

CACI INTERNATIONAL INC /DE/  
Form DEF 14A  
October 06, 2011

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant [X]

Filed by a Party other than the Registrant [  
]

Check the appropriate box:

- Preliminary Proxy Statement  Soliciting Material Under Rule 14a-12
- Confidential, For Use of the  
Commission Only (as permitted  
by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

CACI International Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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- 3) Filing Party:
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October 6, 2011

Dear Fellow Stockholder:

I cordially invite you to attend your Company's 2011 Annual Meeting of Stockholders on November 17, 2011, at 9:30 a.m., local time. The meeting will be held at the Fairview Park Marriott, 3111 Fairview Park Drive, Falls Church, Virginia 22042.

The scheduled matters to be considered and acted on at the meeting are the election of directors; a non-binding advisory vote on the compensation of our named executive officers; a non-binding advisory vote on the frequency of holding an advisory vote on the compensation of our named executive officers; amendment of the Company's 2006 Stock Incentive Plan to increase the number of shares of Common Stock authorized for issuance from 3,500,000 to 5,000,000 and to allow for the issuance of up to 2,000,000 shares that may be issued in the form of Restricted Stock, Restricted Stock Units or Unrestricted Stock; approval to adjourn the meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the meeting to approve the amendment of 2006 Stock Incentive Plan; and ratification of the appointment of Ernst & Young LLP as our independent auditors. Detailed information concerning these matters is set forth in the attached Notice of Annual Meeting of Stockholders and Proxy Statement.

As a stockholder, your vote is important. I encourage you to execute and return your proxy promptly whether or not you plan to attend so that we may have as many shares as possible represented at the meeting. Returning your completed proxy will not prevent you from voting in person at the meeting if you wish to do so.

Thank you for your cooperation and continued support and interest in CACI International Inc.

Sincerely,

J.P. LONDON  
Chairman of the Board and Executive Chairman

**IMPORTANT:** Even if you plan to attend the meeting, please complete, sign, date, and return promptly the form of proxy (you can vote via the Internet, by phone, or by using the return envelope if you received a physical copy) to ensure that your vote will be counted. You may vote in person if you so desire, even if you previously have sent in your proxy. Please note that if you execute multiple proxies, the last proxy you execute revokes all previous ones.

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CACI International Inc  
1100 North Glebe Road  
Arlington, Virginia 22201

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
to be held November 17, 2011

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Notice is hereby given that the Annual Meeting of Stockholders of CACI International Inc (CACI or the Company) will be held on Thursday, November 17, 2011 at 9:30 a.m., local time, at the Fairview Park Marriott, 3111 Fairview Park Drive, Falls Church, Virginia 22042 for the following purposes:

1. To elect the nine nominees named in the Proxy Statement to the Company's Board of Directors;
2. To hold a non-binding advisory vote on the compensation of our named executive officers;
3. To hold a non-binding advisory vote on the frequency of future advisory votes on the compensation of our named executive officers;
4. To approve amendments to the Company's 2006 Stock Incentive Plan to increase the number of shares of Common Stock authorized for issuance from 3,500,000 to 5,000,000 and to allow for up to 2,000,000 shares of Common Stock to be issued in the form of Restricted Stock, Restricted Stock Units or Unrestricted Stock after August 11, 2011;
5. To approve a proposal to adjourn the meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the meeting to approve Item 4;
6. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for fiscal year 2012;
7. To transact such other business as may otherwise properly come before the Annual Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on September 19, 2011 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting.

A list of the stockholders entitled to vote at the Annual Meeting will be made available during regular business hours at CACI International Inc, 1100 N. Glebe Road, Arlington, Virginia 22201 from November 3, 2011 through November 16, 2011 for inspection by any stockholder for any purpose germane to the meeting.

By Order of the Board of Directors  
ARNOLD D. MORSE  
Secretary

Arlington, Virginia  
Dated: October 6, 2011

**IMPORTANT:** Even if you plan to attend the meeting, please complete, sign, date, and return promptly the form of proxy (you can vote via the Internet, by phone, or by using the return envelope if you received a physical copy) to ensure that your vote will be counted. You may vote in person if you so desire, even if you previously have sent in your proxy. Please note that if you execute multiple proxies, the last proxy you execute revokes all previous ones.



CACI International Inc  
1100 North Glebe Road  
Arlington, Virginia 22201

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PROXY STATEMENT  
FOR  
ANNUAL MEETING OF STOCKHOLDERS

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This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of CACI International Inc to be used at the Annual Meeting of Stockholders of the Company to be held on November 17, 2011. This Proxy Statement is being made available on or about October 6, 2011. The presence of a stockholder at the Annual Meeting or any adjournment thereof will not automatically revoke such stockholder's proxy. However, any stockholder furnishing a proxy has the power to revoke it by furnishing written notice to Arnold D. Morse, Secretary of the Company, by delivering to the Company a proxy bearing a later date, or by voting in person at the Annual Meeting. Please note, however, that any stockholder wishing to revoke a previous proxy whose shares are held of record by a broker, bank or other nominee must follow such nominee's instructions to revoke such proxy or vote at the Annual Meeting. A proxy card is enclosed for your use in connection with the Annual Meeting. The shares represented by each properly signed and returned proxy will be voted in accordance with the instructions marked thereon or, in the absence of instructions, the proxy will be voted:

FOR the Board of Directors' nine nominees for election to the Company's Board of Directors.

FOR the resolution approving the compensation of the named executive officers, as disclosed in the Company's 2011 Proxy Statement pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other accompanying tables and narrative disclosure.

FOR the recommendation of an advisory vote on executive compensation every year.

FOR the proposed amendments to the Company's 2006 Stock Incentive Plan.

FOR the adjournment of the meeting if necessary to permit the further solicitation of proxies regarding the proposed amendments to the 2006 Stock Incentive Plan.

FOR the ratification of the appointment of Ernst & Young LLP as independent auditors.

The Board does not expect that any matter other than those set forth in the Notice of the Annual Meeting will be brought before the Annual Meeting. If any other matters properly come before the Annual Meeting, the persons named in the accompanying proxy will vote the shares represented by all properly executed proxies on such matters in accordance with their judgment.

The close of business on September 19, 2011 has been fixed as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting. At the close of business on September 19, 2011, the Company had 26,405,574 shares of common stock issued and outstanding. Each share is entitled to one vote.

INTERNET AVAILABILITY OF PROXY MATERIALS

We are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On October 6, 2011, we mailed to our stockholders (other than those who previously requested electronic delivery) a Notice of Internet Availability containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice of Internet Availability also instructs our stockholders on how to access their proxy card to vote through the Internet or by telephone.

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This process is designed to expedite stockholders' receipt of proxy materials, lower the cost of the annual meeting, and help conserve natural resources. However, if a stockholder would prefer to receive printed proxy materials, the stockholder may follow the instructions included in the Notice of Internet Availability. If a stockholder has previously elected to receive our proxy materials electronically, that stockholder will continue to receive these materials via e-mail unless he or she elects otherwise.

#### PROPOSAL 1: ELECTION OF DIRECTORS

In accordance with the Company's By-laws, the Board has set at nine the number of Directors to constitute the full Board. Nine persons have been nominated for election to serve as a Director of the Company. Under the Company's By-laws, all Directors hold office at the pleasure of the stockholders or until their respective successors are elected.

Unless authority is withheld, the persons named in the accompanying proxy will vote the shares of common stock represented by the proxy FOR the election of the nine nominees listed below. Under the Company's By-laws, the presence in person or by proxy of the holders of a majority of the shares entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business.

In general, under Delaware law, broker non-votes (which arise when brokers lack authority to vote and fail to obtain instructions from the beneficial owners of the related shares) and abstentions count toward the determination of a quorum. Regarding the election of directors, if a quorum is present, a majority of the votes properly cast for election of directors is sufficient to elect directors. Votes to withhold authority are considered properly cast; broker non-votes are not treated as votes cast. New York Stock Exchange (NYSE) Rule 452 now classifies the election of directors as a non-routine matter. As a result, banks and brokers will not be able to vote on the election of directors without instructions from the beneficial owners. We encourage all stockholders who hold shares through a bank, broker or other holder of record to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

The Board's Corporate Governance and Nominating Committee has recommended nine nominees for election as Directors. All nine nominees are current Directors.<sup>(1)</sup> For more information regarding nomination procedures and corporate governance matters, please consult the "Corporate Governance" section set forth later in this Proxy Statement.

The Company has no reason to believe that any of the nominees will be unable or unwilling to serve. In the event that any nominee is not available or should decline to serve, the persons named in the proxy may vote for the others and will vote for such other person(s) as they, in their discretion, may decide.

#### NOMINEES

Listed below are the nominees for Director, with information showing the age of each, the year each was first elected as a Director of the Company, and the business affiliations and relevant experience of each.

#### Non-Management Directors

James S. Gilmore III, 61. Director of the Company since 2009.

Mr. Gilmore brings to the Board an exceptional history of leadership and distinguished service to the nation and particular knowledge and experience in legal, regulatory and governmental affairs. Mr. Gilmore was the 68th Governor of the Commonwealth of Virginia, serving in that office from 1998 to 2002. He was a partner in the law firm of Kelley Drye & Warren LLP from 2002 to 2008, where he served as the Chair of the firm's Homeland Security Practice Group and where his practice also focused on corporate, technology, information technology and international matters. In 2003, President George W. Bush appointed Mr. Gilmore to the Air Force Academy Board of Visitors, and he was elected Chairman of the Air Force Board in the fall of 2003. Former Governor Gilmore served as the Chairman of the Republican National Committee from 2001 to 2002. He also served as Chairman of

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(1) Dan R. Bannister, formerly a Director, passed away on March 13, 2011. In addition, Gordon R. England, a current Director, is not a candidate for re-election.





the Congressional Advisory Panel to Assess Domestic Response Capabilities for Terrorism Involving Weapons of Mass Destruction, a national panel established by Congress to assess federal, state and local government capabilities to respond to the consequences of a terrorist attack. This panel, also known as the “Gilmore Commission,” was influential in developing the Office of Homeland Security. Mr. Gilmore is a graduate of the University of Virginia and the University of Virginia School of Law. Within the last five years, Mr. Gilmore served as a director of the following publicly-held companies: Barr Laboratories, Inc. and IDT Corporation. During this timeframe, he was also a member of the advisory board of Hewlett-Packard Company. He is currently a director of Atlas Air Worldwide Holdings and Chairman of the Board of Everquest Financial Ltd. (a privately-held business). He also serves as President and CEO of the Free Congress Foundation, an entity that offers bi-partisan conservative solutions to various domestic and national security challenges. Mr. Gilmore is a member of the Council on Foreign Relations. In addition, Mr. Gilmore operates Gilmore Global Group, LLC in which he consults with companies seeking to market goods and services worldwide. Mr. Gilmore served in the U.S. Army from 1971-1974 in military intelligence.

Gregory G. Johnson, 65. Director of the Company since 2006.

As the former Commander, U.S. Naval Forces Europe and Africa, and Commander in Chief, Allied (NATO) Forces Southern Europe, Admiral Johnson (Retired) brings to the Board valuable insights into the Department of Defense, intelligence and international communities. Since retiring from the U.S. Navy in 2004, Admiral Johnson founded Snow Ridge Associates, a provider of strategic advice and counsel. During his 36-year naval career, Admiral Johnson rose through the ranks to Four-Star Admiral. He commanded at every level. He was most recently responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Areas of Responsibility. He developed substantive policy-level relationships with many of those nations. Admiral Johnson’s NATO duties included operational-level command of the peace support operations in Bosnia-Herzegovina and Kosovo, as well as NATO missions in Macedonia, Albania, and other Southeastern European nations. Admiral Johnson oversaw the successful implementation of NATO’s Operation Active Endeavor (Mediterranean maritime intercept operations), assumed command of the NATO Response Force at the Istanbul Summit in June 2004, oversaw NATO’s contributions to the Hellenic Republic of Greece’s security efforts during the 2004 Olympics, and was responsible for the establishment of NATO’s training support mission in Iraq. During his naval career, Admiral Johnson was also assigned to several senior policy positions in Washington, most notably serving as the executive assistant to the Chairman, Joint Chiefs of Staff (1992 to 1993) and military assistant, first to the Deputy Secretary of Defense and subsequently to the Secretary of Defense (1997 to 2000). Admiral Johnson is active on numerous non-profit boards and serves in several civic and community organizations and institutions. Admiral Johnson also serves as Chairman of the Board of Directors of Alenia North America, Inc. and on the Board of Directors of Delorme, Inc.

Dr. Richard L. Leatherwood, 72. Director of the Company since 1996.

Dr. Leatherwood brings to the Board senior-level executive experience with publicly-held corporations. Dr. Leatherwood’s experience includes business unit management for a Fortune 500 transportation company. From 1986 to 1991, Dr. Leatherwood was President and Chief Executive Officer of CSX Equipment Group. In 1985, Dr. Leatherwood was Vice Chairman of Chessie System Railroads and Seaboard System Railroad. From 1983 to 1985, Dr. Leatherwood was President and Chief Executive Officer of Texas Gas Resources Group. From 1977 to 1983, Dr. Leatherwood held positions with Texas Gas Resources Corporation, a conglomerate of transportation and energy businesses with both revenues and assets in excess of \$2.0 billion: 1982 to 1983, Executive Vice President; 1980 to 1982, Senior Vice President and Chief Financial Officer; 1979 to 1980, Vice President and Assistant to the President; and 1977 to 1979, Vice President, Planning and Systems, Trucking Division. Dr. Leatherwood is currently Chairman Emeritus of the Baltimore & Ohio Railroad Museum, a non-profit corporation. Within the last five years, Dr. Leatherwood served as a director of the following publicly-held company: Dominion Resources, Inc.

James L. Pavitt, 65. Director of the Company since 2008.

With over 30 years of experience in the intelligence community, Mr. Pavitt brings to the Board expertise in such areas as financial risk assessment, defense, information technology, homeland security, counterterrorism, and intelligence. As the Deputy Director for Operations at the Central Intelligence Agency (CIA), he managed the CIA’s globally deployed personnel and nearly half of its multi-billion dollar budget. He also served as the head of America’s Clandestine Service, leading the CIA’s operational response to the attacks of September 11, 2001. As Chief of the CIA’s Counterproliferation Division, he managed and directed intelligence operations against global

proliferation networks. From 1990 to 1993, he served as Senior Intelligence Advisor on the National Security Council team for President George H.W. Bush. He is a recipient of the CIA's Distinguished Intelligence Medal for his excellent work in these capacities. He is also a recipient of the CIA Career Distinguished Intelligence Medal, the CIA Director's Medal and the Donovan Award. From 2004 until April 2011, Mr. Pavitt served as a Senior Advisor of The Scowcroft Group in Washington, D.C., an international strategic business advisory firm. Mr. Pavitt also serves on the advisory board of the Patriot Defense Group as well as the advisory board of Olton Solutions, Ltd, a company based in the United Kingdom.

Dr. Warren R. Phillips, 70. Director of the Company since 1974.

In addition to his experience as a senior-level technology executive, Dr. Phillips brings to the Board considerable expertise in the areas of information technology policy, public sector finance, and the provision of computer services. The Board also benefits from Dr. Phillips' familiarity with the U.S. intelligence community and his understanding of international business issues. Dr. Phillips serves as the financial manager for the Albanian-Macedonian-Bulgarian Oil Pipeline Corporation, a \$1.5 billion crude oil pipeline developer for Caspian oil flows to the West. From February 2008 through August 2011, Dr. Phillips served as the Chairman of the Board and Chief Executive Officer of Advanced Blast Protection, Inc., a research, development and manufacturing company that produces conventional and unconventional bullet resistant glass, modular vehicle armor, and specialized armored vehicles for military, law enforcement and civilian use. In November 2009, Advanced Blast Protection, Inc. filed a petition pursuant to Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Florida. Dr. Phillips is currently a Liquidating Trustee for Advanced Blast Protection, Inc. From 1993 to 2001, Dr. Phillips was Executive Vice Chairman and Chief Financial Officer of Maryland Moscow, Inc., a 501(c)(3) educational and training venture that was involved in over \$50 million in financial training to the newly evolving countries of the former Soviet Union. Dr. Phillips provided advice in developing financial systems (bank, stock exchange, pension, insurance, and government) in most of those countries. Between 1974 and 2003, Dr. Phillips was Professor of Government and Politics at the University of Maryland. During that time, he served in a number of administrative positions including Vice President for Academics at the University of Maryland Baltimore County, and Assistant Vice President for Administration for the University System where he managed system-wide information technology, budgeting, and internal audit.

Charles P. Revoile, 77. Director of the Company since 1993.

As an attorney and former senior-level executive, Mr. Revoile brings to the Board his considerable experience in the governance of publicly-held corporations and in contracting with the United States government. In addition, the Board values Mr. Revoile's perspective in financial and management disciplines as an active private investor. From 1985 to 1992, Mr. Revoile served as Senior Vice President, General Counsel, and Secretary of CACI International Inc. From 1971 to 1985, Mr. Revoile was Vice President and General Counsel of Stanwick Corporation. From 1964 to 1971, Mr. Revoile was counsel to the Communications division of Westinghouse Electric Corporation. From 1961 to 1964, he served as legislative counsel to the National Food Processors Association, representing the industry before Congress and the Executive agencies. Currently, Mr. Revoile is a legal and business consultant and an independent investor.

General William S. Wallace, USA (Ret.), 64. Director of the Company since 2009.

General Wallace brings to the Board a 39-year record of military service and experience. From 2005 to 2008, he served as the Commanding General of the U.S. Army Training and Doctrine Command, leading more than 50,000 soldiers and civilians at 33 Army schools in the United States. He was the architect of the Army's reorganization during military operations in Iraq and Afghanistan and developed the organizational, technical, and warfighting requirements for Army modernization efforts. From 2003 to 2005, General Wallace was Commanding General of the Army Combined Arms Center where he was responsible for developing Army doctrine and for providing the intellectual foundation for military leadership in the 21st century. As Commanding General of the Fifth U.S. Corps from 2001 to 2003, during the opening campaign of Operation Iraqi Freedom, General Wallace led 140,000 soldiers from Kuwait to Baghdad, and subsequently directed the occupation of Western and Northern Iraq. He served as Commander of the Joint Warfighting Center from 1999 to 2001; Commanding General of the 4th Infantry Division — the Army's first division incorporating new C4ISR technologies — from 1997 to 1999; and Commanding General of the National Training Center from 1995 to 1997. General Wallace is a 1969 graduate of the United States Military Academy at West Point. General Wallace currently acts as an independent consultant to various organizations and businesses serving the Department of Defense and is an independent director for Oshkosh Corporation, Inc.

Management Directors

Paul M. Cofoni, 63. President and Chief Executive Officer; Director of the Company since 2006.

Mr. Cofoni brings to the Board over 30 years of senior-level executive experience with publicly-held corporations, including large-scale integrator contractors in the federal market sector; defense, intelligence, and communications markets; and major commercial outsourcing and systems markets. Mr. Cofoni joined CACI in 2005 as President, U.S. Operations. On July 1, 2007, he became President and Chief Executive Officer. From 1991 to 2005, Mr. Cofoni held various positions with Computer Sciences Corporation (CSC): 2001 to 2005, Corporate Vice President and President of Federal Sector; 1998 to 2001, President, Technology Management Group; 1991 to 1998, Vice President, Eastern Region Outsourcing Operations. Prior to acquisition of certain General Dynamics business units by CSC, Mr. Cofoni held various positions with General Dynamics between 1974 and 1991, initially as a software engineer and finally as Vice President, Eastern Center, responsible for all aspects of information technology. Mr. Cofoni served as an officer in the U.S. Army from 1970 to 1974. He received a bachelor of science degree in mathematics from the University of Rhode Island in 1970 and attended the Massachusetts Institute of Technology (MIT) Sloan School program for senior executives in 1989. He has served as Chairman of the Board of the Armed Forces Communications and Electronics Association International and currently is a permanent board member. He is Vice Chairman of the Board of the Professional Services Council.

Dr. J. P. London, 74. Chairman of the Board and Executive Chairman; Director of the Company since 1981.

Under Dr. London's leadership, CACI has grown from a small professional services consulting firm to become a major international pacesetter in information technology and communications solutions markets. CACI became a Fortune 1000 company in 2006. Dr. London joined CACI in 1972. He was elected President and Chief Executive Officer in 1984 and Chairman of the Board in 1990. On July 1, 2007, Dr. London was appointed Executive Chairman. Dr. London has received numerous awards during his career for his business and civic accomplishments, including the John W. Dixon Award from the Association of the U.S. Army for outstanding contributions to America's defense and the U.S. Navy League's Fleet Admiral Chester W. Nimitz Award for his exemplary contributions to the enhancement of U.S. maritime strength and national security. Dr. London was inducted as a Laureate into the Greater Washington Business Hall of Fame in 2010. He is also the recipient of the Ernst & Young Entrepreneur of the Year for Government IT Services, the Northern Virginia Technology Council's Earl C. Williams Award for Leadership in Technology, the KPMG Peat Marwick High Tech Entrepreneur Award, and the Albert Einstein Award for Technology Achievement in the Defense Field. In addition, Dr. London has been recognized by the Human Resources Leadership Award of Greater Washington in its annual awards program, through the establishment of its Ethics in Business Award named in his honor. Dr. London serves on the boards of the U.S. Naval Institute, the U.S. Navy Memorial Foundation, the Naval Historical Foundation and the Secretary of the Navy's Advisory Subcommittee on Naval History. Dr. London is currently a director and member of the Executive Committee of the Armed Forces Communications and Electronics Association and the Northern Virginia Technology Council where he was formerly a member of their Senior Advisory Board. Dr. London is also a member of the National Military Intelligence Association, the Intelligence and National Security Alliance, the Association of the U.S. Army, the Navy League, the Naval Order of the U.S.A., and the American Legion. Dr. London holds a B.S. in Engineering from the United States Naval Academy, a M.S. in Operations Research from the United States Naval Postgraduate School, and a Doctorate in Business Administration, conveyed "with distinction", from the George Washington University School of Business and Public Management. Early in his career, Dr. London served as a Naval Aviator. Dr. London holds the rank of Captain, U.S. Navy (Retired).

The Board recommends that stockholders vote FOR each of the Nominees.

SECURITY OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS,  
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides the latest available information as of September 19, 2011 with respect to beneficial ownership of the Company's common stock held by each person known by the Company to be the beneficial owner of more than 5% of the outstanding common stock.

Beneficial Owner	Amount of Beneficial Ownership of Common Stock	Percent of Common Stock(1)
BlackRock, Inc.(2) 40 East 52nd Street New York, NY 10022	2,325,203	8.81%
FMR LLC(3) 82 Devonshire Street Boston, MA 02109-3605	2,243,931	8.50%
Blue Harbour Group, LP(4) 646 Steamboat Road Greenwich, CT 06830	1,694,342	6.42%
Southpoint Master Fund LP (et al.)(5) 623 Fifth Avenue, Suite 2601 New York, NY 10022	1,345,142	5.09%

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- (1) Based on 26,405,574 shares of common stock outstanding as of the September 19, 2011 record date.
- (2) The number of shares beneficially held by BlackRock, Inc. (BlackRock) is based solely on information in a Schedule 13G filed with the SEC by BlackRock on February 3, 2011 on behalf of itself and certain entities under its control. The report states that BlackRock holds 2,325,203 shares with sole voting and sole dispositive power over all 2,325,203 shares.
- (3) The number of shares beneficially held by FMR LLC (FMR) is based solely on information in a Schedule 13G/A filed with the SEC by FMR on February 14, 2011 on behalf of itself and certain entities under its control. The report states that the 2,243,931 shares held by FMR include 1,871,259 shares held by Fidelity Management & Research Company, 328,776 shares held by Pyramis Global Advisors, LLC, and 38,696 shares held by Pyramis Global Advisors Trust Company. FMR also reported that members of the family of Edward C. Johnson 3rd, Chairman of FMR, are the predominant owners, directly or through trusts, of Series B shares of common stock of FMR, representing 49% of the voting power of FMR. The report further states that 5,200 shares are held by FIL Limited (FIL). Partnerships controlled predominantly by members of the family of Edward C. Johnson 3rd, Chairman of FMR and FIL, or trusts for their benefit, own shares of FIL voting stock with the right to cast approximately 39% of the total votes which may be cast by all holders of FIL voting stock. FIL and FMR are separate and independent corporate entities.
- (4) The number of shares beneficially held by Blue Harbour Group, LP, a Delaware limited partnership (Manager), Blue Harbour Strategic Value Partners Master Fund, LP, a Cayman Islands exempted limited partnership (the Fund), Blue Harbour Institutional Partners Master Fund, L.P., a Cayman Islands exempted limited partnership (BHIP and, together with the Fund, the Funds), Blue Harbour GP, LLC, a Delaware limited liability company (Fund GP), Blue Harbour Holdings, LLC, a Delaware limited liability company (Manager GP), and Clifton S. Robbins, a citizen of the United States of America (Mr. Robbins) (Blue Harbour Group, LP (et al.) is based solely on information in a Schedule 13D filed with the SEC by Blue Harbour et al. on July 7, 2010. The report states that the Fund beneficially owns an aggregate of 1,128,095 shares and that BHIP beneficially owns an aggregate of 566,247 shares. The report further states that the 1,694,342 shares of Common Stock beneficially owned, in the aggregate, by the Funds, may be deemed to be beneficially owned by each of the Fund GP, Manager, Manager GP, and Mr. Robbins.
- (5) The number of shares beneficially held by Southpoint Master Fund, LP, Southpoint Capital Advisors LP, Southpoint Capital Advisors LLC, Southpoint GP, LP, Southpoint GP, LLC, and John S. Clark II (Southpoint et al.) is based solely on information in a Schedule 13G filed with the SEC by Southpoint et al. on February 14, 2011. The report states that Southpoint et al. holds 1,345,142 shares, with shared voting power and shared dispositive power over all 1,345,142 shares.



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The following table provides information as of September 19, 2011 with respect to beneficial ownership for each Executive Officer, each present Director, and for all Current Executive Officers and Directors of the Company as a group.

Name of Beneficial Owner and Position	Amount of Beneficial Ownership of Common Stock(1)	Percent of Common Stock(2)(3)
J.P. London Chairman of the Board, Executive Chairman, Director and Nominee	224,419(4)	*
Paul M. Cofoni President, Chief Executive Officer, Director and Nominee	392,907(5)	1.49%
William M. Fairl President, U.S. Operations CACI, INC.-FEDERAL	123,486(6)	*
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	54,595(7)	*
Daniel D. Allen Chief Operating Officer, U.S. Operations, CACI, INC.-FEDERAL	—	*
Gregory R. Bradford Chief Executive, CACI Limited, President, U.K. Operations	103,223(8)	*
Gordon R. England Director	25,328(9)	*
James S. Gilmore III Director and Nominee	3,806(10)	*
Gregory G. Johnson Director and Nominee	10,750(11)	*
Richard L. Leatherwood Director and Nominee	24,512(12)	*
James L. Pavitt Director and Nominee	5,380(13)	*
Warren R. Phillips Director and Nominee	1,267	*
Charles P. Revoile Director and Nominee	32,434(14)	*
William S. Wallace Director and Nominee	3,432(15)	*
All Current Executive Officers and Directors as a Group (14 in number)	1,005,539	3.81%

(1) All stock settled stock appreciation rights (SSARs) and stock options exercisable as of September 19, 2011 or within 60 days after that date are treated as exercised for the underlying shares of common stock. All Restricted Stock Units (RSUs) vesting as of September 19, 2011 or within 60 days after that date are treated as vested for the underlying shares of common stock.

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- (2) Based on 26,405,574 shares of common stock outstanding as of the September 19, 2011 record date.
- (3) The asterisk (\*) denotes that the individual holds less than one percent of outstanding common stock. This stock is included in the total percentage of outstanding common stock held by the Executive Officers and Directors shown above.
- (4) Includes 120,096 shares obtainable upon exercise of options within 60 days of September 19, 2011.

- (5) Includes 3,486 shares in CACI's 401(k) plan and 327,840 shares obtainable upon exercise of SSARs/options exercisable within 60 days of September 19, 2011.
- (6) Includes 3,756 shares in CACI's 401(k) plan and 88,140 shares obtainable upon exercise of SSARs/options exercisable within 60 days of September 19, 2011.
- (7) Includes 33,420 shares obtainable upon exercise of SSARs/options exercisable within 60 days of September 19, 2011.
- (8) Includes 55,120 shares obtainable upon exercise of SSARs/options exercisable within 60 days of September 19, 2011.
- (9) Includes 504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011 and 10,000 shares owned by Mr. England's wife.
- (10) Includes 504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011.
- (11) Includes 8,504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011.
- (12) Includes 4,000 shares owned by Dr. Leatherwood's wife and 6,504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011.
- (13) Includes 504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011.
- (14) Includes 6,504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011.
- (15) Includes 504 shares obtainable upon exercise of options exercisable within 60 days of September 19, 2011.

#### Section 16(a) Beneficial Ownership Reporting

Section 16(a) of the Securities and Exchange Act of 1934 requires the Company's Officers and Directors and persons who own more than ten percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission (SEC). Such Officers, Directors, and stockholders are required by SEC regulations to furnish the Company with copies of all such reports that they file.

Under the applicable regulations, the reporting person is responsible for making the filing. Ordinarily however, when a reporting person engages in a transaction with the Company, such as the grant of a stock option, RSU, or similar award, Company personnel generate the report on a timely basis for the benefit of the reporting person. During the fiscal year ended June 30, 2011, in the following instances, these reports were inadvertently not generated and filed on a timely basis due to administrative errors:

Form 4s were not timely filed for Messrs. Bradford, Fairl, and Randall C. Fuerst (the Company's former Chief Operating Officer, U.S. Operations) for a grant of Restricted Stock Units (RSUs) they each received under the Company's Management Stock Purchase Plan (MSPP). The aggregate number of RSU's for which the necessary reports were not filed on a timely basis was 1,095. Form 4s were also not timely filed for Director Leatherwood's sale of Company stock on five occasions between February 2010 and March 2011. The aggregate number of shares for which the necessary reports were not filed on a timely basis was 2,160. Finally, a Form 4 was not timely filed on one occasion for Mr. Bradford's exercise and sale of stock options in May 2011. The aggregate number of shares for which the necessary report was not filed on a timely basis was 27,000.



Equity Compensation Plan Information

The following table provides additional information as of June 30, 2011 regarding shares of the common stock of the Company authorized for issuance under its equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved by Stockholders(1)	3,510,565 (2)	\$ 52.78(3)	2,384,114 (4)
Equity Compensation Plans Not Approved by Stockholders	0	0	0
<b>Total</b>	<b>3,510,565</b>	<b>\$ 52.78</b>	<b>2,384,114</b>

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