

SI INTERNATIONAL INC  
Form 8-K/A  
February 02, 2006

**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): **January 6, 2006**

**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**  
**8<sup>th</sup> 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 January 6, 2006, SI International, Inc., a Delaware corporation ( SI International ), filed a Form 8-K relating to its January 6, 2006 announcement of the appointment of Marylynn Stowers as Executive Vice President of the IT Solutions Group of SI International. The Form 8-K included disclosure of the general economic terms of Ms. Stowers employment. The Form 8-K is being amended to reflect the execution on January 27, 2006 of an Executive Employment Agreement (the Agreement ) by and between SI International and Ms. Stowers.

The term of Ms. Stowers employment agreement continues through July 1, 2006 and automatically will be extended for additional one-year terms unless SI International or Ms. Stowers 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, the term of Ms. Stowers employment agreement will continue for 12 months beyond the month in which such change of control occurred.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Executive Employment Agreement effective as of January 27, 2006 by and between SI International, Inc. and Marylynn Stowers.*

\* 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: February 2, 2006

INDEX TO EXHIBITS

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