

CACI INTERNATIONAL INC /DE/  
Form S-8 POS  
March 04, 2005

As filed with the Securities and Exchange Commission on March 4, 2005

Registration No. 333-104118

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORMS 8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**CACI International Inc**

(Exact name of registrant as specified in its charter)

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

**1100 North Glebe Road, Arlington, Virginia**  
(Address of Principal Executive Offices)

**54-1345888**  
(I.R.S. Employer Identification No.)

**22201**  
(Zip Code)

**CACI International Inc**

**CACI 2002 Employee Stock Purchase Plan**

**CACI 2002 Director Stock Purchase Plan**

**CACI 2002 Management Stock Purchase Plan**

(Full titles of the plans)

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**Jeffrey P. Elefante**

**Executive Vice President and General Counsel**

**CACI International Inc**

**1100 North Glebe Road**

**Arlington, Virginia 22201**

(Name and address of agent for service)

**(703) 841-7800**

(Telephone number, including area code, of agent for service)

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**Explanatory Note**

A draft rather than the final version of the CACI 2002 Management Stock Purchase Plan adopted by our Board of Directors was inadvertently filed as Exhibit 4.5 to our Registration Statement on Form S-8 dated March 28, 2003 (File No. 333-104118).

The purpose of this Post-Effective Amendment No. 1 to our Registration Statement on Form S-8 (File No. 333-104118) is to file the correct version of the CACI 2002 Management Stock Purchase Plan with the Securities and Exchange Commission. Except as set forth herein, the contents of our Registration Statement on Form S-8 (File No. 333-104118) relating to the CACI 2002 Management Stock Purchase Plan are incorporated by reference into this Post-Effective Amendment No. 1 to the above-referenced Registration Statement on Form S-8.

**PART II**

**Item 8.**

**Exhibits**

4.5 CACI 2002 Management Stock Purchase Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, Virginia, on this 4th day of March, 2005.

CACI International Inc

By: */s/ Jeffrey P. Elefante*  
 Jeffrey P. Elefante

Executive Vice President and

General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<p style="text-align: center;">*</p> <p>_____</p> <p>J.P. London</p>	<p>Chairman of the Board, Chief Executive Officer and                      Director (Principal Executive Officer)</p>	<p>March 4, 2005</p>
<p style="text-align: center;">*</p> <p>_____</p> <p>Stephen L. Waechter</p>	<p>Executive Vice President, Chief Financial Officer                      and Treasurer (Principal Financial Officer)</p>	<p>March 4, 2005</p>
<p style="text-align: center;"><i>/s/</i></p> <p>_____</p> <p>S. Mark Monticelli</p>	<p>Senior Vice President, Corporate Controller                      (Chief Accounting Officer)</p>	<p>March 4, 2005</p>
<p>_____</p> <p>Herbert W. Anderson</p>	<p>Director</p>	<p>March 4, 2005</p>
<p style="text-align: center;">*</p> <p>_____</p> <p>Michael J. Bayer</p>	<p>Director</p>	<p>March 4, 2005</p>
<p>_____</p> <p>Peter A. Derow</p>	<p>Director</p>	<p>March 4, 2005</p>
<p style="text-align: center;">*</p> <p>_____</p> <p>Richard L. Leatherwood</p>	<p>Director</p>	<p>March 4, 2005</p>

Director

March 4, 2005

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Barbara A. McNamara

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Arthur L. Money	Director	March 4, 2005
* _____ Warren R. Phillips	Director	March 4, 2005
* _____ Charles P. Revoile	Director	March 4, 2005
* _____ John M. Toups	Director	March 4, 2005
* _____ Larry D. Welch	Director	March 4, 2005
*/s/ Jeffrey P. Elefante _____ Jeffrey P. Elefante Attorney-in-fact		March 4, 2005

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
4.5	CACI 2002 Management Stock Purchase Plan.