

Stanley, Inc.  
Form SC TO-T  
May 20, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**STANLEY, INC.**

*(Name of Subject Company (Issuer))*

**CGI FAIRFAX CORPORATION**

**CGI FEDERAL INC.**

**CGI GROUP INC.**

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

**COMMON STOCK, \$0.01 PAR VALUE**

*(Title of Class of Securities)*

**854532108**

*(CUSIP Number of Class of Securities)*

**Claude Séguin**  
**CGI Group Inc.**  
**1130 Sherbrooke Street West, 7th Floor**  
**Montréal, Québec**  
**Canada H3A 2M8**  
**(514) 841-3200**

**George Schindler**  
**CGI Federal Inc.**  
**12601 Fair Lakes Circle**  
**Fairfax, Virginia 22033**  
**(703) 267-8101**

**Joseph C. Figini, Esq.**  
**CGI Fairfax Corporation**  
**12601 Fair Lakes Circle**  
**Fairfax, Virginia 22033**  
**(703)267-8101**

*(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)*

*Copies to:*

**Robert J. Grammig, Esq.**  
**Holland & Knight LLP**  
**100 North Tampa Street, Suite 4100**  
**Tampa, Florida 33602**  
**(813) 227-8500**

**Robert Paré, Esq.**  
**Fasken Martineau DuMoulin LLP**  
**The Stock Exchange Tower**  
**P.O. Box 242, Suite 3700**  
**Montréal, Québec**  
**Canada H4Z 1E9**  
**(514) 397-7517**

**Benoit Dubé, Esq.**  
**CGI Group Inc.**  
**1130 Sherbrooke Street West, 7th Floor**  
**Montréal, Québec**  
**Canada H3A 2M8**  
**(514) 841-3200**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**  
**\$946,038,602.00**

**Amount of Filing Fee(2)**  
**\$67,452.55**

(1) Estimated for purposes of calculating the filing fee only. This amount is the sum of (i)

23,611,018  
shares of  
Stanley, Inc.  
common stock  
(based on  
24,332,018  
outstanding as  
of May 14,  
2010, less  
721,000  
outstanding  
shares of  
restricted stock)  
multiplied by  
\$37.50 per  
share, which is  
the offer price,  
plus (ii)  
\$33,587,927,  
expected to be  
paid in  
connection with  
the cancellation  
of outstanding  
options, plus  
(iii)  
\$27,037,500  
expected to be  
paid in  
connection with  
cancellation of  
shares of  
restricted stock.

- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the transaction value by

Edgar Filing: Stanley, Inc. - Form SC TO-T

0.00007130.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form of Registration No.: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this Schedule TO ) is filed by (i) CGI Fairfax Corporation, a Delaware corporation ( CGI-Fairfax ) and a wholly owned subsidiary of CGI Federal Inc., a Delaware corporation ( CGI-US ), and an indirect wholly owned subsidiary of CGI Group Inc., a corporation organized under the laws of the Province of Québec, Canada ( CGI ), (ii) CGI-US, and (iii) CGI. This Schedule TO relates to the offer (the Offer ) by CGI-Fairfax to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the Shares, and each, a Share ), of Stanley, Inc., a Delaware corporation ( Stanley ), at a purchase price of \$37.50 per Share net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 20, 2010 (together with any amendments and supplements thereto, the Offer to Purchase ) and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively. The information in the Offer to Purchase, including all attachments thereto, is expressly incorporated into this Schedule TO by reference in response to all the items of Schedule TO, except as otherwise set forth below.

**Item 10. Financial Statements.**

Not applicable.

**Item 12. Exhibits.**

- | <b>Exhibit</b> | <b>Exhibit Name</b>  |
|----------------|--|
| (a)(1)(A)      | Offer to Purchase, dated May 20, 2010.   |
| (a)(1)(B)      | Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9).   |
| (a)(1)(C)      | Notice of Guaranteed Delivery.   |
| (a)(1)(D)      | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.  |
| (a)(1)(E)      | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.   |
| (a)(1)(F)      | Letter to Participants in Stanley, Inc. 401(k) and Employee Stock Ownership Plan.  |
| (a)(5)(A)      | Joint Press Release issued by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation and Stanley on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010. |
| (a)(5)(B)      | Conference Call Presentation regarding the acquisition of Stanley, Inc. by CGI Group Inc. on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010.              |
| (a)(5)(C)      | Presentation to Stanley, Inc. Employees on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010.  |
| (a)(5)(D)      | Stanley, Inc. Merger with CGI Group Inc. Questions and Answers, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010.  |
| (a)(5)(E)      | Transcript of Investor Conference Call held on May 7, 2010, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 7, 2010.  |
| (a)(5)(F)      | CGI Group Inc. Microsite Landing Page for Stanley, Inc. Employees, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 14,  |

2010.

- (a)(5)(G) CGI Group Inc. Employee Benefit Plans Questions and Answers, incorporated herein by reference to the Schedule TO-C filed by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 18, 2010.
- (a)(5)(H) Summary Newspaper Advertisement as published in The Wall Street Journal on May 20, 2010.
- (a)(5)(I) Press Release issued by CGI Group Inc., CGI Federal Inc. and CGI Fairfax Corporation on May 20, 2010.
- (b) Amended and Restated Credit Agreement dated as of December 20, 2004, as amended and restated as of January 12, 2006, as further amended as of April 21, 2006, and September 15, 2006, and as further amended and restated as of August 10, 2007, among CGI Group Inc., as Cdn Borrower; CGI Technologies and Solutions Inc. as US Borrower; the Lenders set forth in Schedule A thereto, as

**Exhibit Exhibit Name**

Lenders; National Bank of Canada, as Administrative Agent; National Bank Financial Inc., J.P. Morgan Securities Inc., and Caisse Centrale Desjardins, as Lead Arrangers and Joint Book Runners; JPMorgan Chase Bank, N.A. and Caisse Centrale Desjardins, as Syndication Agents; and Canadian Imperial Bank of Commerce, The Toronto-Dominion Bank, and Bank of America, N.A., as Documentation Agents.

- (d)(A) Agreement and Plan of Merger, dated as of May 6, 2010, by and among CGI Group Inc., CGI Federal Inc., CGI Fairfax Corporation and Stanley, incorporated herein by reference to the Form 6-K furnished by CGI Group Inc. to the SEC on May 7, 2010.
- (d)(B) Stockholders Agreement, dated as of May 6, 2010, by and among CGI Group Inc., CGI Federal Inc. and Philip O. Nolan, William E. Karlson, George H. Wilson, Gregory M. Denkler, Brian J. Clark, Scott D. Chaplin, and James H. Brabston, incorporated herein by reference to the Form 6-K furnished by CGI Group Inc. to the SEC on May 7, 2010.
- (d)(C) Non-Disclosure Agreement, dated February 23, 2010, by and between CGI Group Inc. and Stanley, Inc.
- (g) Not applicable.
- (h) Not applicable.

**Item 13. Information required by Schedule 13E-3.**

Not applicable.

**SIGNATURE**

After due 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.

**CGI FAIRFAX CORPORATION**

By: /s/ George Schindler  
Name: George Schindler  
Title: President  
Date: May 20, 2010

**CGI FEDERAL INC.**

By: /s/ George Schindler  
Name: George Schindler  
Title: President  
Date: May 20, 2010

**CGI GROUP INC.**

By: /s/ Claude Séguin  
Name: Claude Séguin  
Title: Senior Vice-President, Corporate  
Development and Strategic Investments

Date: May 20, 2010