

SI INTERNATIONAL INC
Form 8-K
December 24, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): **December 24, 2008**

SI International, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

000-50080
(Commission File Number)

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

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**

Not Applicable

(Former name or former address, if changed since last report)

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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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On December 24, 2008, SI International, Inc., a Delaware corporation (the Company) and Serco Group plc, a public limited company organized under the laws of England and Wales (Serco Group), issued a press release announcing that in connection with the Agreement and Plan of Merger (the Merger Agreement), dated August 26, 2008, by and among the Company, Serco Group, Serco Inc., a New Jersey Corporation and Matador Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Serco Inc. (the Merger Agreement), the Committee on Foreign Investment in the United States (CFIUS) review has been completed. Successful completion of the CFIUS review process was one of the closing conditions set forth in the Merger Agreement. The merger continues to be subject to other customary closing conditions. The Company believes that the merger will be consummated shortly. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release, dated December 24, 2008, issued by SI International, Inc. and Serco Group plc. |

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

Date: December 24, 2008

EXHIBIT INDEX

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|--------------------|---|
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