

SI INTERNATIONAL INC  
Form S-8 POS  
December 29, 2008

As filed with the Securities and Exchange Commission on December 29, 2008

Registration No. 333-111551

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

**FORM S-8**

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

**SI INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**52-2127278**

(IRS Employer Identification Number)

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**12012 Sunset Hills Road**

**Reston, Virginia 20190**

**(703) 234-7000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**SI International Nonqualified Deferred Compensation Plan**  
(Full title of the Plan)

**S. Bradford Antle**

**President and Chief Executive Officer**

**SI International, Inc.**

**12012 Sunset Hills Road**

**Reston, Virginia 20190**

**(703) 234-7000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

With a copy to:

**Lawrence T. Yanowitch, Esq.**

**Charles W. Katz, Esq.**

**Morrison & Foerster LLP**

**1650 Tysons Boulevard**

**McLean, VA 22102**

**(703) 760-7700**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to the registration statement on Form S-8 (File No. 333-111551) filed with the Securities and Exchange Commission on December 12, 2008, as amended by Post-Effective Amendment No. 1 filed on December 22, 2006 (together, the Registration Statement ) by SI International, Inc. (the Company ), which registered \$10,000,000 of general unsecured obligations of SI International, Inc. to pay deferred compensation in the future to participating members of a select group of management or highly compensated employees in accordance with the terms of the SI International Nonqualified Deferred Compensation Plan.

On August 26, 2008, the Company entered into an Agreement and Plan of Merger (the Merger Agreement ) with Serco Group plc, a public limited company organized under the laws of England and Wales, Serco Inc., a New Jersey corporation ( Serco ), and Matador Acquisition Corporation, a Delaware corporation ( Merger Sub ), pursuant to which, among other things, Merger Sub would be merged with and into the Company, with the Company continuing as the surviving corporation and becoming a wholly-owned subsidiary of Serco (the Merger ).

On November 13, 2008, the Company held a special meeting of stockholders at which the stockholders adopted the Merger Agreement and the transactions contemplated thereby.

The Merger became effective on December 29, 2008 following the filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

In anticipation of the closing of the Merger, the Company has terminated all of its offerings of securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered under the Registration Statement which remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, 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 No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reston, Commonwealth of Virginia, on December 29, 2008.

**SI INTERNATIONAL, INC.**

By:                               /s/ James E. Daniel  
James E. Daniel  
Senior Vice President, General  
Counsel and Secretary