943,243 |
| Total investments | | |
| Adjusted from fair value to contract value for fully benefit-responsive investment contracts | | 1,618,007 |
| Total, as above | | \$ 284,561,250 |

(1) Noted as party-in-interest.

(2) Cost information is not required for participant-directed investments and, therefore not included.

(3) The Brokerage Link Account included \$3,683 of ManTech International Corporation Class A common stock at December 31, 2006.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

June 26, 2007

ManTech International Corporation 401(k) Plan

/s/ Margarita Mentus
Margarita Mentus
Senior Vice President, Human Resources

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EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 23.1 | Consent of Independent Registered Public Accounting Firm |