

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2007-12-10**
SEC Accession No. **0000950133-07-004819**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

NCI, Inc.

CIK: **1334478** | IRS No.: **203211574** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-81098** | Film No.: **071295886**
SIC: **7373** Computer integrated systems design

Mailing Address	Business Address
11730 PLAZA AMERICA DRIVE RESTON VA 20190	11730 PLAZA AMERICA DRIVE RESTON VA 20190 (703) 707-6900

FILED BY

Narang Family Trust

CIK: **1420098** | IRS No.: **266098031** | State of Incorporation: **VA** | Fiscal Year End: **1231**
Type: **SC 13G**

Mailing Address	Business Address
C/O GREENBERG TRAURIG 1750 TYSONS BOULEVARD, SUITE 1200 MCLEAN VA 22102	C/O GREENBERG TRAURIG 1750 TYSONS BOULEVARD, SUITE 1200 MCLEAN VA 22102 7037491386

OMB APPROVAL

OMB Number: 3235-0145
Expires: January 31, 2006
Estimated average burden
hours per response.....11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

NCI, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

62886K104

(CUSIP Number)

November 28, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 62886K104

1	NAMES OF REPORTING PERSONS Narang Family Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Virginia	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,100,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,100,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5% ⁽¹⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Based on 8,151,442 shares of Class A Common Stock issued and outstanding, calculated as the sum of (i) 7,051,442 shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2007 for the quarterly period ended September 30, 2007 and (ii) the 1,100,000 shares of Class A Common Stock beneficially owned by the Reporting Persons, which shares converted from Class B Common Stock to Class A Common Stock upon their transfer to Narang Family Limited Partnership on November 28, 2007.

CUSIP No. 62886K104

1	NAMES OF REPORTING PERSONS Narang Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Virginia	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,100,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,100,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5% ⁽¹⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Based on 8,151,442 shares of Class A Common Stock issued and outstanding, calculated as the sum of (i) 7,051,442 shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2007 for the quarterly period ended September 30, 2007 and (ii) the 1,100,000 shares of Class A Common Stock beneficially owned by the Reporting Persons, which shares converted from Class B Common Stock to Class A Common Stock upon their transfer to Narang Family Limited Partnership on November 28, 2007.

CUSIP No. 62886K104

1	NAMES OF REPORTING PERSONS Narang Family Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Virginia	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,100,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,100,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5% ⁽¹⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(1) Based on 8,151,442 shares of Class A Common Stock issued and outstanding, calculated as the sum of (i) 7,051,442 shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2007 for the quarterly period ended September 30, 2007 and (ii) the 1,100,000 shares of Class A Common Stock beneficially owned by the Reporting Persons, which shares converted from Class B Common Stock to Class A Common Stock upon their transfer to Narang Family Limited Partnership on November 28, 2007.

CUSIP No. 62886K104

1	NAMES OF REPORTING PERSONS Dinesh Bhugra	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY <input type="checkbox"/>	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,100,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,100,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5% ⁽¹⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) Based on 8,151,442 shares of Class A Common Stock issued and outstanding, calculated as the sum of (i) 7,051,442 shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2007 for the quarterly period ended September 30, 2007 and (ii) the 1,100,000 shares of Class A Common Stock beneficially owned by the Reporting Persons, which shares converted from Class B Common Stock to Class A Common Stock upon their transfer to Narang Family Limited Partnership on November 28, 2007.

CUSIP No. 62886K104

1	NAMES OF REPORTING PERSONS Thomas C. Gaspard	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,100,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,100,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5% ⁽¹⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) Based on 8,151,442 shares of Class A Common Stock issued and outstanding, calculated as the sum of (i) 7,051,442 shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2007 for the quarterly period ended September 30, 2007 and (ii) the 1,100,000 shares of Class A Common Stock beneficially owned by the Reporting Persons, which shares converted from Class B Common Stock to Class A Common Stock upon their transfer to Narang Family Limited Partnership on November 28, 2007.

CUSIP No. 62886K104

Item1(a): Name of Issuer.

NCI, Inc. (the "Issuer")

Item 1(b): Address of Issuer' s Principal Executive Offices.

**1730 Plaza America Drive
Reston, Virginia 20190-4764**

Item 2(a): Name of Person Filing.

This statement is filed by Narang Family Trust ("NFT"), Narang Holdings LLC ("NHLLC"), Narang Family Limited Partnership ("NFLP"), Dinesh Bhugra ("Bhugra") and Thomas C. Gaspard ("Gaspard") (each a "Reporting Person" and, collectively, the "Reporting Persons").

Item 2(b): Address of Principal Business Office or, if none, Residence.

**For each of NFT, NHLLC and NFLP:
c/o GenSpring Family Offices
4445 Willard Avenue, Suite 1010
Chevy Chase, Maryland 20815**

**For Bhugra:
37 Baytree Road
London SW25RR, United Kingdom**

**For Gaspard:
10305 Cutters Lane
Potomac, Maryland 20854**

Item 2(c): Citizenship.

**Each of NFT, NHLLC and NFLP is a citizen of Virginia.
Bhugra is a citizen of the United Kingdom.
Gaspard is a citizen of the United States of America.**

Item 2(d): Title of Class of Securities.

Class A Common Stock

Item 2(e): CUSIP Number.

62886K104

Item 3: If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4: Ownership.

(a) **NFLP is the record holder of 1,100,000 shares of the Issuer's Class A Common Stock (the "Class A Shares") as of November 28, 2007.**

NHLLC is the general partner of NFLP and, as such, NHLLC and its Manager, Bhugra, have the power to direct the vote and to direct the disposition of investments owned by NFLP, including the Class A Shares, and thus may also be deemed to beneficially own the Class A Shares.

NFT is the sole owner of NHLLC and, as such, NFT and its Business Trustee, Gaspard, have the power to remove the manager and appoint any new manager of NHLLC, and thus may also be deemed to beneficially own the Class A Shares.

(b) **NFLP is the beneficial owner of 13.5% of the issued and outstanding shares of the Issuer's Class A Common Stock based on (i) 7,051,442 shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2007 for the quarterly period ended September 30, 2007 and (ii) the 1,100,000 shares of Class A Common Stock beneficially owned by the Reporting Persons, which shares converted from Class B Common Stock to Class A Common Stock upon their transfer to Narang Family Limited Partnership on November 28, 2007. Each of NHLLC, NFT, Bhugra and Gaspard may be deemed to own the same 13.5% of the outstanding shares of Class A Common Stock as a result of the relationships described in Item 4(a).**

(c) **As a result of the relationships described in Item 4(a), each of the Reporting Persons may be deemed to share the power to vote, or to direct the vote, and to dispose of, or to direct the disposition of, each of the Class A Shares.**

Item 5: Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6: Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8: Identification and Classification of Members of the Group.

This Schedule is filed as a joint statement pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") by each of the Reporting Persons. While the Reporting Persons may be deemed to be a "group" for purposes of Section 13(d)(3) of the Exchange Act, each of the Reporting Persons hereby disclaims the existence and membership in a "group" and disclaims beneficial ownership of shares of Common Stock beneficially owned by all other Reporting Persons.

Item 9: Notice of Dissolution of Group.

Not Applicable

Item 10: Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 10, 2007

NARANG FAMILY TRUST

/s/ Thomas C. Gaspard

By: Thomas C. Gaspard, its Business Trustee

NARANG HOLDINGS LLC

*

NARANG FAMILY LIMITED PARTNERSHIP

*

*

Dinesh Bhugra

/s/ Thomas C. Gaspard

Thomas C. Gaspard

*By: /s/ Thomas C. Gaspard

Thomas C. Gaspard, as Attorney-in-fact

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Power of Attorney of Narang Family Trust, dated November 30, 2007 (incorporated by reference to the Reporting Persons' Form 3 filed with the Securities and Exchange Commission on December 10, 2007).
99.2	Power of Attorney of Narang Holdings LLC, dated November 30, 2007 (incorporated by reference to the Reporting Persons' Form 3 filed with the Securities and Exchange Commission on December 10, 2007).
99.3	Power of Attorney of Narang Family Limited Partnership, dated November 30, 2007 (incorporated by reference to the Reporting Persons' Form 3 filed with the Securities and Exchange Commission on December 10, 2007).
99.4	Power of Attorney of Dinesh Bhugra, dated November 30, 2007 (incorporated by reference to the Reporting Persons' Form 3 filed with the Securities and Exchange Commission on December 10, 2007).
99.5	Power of Attorney of Thomas C. Gaspard, dated November 30, 2007 (incorporated by reference to the Reporting Persons' Form 3 filed with the Securities and Exchange Commission on December 10, 2007).
99.6	Joint Filing Agreement among the Reporting Persons, dated December 10, 2007.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Class A Common Stock of NCI, Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 10, 2007.

NARANG FAMILY TRUST

/s/ Thomas C. Gaspard

By: Thomas C. Gaspard, its Business Trustee

NARANG HOLDINGS LLC

*

NARANG FAMILY LIMITED PARTNERSHIP

*

*

Dinesh Bhugra

/s/ Thomas C. Gaspard

Thomas C. Gaspard

*By: /s/ Thomas C. Gaspard

Thomas C. Gaspard, as Attorney-in-fact