

SI INTERNATIONAL INC
Form 8-K
October 04, 2004

**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): **September 30, 2004**

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 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**

(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 (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 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The exhibits listed in the following index relate to the Registration Statement on Form S-3 (No. 333-113827) of the registrant and are filed herewith for incorporation by reference in such Registration Statement.

Exhibit No.	Description
1.1	Underwriting Agreement dated as of September 30, 2004, among SI International, Inc. and Wachovia Capital Markets, LLC, SG Cowen & Co., Legg Mason Wood Walker, Incorporated, Stephens Inc., and SunTrust Robinson Humphrey (filed herewith)
5.1	Opinion of Shaw Pittman LLP as to the legality of the securities being registered by the registrant (filed herewith)
23.1	Consent of Shaw Pittman LLP to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1)

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/ Ted Dunn
Name: Ted Dunn
Title: Executive Vice President, Chief Financial Officer and Treasurer

Dated: October 4, 2004

EXHIBIT INDEX

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