

DYNCORP INTERNATIONAL INC.

FORM S-8 POS

(Post-Effective Amendment to an S-8 filing)

Filed 07/08/10

Address	3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042
Telephone	(571) 722-0210
CIK	0001338916
Symbol	DCP
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Misc. Transportation
Sector	Transportation
Fiscal Year	03/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT NO. 333-160259**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT NO. 333-163731**

UNDER THE SECURITIES ACT OF 1933

DYNCORP INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

01-0824791
(IRS Employer
Identification No.)

**3190 Fairview Park Drive, Suite 700, Falls Church,
VA**
(Address of Principal Executive Offices)

22042
(Zip Code)

**DynCorp International 2007 Omnibus Incentive Plan
DynCorp International Inc. Deferred Compensation Plan**
(Full titles of the plans)

Gregory S. Nixon
Senior Vice President, General Counsel & Corporate Secretary
DynCorp International Inc.
3190 Fairview Park Drive, Suite 700
Falls Church, Virginia 22042
(Name and address of agent for service)

(571) 722-0210
(Telephone number, including area code, of agent for service)

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

Large accelerated filer
Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

TERMINATION OF REGISTRATION

This Post-Effective Amendment relates to the following Registration Statements on Forms S-8 filed by DynCorp International Inc. (the “Registrant”) with the Securities and Exchange Commission (collectively, the “Registration Statements”):

- Registration No. 333-160259 filed on Form S-8 on June 26, 2009, registering 2,250,000 shares of the Registrant’s Class A common stock, par value \$0.01 per share (“Common Stock”) issuable under the DynCorp International 2007 Omnibus Incentive Plan; and
- Registration No. 333-163731 filed on Form S-8 on December 15, 2009, registering \$25,000,000 in deferred compensation obligations issuable under the DynCorp International Inc. Deferred Compensation Plan.

On April 11, 2010, the Registrant entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Delta Tucker Holdings, Inc., a Delaware corporation (“Parent”) and Delta Tucker Sub, Inc. (“Merger Sub”), a Delaware corporation and a wholly-owned subsidiary of Parent. The Merger Agreement provides for the merger of Merger Sub with and into the Registrant, with the Registrant continuing as a wholly-owned direct subsidiary of Parent (the “Merger”). The closing for the Merger has occurred, and the Merger became effective on July 7, 2010 (the “Effective Time”) pursuant to the Certificate of Merger filed on the same date with the Secretary of State of the State of Delaware. As provided for in the Merger Agreement, at the Effective Time each issued and outstanding share of common stock of the Registrant (other than certain shares held by the Registrant, Parent or Merger Sub) was cancelled and automatically converted into the right to receive \$17.55 in cash, without interest. In addition, all restricted stock units of the Registrant vested at the Effective Time and were converted into the right to receive \$17.55 in cash, without interest.

As a result of the Merger, the offerings pursuant to the Registration Statements have been terminated. In accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of post-effective amendment, any of the securities registered pursuant to the Registration Statements that remain unsold at the termination of the offerings, the Registrant hereby removes from registration all securities registered under the Registration Statements but not sold under the Registration Statements as of the filing date of this Post-Effective Amendment.

