

DYNCORP INTERNATIONAL INC.

Form 8-K

February 04, 2010

**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): February 3, 2010**

**DynCorp International Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-32869**

**01-0824791**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

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

**22042**

(Address of principal executive offices)

(Zip Code)

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

(Former name or former address, if changed since last report.)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On February 3, 2010, DynCorp International Inc. (the Company) issued a press release announcing earnings for the fiscal quarter ended January 1, 2010. The press release is furnished as Exhibit 99.1 to this Form 8-K. The press release did not include certain financial statements, related footnotes and certain other financial information that will be filed with the Securities and Exchange Commission as part of the Company's Quarterly Report on Form 10-Q.

On February 4, 2010, the Company will conduct a conference call at 8:30 a.m. Eastern Time to discuss earnings for the quarter ended January 1, 2010.

The information in this Item 2.02 and the Exhibit attached hereto shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent as shall be expressly set forth by specific reference in such filing.

This Current Report on Form 8-K and Exhibit 99.1 contain forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other SEC reports of DynCorp International, including that actual events or results may differ materially from those in the forward-looking statements.

Additionally, Exhibit 99.1 contains various non-GAAP financial measures as defined by Regulation G. Reconciliations of each non-GAAP financial measure to its comparable GAAP financial measure can be found in the press release.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1      Press Release issued by the Company on February 3, 2010, furnished pursuant to Item 2.02 of this Form 8-K.

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**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: February 3, 2010

/s/ Michael J. Thorne

Michael J. Thorne

Senior Vice President and Chief Financial  
Officer

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit-99.1	Press Release issued by the Company on February 3, 2010, furnished pursuant to Item 2.02 of this Form 8-K.