

# DELTA TUCKER HOLDINGS, INC.

## **FORM 8-K** (Current report filing)

Filed 11/22/16 for the Period Ending 11/22/16

Address	13601 NORTH FREEWAY, SUITE 200 FORT WORTH, TX 76177
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CIK	0001514226
SIC Code	4581 - Airports, Flying Fields, and Airport Terminal Services
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): November 22, 2016

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**DELTA TUCKER HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**333-173746**  
(Commission File Number)

**27-2525959**  
(I.R.S. Employer  
Identification No.)

**1700 Old Meadow Road  
McLean, Virginia 22102**  
(Address of Principal Executive Offices)

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

**N/A**  
(Former name or former address, if changed since last report)

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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 7.01 Regulation FD Disclosure.**

On November 22, 2016, DynCorp International Inc. (“we” or the “Company”), a wholly owned subsidiary of Delta Tucker Holdings, Inc., issued a press release announcing an appeal decision by the United States Court of Appeals for the Eleventh Circuit which agreed with the Company and reinstated claims by the Company against AAR Airlift Group, Inc. under Florida’s Uniform Trade Secrets Act.

The information in this Item 7.01 and the exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits:**

The following exhibits are furnished herewith:

99.1 Press Release issued by the Company on November 22, 2016 furnished pursuant to Item 7.01 of this Form 8-K.

**Cautionary Note Regarding Forward Looking Statements**

This Current Report on Form 8-K and Exhibit 99.1 may contain forward-looking statements regarding future events and our future results that are subject to the safe harbors created by the Private Securities Litigation Reform Act of 1995 under the Securities Act and the Exchange Act. Without limiting the foregoing, the words “believes,” “thinks,” “anticipates,” “plans,” “expects” and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve risks and uncertainties. Statements regarding the amount of our backlog, estimated total contract values, and 2016 outlook are other examples of forward-looking statements. We caution that these statements are further qualified by important economic, competitive, governmental, international and technological factors that could cause our business, strategy, projections or actual results or events to differ materially, or otherwise, from those in the forward-looking statements. These factors, risks and uncertainties include, among others, the following: our substantial level of indebtedness, our ability to refinance or amend the terms of that indebtedness, and changes in availability of capital and cost of capital; the ability to refinance with subordinated indebtedness, or pay with proceeds of new equity or capital contributions, the 10.375% Senior Notes due 2017 by May 8, 2017; the ability to refinance, amend or generate sufficient cash to repay our indebtedness, including any future indebtedness, which may force us to take other actions to satisfy our obligations under our indebtedness, which may not be successful; the future impact of mergers, acquisitions, divestitures, joint ventures or teaming agreements; the outcome of any material litigation, government investigation, audit or other regulatory matters; restatement of our financial statements causing credit ratings to be downgraded or covenant violations under our debt agreements; policy and/or spending changes implemented by the Obama Administration, any subsequent administration or Congress, including any further changes to the sequestration that the United States Department of Defense is currently operating under; termination or modification of key U.S. government or commercial contracts, including subcontracts; changes in the demand for services that we provide or work awarded under our contracts, including without limitation, the INL Air Wing, Contract Field Teams and Logistics Civil Augmentation Program contracts; the outcome of future extensions on awarded contracts; the outcome of re-compete on existing programs, including but not limited to War Reserve Materiel program and the ultimate outcome of the re-compete process on the INL Air Wing program; changes in the demand for services provided by our joint venture partners; changes due to the pursuit of new commercial business in the U.S. and abroad; activities of competitors and the outcome of bid protests; changes in significant operating expenses; impact of lower than expected win rates for new business; general political, economic, regulatory and business conditions in the U.S. or in other countries in which we operate; acts of war or terrorist activities, including cyber security threats; variations in performance of financial markets; the inherent difficulties of estimating future contract revenue and changes in anticipated revenue from indefinite delivery, indefinite quantity contracts and indefinite quantity contracts; the timing or magnitude of any award, performance or incentive fee granted under our government contracts; changes in expected percentages of future revenue represented by fixed-price and time-and-materials contracts, including increased competition with respect to task orders subject to such contracts; decline in the estimated fair value of a reporting unit resulting in a goodwill impairment and a related non-cash impairment charged against earnings; changes in underlying assumptions, circumstances or estimates that may have a material adverse effect upon the profitability of one or more contracts and our performance; changes in our tax provisions or exposure to additional income tax liabilities that could affect our profitability and cash flows; uncertainty created by management turnover; termination or modification of key subcontractor performance or delivery; the ability to receive timely payments from prime contractors where we act as a subcontractor; and statements covering our business strategy, those described in “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on March 30, 2016, and other risks detailed from time to time in our reports filed with the SEC and other risks detailed from time

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to time in our reports posted to our website or made available publicly through other means. Accordingly, such forward-looking statements do not purport to be predictions of future events or circumstances and therefore, there can be no assurance that any forward-looking statements contained herein will prove to be accurate. We assume no obligation to update the forward-looking statements. Given these risks and uncertainties, you are cautioned not to place undue reliance on forward-looking statements. The Company's actual results could differ materially from those contained in the forward-looking statements.

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**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.

Date: November 22, 2016

DELTA TUCKER HOLDINGS, INC.

/s/ William T. Kansky

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Name: William T. Kansky

Title: Senior Vice President and Chief Financial Officer

**U.S. Court of Appeals Reinstates DynCorp International's Claims against AAR Airlift under the Florida Uniform Trade Secrets Act**

**McLean, Va.** – (November 22, 2016) – On November 21, 2016, the United States Court of Appeals for the Eleventh Circuit reinstated DynCorp International's ("DI") claims against AAR Airlift Group, Inc. ("AAR") under the Florida Uniform Trade Secrets Act. "After careful review of the record and the parties' briefs, we reverse the dismissal order and remand for further proceedings," the Court said.

The decision relates to trade secrets allegedly obtained by AAR as it competed for the U.S. Department of State's Worldwide Aviation Support Services ("WASS") program, under which DI has been the incumbent contractor since 1992.

The finding overrules a decision made earlier this year by the United States District Court for the Middle District of Florida to dismiss DI's suit. DI alleged that three former DI employees who went to work for AAR shared trade secrets with their new employer to help develop a proposal for the WASS competition.

The Court explained that DI's amended complaint "specifically identified financial and technical data related to DynCorp's pre-existing WASS contract, including personnel lists, salary and pay differentials, and pricing data related to staffing and business operations."

In its ruling, the Court wrote: "These allegations, taken as true, show that the information divulged by Thomas and Pilkington constituted a trade secret within the meaning of Fla. Stat. 688.002(4). Accordingly, we reverse the district court's dismissal of the amended complaint."

This matter also remains under a separate investigation by the Department of State Office of the Inspector General, which is looking into potential Procurement Integrity Act Violations by AAR related to this program.

**About DynCorp International**

[DynCorp International](#) is a leading global services provider offering unique, tailored solutions for an ever-changing world. Built on seven decades of experience as a trusted partner to commercial, government and military customers, DI provides sophisticated aviation, logistics, training, intelligence and operational solutions wherever we are needed. DynCorp International is headquartered in McLean, Va. For more information, visit our blogs [Inside DI](#) or [DI at Work](#) or follow [DynCorp International on Twitter](#).

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