

Stanley, Inc.  
Form SC TO-T/A  
June 04, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**(Amendment No. 2)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**STANLEY, INC.**

*(Name of Subject Company (Issuer))*

**CGI FAIRFAX CORPORATION**

**CGI FEDERAL INC.**

**CGI GROUP INC.**

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

**COMMON STOCK, \$0.01 PAR VALUE**

*(Title of Class of Securities)*

**854532108**

*(CUSIP Number of Class of Securities)*

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*(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)*

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**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**  
**\$946,038,602.00**

**Amount of Filing Fee(2)**  
**\$67,452.55**

(1) Estimated for purposes of calculating the filing fee only.

This amount is the sum of (i) 23,611,018 shares of Stanley, Inc. common stock (based on 24,332,018 outstanding as of May 14, 2010, less 721,000 outstanding shares of restricted stock) multiplied by \$37.50 per share, which is the offer price, plus (ii) \$33,587,927, expected to be paid in connection with the cancellation of outstanding options, plus (iii) \$27,037,500 expected to be paid in connection with cancellation of shares of restricted stock.

- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the

transaction  
value by  
0.00007130.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$67,452.55	Filing Party:	CGI Fairfax Corporation CGI Federal Inc. CGI Group Inc.
Form or Registration No.: Schedule TO	Date Filed:	May 20, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this Amendment) is filed by (i) CGI Fairfax Corporation, a Delaware corporation (CGI-Fairfax) and a wholly owned subsidiary of CGI Federal Inc., a Delaware corporation (CGI-US), and an indirect wholly owned subsidiary of CGI Group Inc., a corporation organized under the laws of the Province of Québec, Canada (CGI), (ii) CGI-US, and (iii) CGI. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 20, 2010, as amended (together with all amendments and supplements, the Schedule TO), and relates to the offer (the Offer) by CGI-Fairfax to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the Shares, and each, a Share), of Stanley, Inc., a Delaware corporation (Stanley), at a purchase price of \$37.50 per Share net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 20, 2010 (together with any amendments and supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal. The information in the Offer to Purchase, including all attachments thereto, is expressly incorporated into the Schedule TO by reference in response to all the items of Schedule TO, except that such information is hereby amended and supplemented as follows:

**Item 11. Additional Information.**

The Schedule TO and the Offer to Purchase are amended and supplemented by adding the following text to the Offer to Purchase after the paragraph on page 42 captioned ITAR :

*Litigation.* On May 27, 2010, Continuum Capital, alleging itself to be a shareholder of Stanley, filed a purported shareholder class action complaint in the Circuit Court for the County of Arlington, Virginia, captioned *Continuum Capital v. Philip O. Nolan et al.*, Case No. 10-646, in connection with the Offer and the Merger. The complaint names as defendants Stanley, the members of the Stanley Board, CGI-US and CGI-Fairfax. The suit alleges that Stanley and the members of the Stanley Board breached their fiduciary duties to Stanley's shareholders in connection with the sale of Stanley and that CGI-US and CGI-Fairfax aided and abetted the purported breaches of fiduciary duties. The suit seeks various equitable relief related to the Offer and the Merger and also seeks the costs of the action, including interest, attorneys' fees, experts' fees and other costs. CGI-US and CGI-Fairfax believe that the allegations against them are without merit and intend to vigorously defend the action. In addition, Stanley has also stated that it believes the allegations are without merit and that it intends to vigorously defend the action.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**CGI FAIRFAX CORPORATION**

By: /s/ George Schindler  
Name: George Schindler  
Title: President  
Date: June 3, 2010

**CGI FEDERAL INC.**

By: /s/ George Schindler  
Name: George Schindler  
Title: President  
Date: June 3, 2010

**CGI GROUP INC.**

By: /s/ Claude Séguin  
Name: Claude Séguin  
Title: Senior Vice President, Corporate  
Development and Strategic  
Investments  
Date: June 3, 2010