

SI INTERNATIONAL INC

Form 8-K

December 18, 2003

**UNITED STATES
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 18, 2003**

SI International, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of 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**

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

Item 5. Other Events and Required FD Disclosure

On December 18, 2003, SI International, Inc. (the Company) issued a press release announcing that it had entered into a definitive agreement to acquire MATCOM International Corporation. A copy of the Company's press release is attached as Exhibit 99.1 to this current report on Form 8-K. Such press release is incorporated by reference into this Item 5 and the foregoing description of such press release is qualified in its entirety by reference to such exhibit.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Businesses Acquired.

Not applicable

(b) Pro Forma Financial Statements.

Not applicable

(c) Exhibits

Exhibit Number

Exhibit

99.1 Press Release issued December 18, 2003 by SI International, Inc.

This press release contains various remarks about the future expectations, plans and prospects of SI International, Inc. that constitute forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. The actual results of SI International, Inc. may differ materially from those indicated by these forward-looking statements as a result of various risks and uncertainties, including the following risks and uncertainties that relate specifically to the acquisition: (i) the risk that the transaction will not be consummated, including as a result of any of the conditions precedent; (ii) the ability to obtain government approvals required for closing the acquisition; (iii) the risk that the MATCOM businesses will not be integrated successfully into SI International; (iv) the risk that the expected benefits of the acquisition may not be realized, including the realization of accretive effects for the acquisition; and (v) SI International's increased indebtedness after the acquisition. Other non-acquisition related risks and uncertainties include: differences between authorized amounts and amounts received by SI International under government

contracts; government customers or prime contractor's failure to exercise options under contracts; changes in federal government (or other applicable) procurement laws, regulations, policies and budgets; SI International'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/A filed by SI International, Inc. with the Securities and Exchange Commission and available directly from the Commission at www.sec.gov.

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/ James E. Daniel, III*
James E. Daniel, III
Vice President, General Counsel
and Secretary

Dated: December 18, 2003

INDEX TO EXHIBITS

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99.1

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