

VOLGENAU ERNST
Form SC 13D/A
July 21, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

SRA International, Inc.
(Name of Issuer)
Class A Common Stock, \$.004 par value per share
(Title of Class of Securities)
78464R 10 5
(CUSIP Number)
Ernst Volgenau
c/o SRA International, Inc.
4300 Fair Lakes Court
Fairfax, VA 22033
(202) 803-1500

With a copy to:

Stephen I. Glover, Esq.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 955-8500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 20, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 78464R 10 5

NAME OF REPORTING PERSONS

(1)

Ernst Volgenau

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(2)

(a)

(b)

SEC USE ONLY:

(3)

SOURCE OF FUNDS (SEE INSTRUCTIONS):

(4)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

(5)

CITIZENSHIP OR PLACE OF ORGANIZATION:

(6)

United States

SOLE VOTING POWER:

(7)

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY (8)

OWNED BY 0

SOLE DISPOSITIVE POWER:

EACH REPORTING (9)

PERSON 0

WITH: SHARED DISPOSITIVE POWER:

(10)

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

(11)

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS):

(12)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

(13)

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

(14)

IN

This Amendment No. 1 amends the Schedule 13D (the Original Schedule 13D) filed on behalf of Dr. Ernst Volgenau, an individual (Dr. Volgenau) on June 14, 2011 relating to shares of Class A Common Stock, par value \$0.004 per share of the SRA International, Inc. (the Company).

Capitalized terms used but not defined herein have the meanings assigned to them in the Original Schedule 13D. Unless set forth below, all previous Items set forth in the Original Schedule 13D are unchanged.

ITEM 4. PURPOSE OF THE TRANSACTION

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

On July 20, 2011, pursuant to the terms of the Merger Agreement, and upon satisfaction of the conditions set forth therein, Merger Sub was merged with and into the Company, with the Company as the surviving corporation in the Merger and a privately-held subsidiary of Parent. At the effective time of the Merger (the Effective Time), on July 20, 2011, by virtue of the Merger, all shares of Common Stock (the Former Common Stock) other than (a) treasury shares owned by the Company, (b) shares owned by Parent, Merger Sub or any other direct or indirect wholly owned subsidiary of Parent, including shares contributed to Holdco by the Volgenau Rollover Trust and then contributed to Parent by Holdco (the Rollover Shares) and (c) shares owned by stockholders who did not vote in favor of the proposal to adopt the Merger Agreement at the special meeting of the stockholders of the Company and have exercised, perfected and not withdrawn a demand for, or lost the right to, appraisal rights under Delaware law, were canceled and converted into the right to receive \$31.25 per share in cash without interest (the Merger Consideration). At the Effective Time, by virtue of the Merger, all (a) treasury shares owned by the Company and (b) shares owned by Parent, Merger Sub or any other direct or indirect wholly owned subsidiary of Parent, including shares contributed to Holdco by the Volgenau Rollover Trust and then contributed to Parent by Holdco, were canceled without consideration therefor. As a result of the Merger, the Company no longer has outstanding securities registered under Section 12 of the Exchange Act.

At the Effective Time, by virtue of the Merger, each issued and outstanding share of capital stock of Merger Sub was converted into one newly issued share of common stock, par value \$0.01 per share (the Private Stock), of the Surviving Corporation. The Private Stock is not registered under Section 12 of the Exchange Act.

At the Effective Time, by virtue of the Merger, each share of Former Common Stock and each share of vested and unvested restricted stock, in each case other than the Rollover Shares, beneficially owned by Dr. Volgenau was canceled and converted into the right to receive the Merger Consideration. As a result of these transactions, Dr. Volgenau no longer beneficially owns any shares of Former Common Stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), 5(b), 5(c) and 5(e) of the Original Schedule 13D are hereby amended and restated in their entirety as set forth below:

(a) As a result of the transactions described in Item 4, as of July 20, 2011 Dr. Volgenau no longer beneficially owns any shares of Former Common Stock.

(b) As a result of the transactions described in Item 4, as of July 20, 2011 Dr. Volgenau no longer beneficially owns any shares of Former Common Stock. As such, Dr. Volgenau no longer has any voting or dispositive power over any shares of Former Common Stock.

(c) Except for the transactions described in Item 4, there were no transactions in the Former Common Stock effected by Dr. Volgenau during the past 60 days.

(e) As a result of the transactions described in Item 4, as of July 20, 2011 Dr. Volgenau ceased to be the beneficial owner of more than five percent of the outstanding Former Common Stock.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 21, 2011

ERNST VOLGENAU

By: /s/ Ernst Volgenau

Name: Ernst Volgenau