

GLOBAL DEFENSE TECHNOLOGY & SYSTEMS, INC.
Form 10-K/A
August 06, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-34551
Global Defense Technology & Systems, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4477465
(I.R.S. Employer Identification No.)

1501 Farm Credit Drive, Suite 2300
McLean, VA
(Address of principal executive offices)

22102-5011
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

| | |
|---|---|
| Title of Class | Name of each exchange on which registered |
| Common Stock \$0.01 par value per share | Nasdaq Stock Market |

Securities registered pursuant to Section 12(g) of the Act:

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of Exchange Act. Check one:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2009, the last business day of our most recently completed second fiscal quarter, our common stock was not listed on any exchange or over-the counter market. Our common stock began trading on the Nasdaq Global Market on November 20, 2009. As of December 31, 2009, the aggregate market value of the voting stock held by non-affiliates was \$78,809,261.96 based on the number of shares held by non-affiliates of the registrant as of December 31, 2009, and based on the reported last sale price of our common stock on December 31, 2009. Shares of our common stock held by each officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded from this calculation in that such persons may be deemed to be affiliates. This calculation does not reflect a determination that persons are affiliates for any other purposes.

As of March 3, 2010, 9,071,812 of common stock were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the definitive proxy statement to be filed with the Securities Exchange Commission pursuant to Regulation 14A in connection with the registrant's 2010 Annual Meeting of Stockholders, to be filed subsequent to the date hereof, are incorporated by reference into Part III (Items 10, 11, 12, 13, and 14) of this annual report on Form 10-K. Such definitive proxy statement will be filed with the Commission not later than 120 days after the end of the fiscal year covered by this annual report on Form 10-K.

EXPLANATORY NOTE

Global Defense Technology & Systems, Inc. (the Company) is filing this Amendment No. 1 on Form 10-K/A to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the Securities and Exchange Commission on March 5, 2010 (the Original Filing). The Company is filing this amendment to its Original Filing solely in order to indicate its status as a smaller reporting company as determined at the conclusion of its initial public offering on November 25, 2009 pursuant to paragraph f(1)(ii) of Item 10 of Regulation S-K.

Except as indicated above, no other information included in the Original Filing is amended by this Amendment No. 1 on Form 10-K/A. In addition, this Amendment No. 1 on Form 10-K/A does not otherwise update information in the Original Filing to reflect facts or events occurring subsequent to the date thereof.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 6, 2010

**Global Defense Technology & Systems,
Inc.**

/s/ John Hillen
John Hillen
Chief Executive Officer, President
(Principal Executive Officer)