

DYNCORP INTERNATIONAL INC.
Form 8-K
September 07, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **September 6, 2007**

DynCorp International Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32869
(Commission
File Number)

01-0824791
(IRS Employer
Identification No.)

3190 Fairview Park Drive, Suite 700, Falls Church, Virginia
(Address of principal executive offices)

22042
(Zip code)

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

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))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On September 6, 2007, the operating agreement (the Operating Agreement) of DynCorp International Inc. s (the Registrant) controlling stockholder, DIV Holding LLC (DIV), was amended to provide that the vesting of the Class B Percentage Interest of Anthony C. Zinni shall not have terminated due to his resignation as a member of the Board of Directors of Registrant and his interest shall continue to vest so long as he continues to be employed by DynCorp International LLC.

This Amendment No. 7 to the Amended and Restated Limited Liability Company Agreement of DIV is attached hereto as Exhibit 3.1 and is incorporated herein be reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following document is hereby filed as an exhibit to this Current Report on Form 8-K:

3.1 Amendment No. 7 to the Amended and Restated Limited Liability Company Operating Agreement of DIV Holding LLC

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SIGNATURES

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.

DynCorp International Inc.

Date: September 7, 2007

/s/ Michael J. Thorne

Michael J. Thorne

Senior Vice President and Chief Financial Officer