

ANTEON INTERNATIONAL CORP  
Form DEFN14A  
December 14, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**ANTEON INTERNATIONAL CORPORATION**

(Name of Registrant as Specified In Its Charter)

**GENERAL DYNAMICS CORPORATION**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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Acquisition of  
Anteon International Corporation  
Investor Presentation  
New York City  
Nicholas D. Chabraja  
December 14, 2005  
GENERAL DYNAMICS

December 14, 2005

GENERAL DYNAMICS

2

General Dynamics cautions that Forward-Looking  
Statements

in this presentation as to future results  
of operations and financial projections reflect the

Company's views, but are necessarily subject to risks and uncertainties, and no assurances can be given that such expressed or implied results will be achieved. A more complete expression of these risks and uncertainties is contained in the Company's filings with the Securities and Exchange Commission, and you are encouraged to review these files, of which the Form 10-K and Forms 10-Q may be of particular interest.

Forward-Looking Statement

December 14, 2005

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3

\$55.50 per share in cash + \$100 Million net debt

Subject to Anteon shareholder vote and normal  
regulatory approvals

Expected to close in 2Q 2006

Accretive to earnings

Anteon International Corporation Acquisition

Total Value = \$2.2 Billion



December 14, 2005

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4

Prime on ~ 85% of contracts

Total backlog ~ \$6.6 billion

9,500 employees

6,200 **employees**  
hold a security clearance  
Anteon Overview

December 14, 2005

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5

Estimates for 2006:

Sales ~ \$1.72 Billion

EBITDA ~ \$170 Million

Anteon Financial Objectives

December 14, 2005

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6

Price / Estimated 2006 Sales

~ 1.3 X

Price / Estimated 2006 EBITDA

~ 13.1

X

General

Dynamics-Anteon

Transaction Metrics

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7

Combination generates the breadth and scale needed to meet  
expanding mission requirements

Common culture:

Strong focus on customer

Commitment to employees  
Superb Fit With General Dynamics IS&T

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8  
High-end skills complement  
General Dynamics  
capabilities  
Enterprise architecture



Integration and application development  
Modeling, simulation and training  
Life cycle support and outsourcing  
90% of revenue comes from Defense,  
Intelligence  
and Homeland Security customers  
Anteon Competencies Complement IS&T

December 14, 2005

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9

Provides solid growth potential in IT services and  
C4ISR

Brings domain expertise in Mission IT solutions

Mission IT bridges the gap between General Dynamics

Enterprise IT services and C4ISR

Gives customers an additional first tier provider

Combination Enhances IS&T Growth Potential

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10

Extends General Dynamics reach within:

Department of Defense

(39% sales from Navy; 28% from Army)

Intelligence community

Homeland security agencies  
National Missile Defense program  
Logistics modernization  
Anteon Customer Base Complements IS&T

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11

GD + Anteon = Seamless Edge to Edge IT

From the Strategic, Sustaining Base to the Battlefield

Business Consulting

Systems Requirements Analysis

People and Process

People and Process

IT Management & Outsourcing

IT Management & Outsourcing

Maintenance & Logistics

Staffing & Help Desk

Software Hosting & Business

Process Outsourcing

Network Operations

Equipment & Networks

Equipment & Networks

Design & Engineering

Integration & Project Management

Equipment & Infrastructure

Enterprise IT

Enterprise IT

C4ISR

C4ISR

Mission IT

Mission IT

Business

Process

Reengineering

Systems

Development

Support

Warfighter

Tactics,

Techniques &

Procedures

Enterprise

Applications

Analysis Tools

Training

Modeling &

Simulation

Command &

Control

Applications

Network

Infrastructure

LANs, WANS, SANs

Restricted

Networks

Battlespace

Communications

Systems

IT Support

Help Desk

Systems

Administration

Contractor

Logistics

Support

Logistics

Modernization

Integrated Battlespace

Logistics Support

Software

Software

Installation

Development

Integration



December 14, 2005  
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12  
This  
announcement  
is  
neither

a  
solicitation  
of  
a  
proxy,  
an  
offer  
to  
purchase,  
nor

a solicitation of an offer to

sell shares of Anteon International Corporation. Anteon International Corporation will file and deliver all proxy statements, and Anteon International Corporation and General Dynamics Corporation will file and deliver all other forms, notices and documents required under state and federal law with respect to the merger. Anteon International Corporation will be filing preliminary proxy materials with the Securities and Exchange Commission. Upon expiration of the waiting period required under the federal securities laws to permit the SEC to review and comment upon the preliminary proxy materials, Anteon International Corporation will call a special meeting of its stockholders to vote on the merger and will file with the SEC and mail the definitive proxy materials to its stockholders. The definitive proxy materials will contain important information regarding the merger, including, among other things, the recommendation of Anteon

International Corporation's board of directors in respect of the merger. Stockholders of Anteon International

Corporation are advised to read the definitive proxy materials, including the proxy statement and the Agreement and Plan of Merger, before making any decisions regarding the merger. Copies of the definitive proxy materials, and any amendments or supplements thereto, may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or at Anteon International Corporation's website at [www.anteon.com](http://www.anteon.com) as they become available.

General Dynamics