

DYNCORP INTERNATIONAL INC.

Form 8-K

August 14, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **August 8, 2007**

DynCorp International Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction
of incorporation)

001-32869

(Commission
File Number)

01-0824791

(IRS Employer
Identification No.)

3190 Fairview Park Drive, Suite 700, Falls Church, Virginia

(Address of principal executive offices)

22042

(Zip code)

Registrant's telephone number, including area code: **(571) 722-0210**

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:

- 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; change in Fiscal Year.

Effective August 8, 2007, the Board of Directors amended Section 2.12 of the Bylaws of DynCorp International Inc. (the Bylaws) to provide that at any time Veritas Capital Management II, L.L.C. does not beneficially own at least 50 percent of the then outstanding Voting Shares, directors may be removed, only with cause, by the affirmative vote of 80 percent of the then outstanding Voting Shares, voting together as a single class.

The amendment was made to modify the Bylaws to be consistent with the provisions of the Amended and Restated Certificate of Incorporation. Under the prior Bylaws provision, directors could be removed by the affirmative vote of a majority of the then outstanding Voting Shares, as defined in the Bylaws, without reference to voting as a single class.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following document is hereby filed as an exhibit to this Current Report on Form 8-K:

3.1 The Amended and Restated Bylaws of DynCorp International Inc., as amended through August 8, 2007.

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.

DynCorp International Inc.

Date: August 14, 2007

/s/ Michael J. Thorne

Michael J. Thorne

Senior Vice President, Chief Financial Officer and
Treasurer
