

SI INTERNATIONAL INC
Form 10-Q/A
October 28, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

- ý QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE QUARTER ENDED JUNE 25, 2005
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission File Number 000-50080

SI International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

12012 Sunset Hills Road
Reston, Virginia
(Address of principal executive offices)

52-2127278
(I.R.S. Employer
Identification No.)

20190-5869
(Zip Code)

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Registrant's telephone number, including area code: **(703) 234-7000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) ☐ Yes ☒ No

As of August 2, 2005, there were 8,483,512 shares outstanding of the registrant's common stock.

Explanatory Note

On August 3, 2005, SI International, Inc. (the "Company") filed its Quarterly Report on Form 10-Q for its fiscal quarter ended June 25, 2005 (the "Form 10-Q"). The Company is filing this Amendment No. 1 to its Form 10-Q solely to include in paragraph 4 of the Rule 13a-14(a) certification of the Company's Chief Financial Officer and Treasurer certain statements regarding internal controls over financial reporting that were inadvertently omitted from the certification previously filed.

Rule 12b-15 under the Exchange Act provides that any amendment to a report required to include certifications specified in Rule 13a-14(a) must include new certifications of the principal executive officer and principal financial officer and that any amendment to a report required to be accompanied by certifications specified in Rule 13a-14(b) must be accompanied by new certifications of the principal executive officer and principal financial officer. As a result, we have included as Exhibit 31.1, new certifications of the Company's President and Chief Executive Officer, and as Exhibit 32.1, new certifications of the Company's President and Chief Executive Officer and its Chief Financial Officer and Treasurer, even though these certifications remain unchanged from the certifications initially filed with the Form 10-Q.

This Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q and, other than the filing of the aforementioned certification, does not modify or update the disclosure in the original Form 10-Q in any way.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SI INTERNATIONAL, INC.

/s/ THOMAS E. DUNN
Thomas E. Dunn
Executive Vice President and
Chief Financial Officer

Date: October 28, 2005

INDEX TO EXHIBITS

Exhibit No.	Description
31.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*).
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (*).

* Indicates filed herewith.