

SI INTERNATIONAL INC  
Form S-8  
January 20, 2005

File No. 333-

As filed with the Securities and Exchange Commission on January 20, 2005.

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**SI INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

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

**12012 Sunset Hills Road**

**Reston, Virginia 20190-5869**

(Address of Principal Executive Offices)

**2002 STOCK INCENTIVE PLAN**

( Full Title of the Plan)

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**Ray J. Oleson**  
**CHAIRMAN OF THE BOARD**  
**AND CHIEF EXECUTIVE OFFICER**

**SI International, Inc.**

**12012 Sunset Hills Road**

**Reston, Virginia 20190-5869**

(Name and Address of Agent for Service)

**(703) 234-7000**

(Telephone Number, Including Area Code, of Agent for Service)

with a copy to:

**Lawrence T. Yanowitch, Esq.**  
**Shaw Pittman LLP**  
**1650 Tysons Boulevard**  
**McLean, Virginia 22102-4859**  
**(703) 770-7900**

**Jeffrey B. Grill, Esq.**  
**Shaw Pittman LLP**  
**2300 N Street, NW**  
**Washington, DC 20037-1128**  
**(202) 663-8000**

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount to be<br/>Registered (1)</b> | <b>Proposed Maximum<br/>Offering Price<br/>Per Share (2)</b> | <b>Proposed Maximum<br/>Aggregate Offering<br/>Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock \$0.01 per share                   | 320,000 shares \$                      | 28.57(1) \$  | 9,142,400 \$   | 1,777                                 |

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(1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low sale prices of the Registrant's Common Stock on the Nasdaq National Market on January 20, 2005 in accordance with Rule 457(c) of the Securities Act of 1933, as amended.

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**INTRODUCTORY STATEMENT NOT FORMING PART OF THE PROSPECTUS**

The registration statement relates to the registration of additional shares under the 2002 Stock Incentive Plan. Shares to be issued pursuant to that plan were originally registered pursuant to a registration statement on Form S-8, as amended (File No. 333-101298) (the "Registration Statement"). The contents of the Registration Statement are hereby incorporated by reference into this registration statement to the extent that they present information not otherwise presented herein.

**PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| 4.1                   | Second Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1/A (File No. 333-87964) filed on October 25, 2002 and incorporated herein by reference) |
| 4.2                   | Amended and Restated By-Laws of the Registrant (filed as Exhibit 3.2 to the Company's Registration Statement on Form S-1/A (File No. 333-87964) filed on November 8, 2002 and incorporated herein by reference)                 |
| 5.1                   | Opinion of Shaw Pittman LLP, counsel to the Registrant, regarding the validity of the securities being registered hereunder   |
| 23.1                  | Consent of Ernst & Young LLP  |
| 23.2                  | Consent of Grant Thornton LLP   |
| 23.3                  | Consent of Shaw Pittman LLP (included in Exhibit 5.1)   |
| 24.1                  | Powers of Attorney  |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Reston, Commonwealth of Virginia on the 20th day of January 2005.

SI International, Inc.

By: /s/ Ray J. Oleson  
Ray J. Oleson  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                                   | Title  | Date             |
|---|--|------------------|
| /s/ Ray J. Oleson<br>Ray J. Oleson          | Chairman of the Board and Chief Executive Officer<br>(principal executive officer) | January 20, 2005 |
| /s/ Thomas E. Dunn<br>Thomas E. Dunn        | Director and Chief Financial Officer (principal<br>accounting officer)             | January 20, 2005 |
| *<br>Dr. Walter J. Culver                   | Director   | January 20, 2005 |
| *<br>Charles A. Bowsher                     | Director   | January 20, 2005 |
| *<br>General R. Thomas Marsh<br>(USAF-Ret.) | Director   | January 20, 2005 |
| *<br>James E. Crawford, III                 | Director   | January 20, 2005 |
| *<br>Walter C. Florence                     | Director   | January 20, 2005 |
| *<br>Edward H. Sproat                       | Director   | January 20, 2005 |
| *<br>                                       | Director   | January 20, 2005 |

John P. Stenbit

**By:** /s/ Ray J. Oleson  
**Ray J. Oleson**  
**Attorney-in-fact**

**EXHIBIT INDEX**

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