

SI INTERNATIONAL INC
Form 8-K/A
November 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A
Amendment No. 1

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **September 15, 2005**

SI International, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50080
(Commission File
Number)

52-2127278
(IRS Employer
Identification Number)

12012 Sunset Hills Road
8th Floor
Reston, Virginia
(Address of Principal Executive Offices)

20190
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(703) 234-7000**

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On September 19, 2005, SI International, Inc., a Delaware corporation ("SI International"), filed a Form 8-K relating to its September 15, 2005 announcement of the appointment of Harry D. Gatanas as Executive Vice President of the Strategic Programs Group of SI International. The Form 8-K included disclosure of the general economic terms of Mr. Gatanas' employment. The Form 8-K is being amended to reflect the execution on November 11, 2005 of an Executive Employment Agreement (the "Agreement") by and between SI International and Mr. Gatanas.

Mr. Gatanas' term of employment continues through July 1, 2006 and automatically will be extended for additional one-year terms unless SI International or Mr. Gatanas provides written notice that such party does not wish to extend the term of the Agreement. In addition, in the event of a change of control of SI International, Mr. Gatanas' term of employment will continue for 12 months beyond the month in which such change of control occurred.

In the event of Mr. Gatanas' termination of employment other than for cause, the Agreement provides that he will receive severance payments consisting of his base salary and benefits for a 12-month period and any performance-based bonus earned by him prior to his termination and a pro-rata portion of any performance-based bonus that would have been earned by him for the fiscal year in which he is terminated. In addition, Mr. Gatanas' termination, other than for cause, within one year following a change of control will result in the full vesting of any of his unvested stock options and restricted stock.

The Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
10.1	Executive Employment Agreement effective as of November 11, 2005 by and between SI International, Inc. and Harry D. Gatanas.*

The above-referenced statements may contain forward-looking statements that are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Expressions of future goals and similar expressions reflecting something other than historical fact are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. These forward-looking statements involve a number of risks and uncertainties, which are described in the Company's filings with the Securities and Exchange Commission. These risks and uncertainties include: differences between authorized amounts and amounts received by the Company under government contracts; government customers' failure to exercise options under contracts; changes in federal government (or other applicable) procurement laws, regulations, policies and budgets; the Company's ability to attract and retain qualified personnel; and the important factors discussed in the Risk Factors section of the annual report on Form 10-K filed by the Company with the Securities and Exchange Commission and available directly from the Commission at www.sec.gov. The actual results may differ materially from any forward-looking statements due to such risks and uncertainties. The Company undertakes no obligations to revise or update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this release.

* Included with this filing.

SIGNATURES

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

SI International, Inc.

By: /s/ THOMAS E. DUNN
Thomas E. Dunn
Executive Vice President,
Chief Financial Officer and Treasurer

Dated: November , 2005

INDEX TO EXHIBITS

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