

GLOBAL DEFENSE TECHNOLOGY & SYSTEMS, INC.
Form 8-K
December 21, 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): December 17, 2010

GLOBAL DEFENSE TECHNOLOGY & SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-34551

20-4477465

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1501 Farm Credit Drive
Suite 2300 McLean, Virginia**

22102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(703) 738-2840**

Not applicable

(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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Items 1.01 Entry into a Material Definitive Agreement

On December 17, 2010, Global Defense Technology & Systems, Inc. (GTEC) entered into an Amended and Restated Purchase Agreement (the Agreement) with Signature Government Solutions, LLC, a Florida limited liability company (Signature), and Signature Consultants, L.L.C., a Florida limited liability company (the Seller). The terms of the Agreement were substantially similar to the terms of the Purchase Agreement entered into on November 4, 2010 and described in GTEC 's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2010, which Current Report is incorporated herein by reference.

The foregoing description is qualified in its entirety by reference to the Agreement, which is attached hereto as Exhibit 2.1.

Item 2.01 Completion of Acquisition or Disposition of Assets

On December 18, 2010, GTEC completed its acquisition of all of the outstanding ownership interests of Signature. The acquisition was consummated pursuant to the Agreement. Following the acquisition, Signature became GTEC 's wholly owned subsidiary.

Pursuant to the Agreement, GTEC paid an initial purchase price of \$52.5 million in cash, financed through borrowings under GTEC 's credit facility with SunTrust Bank. The initial purchase price is subject to a two-way post-closing adjustment depending upon whether the working capital of Signature at the closing is ultimately determined to have been above or below the target working capital specified in the Agreement. Out of the initial purchase price, \$5.25 million was placed into escrow to be used if necessary to satisfy certain indemnification obligations of the Seller.

The foregoing description of the terms of the Signature acquisition is qualified by reference to the Agreement, which is attached hereto as Exhibit 2.1. A copy of the press release, dated December 20, 2010, announcing the completion of the Signature acquisition is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

The financial statements required by this item are not included in this Current Report on Form 8-K. The financial statements will be provided in an amended report, which will be filed not later than 71 calendar days after the date that this initial report on Form 8-K must be filed.

(b) Pro Forma Financial Information

The pro forma financial information required by this item is not included in this Current Report on Form 8-K. The pro forma financial information will be provided in an amended report, which will be filed not later than 71 calendar days after the date that this initial report on Form 8-K must be filed.

(d) Exhibits.

2.1 Amended and Restated Purchase Agreement, dated December 17, 2010, by and among Global Defense Technology & Systems, Inc., Signature Government Solutions, LLC and Signature Consultants, L.L.C.*

99.1 Global Defense Technology & Systems, Inc. Press Release, dated December 20, 2010, announcing the completion of the acquisition of Signature Government Solutions, LLC

* Certain of the appendices and exhibits to the Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Global Defense Technology & Systems, Inc. hereby undertakes to furnish supplementally to the Securities and Exchange Commission copies of any omitted appendices and exhibits upon request therefore by the Securities and Exchange Commission.

SIGNATURE

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.

GLOBAL DEFENSE TECHNOLOGY & SYSTEMS,
INC.

By: /s/ John Hillen

Name: John Hillen

Title: President and Chief Executive Officer

Dated: December 21, 2010