

DYNCORP INTERNATIONAL INC.  
Form S-8 POS  
July 08, 2010

Registration No. 333-160259

Registration No. 333-163731

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-160259**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-163731**  
**UNDER THE SECURITIES ACT OF 1933**

**DYNCORP INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**01-0824791**  
(IRS Employer  
Identification No.)

3190 Fairview Park Drive, Suite 700, Falls Church,

VA  
(Address of Principal Executive Offices)

22042  
(Zip Code)

**DynCorp International 2007 Omnibus Incentive Plan**  
**DynCorp International Inc. Deferred Compensation Plan**

(Full titles of the plans)

**Gregory S. Nixon**

**Senior Vice President, General Counsel & Corporate Secretary**

**DynCorp International Inc.**

**3190 Fairview Park Drive, Suite 700**

**Falls Church, Virginia 22042**

(Name and address of agent for service)

**(571) 722-0210**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**TERMINATION OF REGISTRATION**

This Post-Effective Amendment relates to the following Registration Statements on Forms S-8 filed by DynCorp International Inc. (the Registrant ) with the Securities and Exchange Commission (collectively, the Registration Statements ):

Registration No. 333-160259 filed on Form S-8 on June 26, 2009, registering 2,250,000 shares of the Registrant's Class A common stock, par value \$0.01 per share ( Common Stock ) issuable under the DynCorp International 2007 Omnibus Incentive Plan; and

Registration No. 333-163731 filed on Form S-8 on December 15, 2009, registering \$25,000,000 in deferred compensation obligations issuable under the DynCorp International Inc. Deferred Compensation Plan.

On April 11, 2010, the Registrant entered into an Agreement and Plan of Merger (the Merger Agreement ) with Delta Tucker Holdings, Inc., a Delaware corporation ( Parent ) and Delta Tucker Sub, Inc. ( Merger Sub ), a Delaware corporation and a wholly-owned subsidiary of Parent. The Merger Agreement provides for the merger of Merger Sub with and into the Registrant, with the Registrant continuing as a wholly-owned direct subsidiary of Parent (the Merger ). The closing for the Merger has occurred, and the Merger became effective on July 7, 2010 (the Effective Time ) pursuant to the Certificate of Merger filed on the same date with the Secretary of State of the State of Delaware. As provided for in the Merger Agreement, at the Effective Time each issued and outstanding share of common stock of the Registrant (other than certain shares held by the Registrant, Parent or Merger Sub) was cancelled and automatically converted into the right to receive \$17.55 in cash, without interest. In addition, all restricted stock units of the Registrant vested at the Effective Time and were converted into the right to receive \$17.55 in cash, without interest.

As a result of the Merger, the offerings pursuant to the Registration Statements have been terminated. In accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of post-effective amendment, any of the securities registered pursuant to the Registration Statements that remain unsold at the termination of the offerings, the Registrant hereby removes from registration all securities registered under the Registration Statements but not sold under the Registration Statements as of the filing date of this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Falls Church, State of Virginia, on July 8, 2010.

**DYNCORP INTERNATIONAL INC.**

By: /s/ MICHAEL J. THORNE  
 Name: **Michael J. Thorne**  
 Senior Vice President and Chief Financial Officer  
 Title: **Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ WILLIAM L. BALLHAUS	President, Chief Executive Officer	July 8, 2010
<b>William L. Ballhaus</b>	and Director  (Principal Executive Officer)	
/s/ MICHAEL J. THORNE	Senior Vice President and Chief	July 8, 2010
<b>Michael J. Thorne</b>	Financial Officer  (Principal Financial and Accounting Officer)	
/s/ STEVEN F. GAFFNEY	Chairman of the Board	July 8, 2010
<b>Steven F. Gaffney</b>	Director	
<b>Michael Hagee</b>		
/s/ BRETT INGERSOLL	Director	July 8, 2010
<b>Brett Ingersoll</b>	Director	
<b>John Tilelli</b>		