CACI INTERNATIONAL INC /DE/
Form DEF 14A
October 07, 2008

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

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):
[x] No fee required.
[_] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

---

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

---

5) Total fee paid:

[_] Fee paid previously with preliminary materials:

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

---

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

October 7, 2008

Dear Fellow Stockholder:

I cordially invite you to attend your Companys 2008 Annual Meeting of Stockholders on November 19, 2008, at 9:30 a.m., local time. The meeting will be held at the Sheraton Premiere, 8661 Leesburg Pike, Vienna, VA 22182.

The scheduled matters to be considered and acted on at the meeting are the election of directors; the approval of amendments to the Companys 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 enclosed proxy in the envelope provided 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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held November 19, 2008

Notice is hereby given that the Annual Meeting of Stockholders of CACI International Inc (CACI or the Company) will be held on Wednesday, November 19, 2008 at 9:30 a.m., local time, at the Sheraton Premiere, 8661 Leesburg Pike, Vienna, Virginia 22182 for the following purposes:

1. To elect the Companys Board of Directors.

2. To approve amendments to the Companys 2006 Stock Incentive Plan.

3. 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 2.

4. To ratify the appointment of Ernst & Young LLP as the Companys independent auditors for fiscal year 2009.

5. 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 22, 2008 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 5, 2008 through November 18, 2008 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 7, 2008

IMPORTANT: Even if you plan to attend the meeting, please complete, sign, date, and return promptly the enclosed proxy in the envelope provided 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

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

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 19, 2008. This Proxy Statement is being made available on or about October 7, 2008. The presence of a stockholder at the Annual Meeting or any adjournment thereof will not automatically revoke such stockholders 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 nominees 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 nominees for election to the Companys Board of Directors.

FOR the amendments to the Companys 2006 Stock Incentive Plan.

FOR the adjournment of the meeting, if necessary, to permit further solicitation of proxies.

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 22, 2008 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 22, 2008, the Company had 30,081,128 shares of common stock issued and outstanding. Each share is entitled to one vote.

INTERNET AVAILABILITY OF PROXY MATERIALS

Under rules recently adopted by the U.S. Securities and Exchange Commission (SEC), 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 7, 2008, we mailed to our stockholders (other than those who previously requested electronic or paper delivery) a Notice Regarding Availability of Proxy Materials (Notice) containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice also instructs our stockholders on how to access their proxy card to vote through the Internet or by telephone.

This new 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. 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 Companys 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 Director of the Company to hold office. Under the Companys 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 nominees listed below. Under the Companys 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. 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. If a quorum is present, a majority of the votes properly cast for election of directors is sufficient to elect directors. Votes to abstain are treated as votes cast. While broker non-votes are not treated as votes cast, in general there will be no broker non-votes in the election of directors, as New York Stock Exchange (NYSE) Rule 452 permits brokers to vote for the Companys nominees in an uncontested election of directors. The Boards Corporate Governance and Nominating Committee has recommended nine nominees for election as Directors. All nine nominees are current Directors.[(1)] 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 will 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

Dan R. Bannister, 78. Director of the Company since 2007.

Mr. Bannister brings to the Board his unique leadership experience in the federal contracting arena. While at DynCorp International, he held executive positions with increasing responsibility before serving as President and CEO from 1985 to 1997 and Chairman from 1997 to 2003, becoming Chairman Emeritus in 2003. During his tenure, the company experienced some of its most challenging and successful years, including its transformation in 1988 from a publicly traded corporation to one of the largest private, employee-owned businesses in the nation. Mr. Bannister led an aggressive diversification and expansion program that included more than 40 acquisitions, changing the companys core business to technology services and increasing revenue to $2.4 billion and the employee base to 24,000 employees by 2003. Mr. Bannister currently serves as a director on the Board of Social & Scientific Systems, Inc., a company dedicated to applying technology to improve public health. He also serves as a director and member of the audit committee of Dewberry & Davis, a privately held architectural and engineering firm, and is a member of the board of advisors of EOD Technologies, Inc., a provider of critical mission support services. Mr. Bannister previously served on the board of directors of Information Systems Support, Inc., and as chairman of the Northern Virginia Technology Council Foundation and the Technology Council. Mr. Bannister is currently a trustee of the U.S. Air Force Academy Falcon Foundation. He has received numerous awards for his business and civic accomplishments, including the John W. Dixon Award from the Association of the U.S. Army, the Ernst & Young Entrepreneur of the Year Lifetime Achievement Award, the Earle C. Williams Award for Leadership in Technology and the KPMG Peat Marwick High Tech Entrepreneur of the Year.

---

(1) Herbert W. Anderson, Barbara A. McNamara, and Peter A. Derow served as Directors of the Company until November 14, 2007. Neither Mr. Anderson nor Ms. McNamara were candidates for re-election at the 2007 Annual Meeting of Stockholders. Mr. Derow was re-elected as a Director at the 2007 Annual Meeting of Stockholders and resigned immediately following the meeting. H. Hugh Shelton served as a Director until his resignation from the Board on May 7, 2008.

Gregory G. Johnson, 62. 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, most recently responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Area of Responsibility, including support of Operations Enduring Freedom and Iraqi Freedom, and developed substantive policy-level relationships with many of those 91 nations. Admiral Johnsons 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 NATOs Operation Active Endeavor (Mediterranean maritime intercept operations), assumed command of the NATO Response Force at the Istanbul Summit in June 2004, oversaw NATOs contributions to the Hellenic Republic of Greeces security efforts during the 2004 Olympics, and was responsible for the establishment of NATOs 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 to the Secretary of Defense (1999 to 2000). Admiral Johnson is active in numerous non-profit and community organizations and institutions. Admiral Johnson also serves on the Board of Directors of Alenia North America, Inc., Integrian, Inc., and Advanced Blast Protection, Inc.

Dr. Richard L. Leatherwood, 69. Director of the Company since 1996.

Dr. Leatherwood brings to the Board senior-level executive experience with publicly-held corporations. Dr. Leatherwoods 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. Dr. Leatherwood was formerly a director of Dominion Energy, Inc., MNC Financial, Inc., CSX Corporation, Virginia Electric and Power Company, Inc., and Dominion Resources, Inc.

Michael J. Mancuso, 66. Director of the Company since 2007.

Mr. Mancuso brings to the Board his significant experience as a senior corporate officer as well as in all facets of corporate management. Mr. Mancuso retired in June 2006 from General Dynamics, a leading supplier of high-level defense systems to the United States and its allies, where he served as Senior Vice President and Chief Financial Officer. In this role, Mr. Mancuso was responsible for corporate-wide financial management, consolidation and reporting, information systems, and real estate. Mr. Mancuso also had operations management responsibility for General Dynamics Resources group in aggregates and coal. He was named Chief Financial Officer of General Dynamics in 1994 and was elected Senior Vice President in March 1997. Prior to his employment at General Dynamics, Mr. Mancuso held several senior financial positions with United Technologies Corporation (UTC), including Vice President and Controller for UTCs Pratt and Whitney Commercial Engine business unit. Mr. Mancuso began his career with General Electric, where he served over 20 years in various financial management positions. Mr. Mancuso also serves on the board of directors for SPX Corporation, a publicly-held industrial manufacturer headquartered in Charlotte, North Carolina, LSI, Inc., a publicly-held global leader in semiconductors for storage, wireless data, and public and enterprise networks, and The Shaw Group Inc., a publicly-held company which provides premier engineering, design, construction, and maintenance services to government and private-sector clients in a wide array of industries, including the energy, environmental, infrastructure, and emergency response markets.

James L. Pavitt, 62. Director of the Company since 2008.

Based on the recommendation of the Companys Corporate Governance and Nominating Committee, Mr. Pavitt was appointed to the Board in August 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, and counterterrorism. As the Deputy Director for Operations at the Central Intelligence Agency (CIA), he managed the CIAs globally deployed personnel and nearly half of its multi-billion dollar budget. He also served as the head of Americas Clandestine Service, leading the CIAs operational response to the attacks of September 11, 2001. As Chief of the CIAs Counterproliferation Division, he managed and directed intelligence operations against global proliferation networks. From 1990-1993, he served as Senior Intelligence Advisor on the National Security Council team for President George H.W. Bush. He is a recipient of the CIAs Distinguished Intelligence Medal for his excellent work in these capacities. Since 2004, Mr. Pavitt has served as a Principal of the Scowcroft Group in Washington, D.C., which provides clients with assistance and advice for dealing in the international arena. Mr. Pavitt also serves on the board of directors of the Patriot Defense Group, LLC and Advanced Blast Protection, Inc., as well as the advisory board of Olton Solutions, Ltd, a company based in the United Kingdom.

Dr. Warren R. Phillips, 67. 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 (CAPEX) crude oil pipeline developer for Caspian oil flows to the west. Since February 2008, Dr. Phillips has 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. From 2005 until February 2008, Dr. Phillips served as Chairman of the Board of Labock Technologies, 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 UMBC, and Assistant Vice President for Administration for the University System where he managed system-wide information technology, budgeting, and internal audit.

Charles P. Revoile, 74. 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. Currently, Mr. Revoile is a legal and business consultant and an independent investor.

Management Directors

Paul M. Cofoni, 60. 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 is Chairman of the Board of Directors of the Armed Forces Communications and Electronics Association, a member of the American Institute of Aeronautics and Astronautics, and a member of the Professional Services Council.

Dr. J. P. London, 71. 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 to Chairman of the Board and Executive Chairman. He has been a director since 1981. Dr. London is currently a director and member of the Executive Committee of the Armed Forces Communications and Electronics Association and was formerly a member of the Senior Advisory Board of the Northern Virginia Technology Council. Dr. London serves on the Board of Directors of Advanced Blast Protection, Inc., 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 also a member of the National Military Intelligence Association, Intelligence and National Security Alliance, the Navy League, the Naval Order of the U.S.A., the American Legion, and the Association of the U.S. Army. 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 Reserve (Retired). Dr. London has received numerous awards over the years for his business and civic accomplishments, including the John W. Dixon Award from the Association of the U.S. Army, the Ernst & Young Entrepreneur of the Year for Government IT Services, the Earl C. Williams Award for Leadership in Technology, the KPMG Peat Marwick High Tech Entrepreneur Award, the Albert Einstein Award for Technology Achievement in the Defense Fields, 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. 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.

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 22, 2008 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)
Kinetics Asset Management, Inc.(2) 470 Park Avenue, 4th Floor South New York NY 10016-1990	3,908,778	12.99%
FMR LLC(3) 82 Devonshire Street Boston MA 02109-3605	2,566,425	8.53%
Wellington Management Co. LLP(4) 75 State Street Boston MA 02109	2,349,112	7.81%
Artisan Partners Limited Partnership(5) 875 East Wisconsin Avenue Suite 800 Milwaukee WI 53202	1,586,400	5.27%
Barclays Global Investors, N.A.(6) 45 Fremont Street, 17th Floor San Francisco CA 94105	1,567,211	5.21%
Neuberger Berman, Inc.(7) 605 Third Avenue New York NY 10158-3698	1,505,120	5.00%

(1) Based on 30,081,128 shares of common stock outstanding as of the September 22, 2008 record date.

(2) The number of shares beneficially held by Kinetics Asset Management, Inc. (Kinetics) is based solely on information in a Schedule 13G filed with the SEC by Kinetics on February 27, 2008. Kinetics reported sole voting power and sole dispositive power over all 3,908,778 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, 2008 on behalf of itself and certain entities under its control. The report states that the 2,566,425 shares held by FMR include 2,188,147 shares held by Fidelity Management & Research Company, 37,978 shares held by Pyramis Global Advisors, LLC, 309,900 shares held by Pyramis Global Advisors Trust Company, and 30,400 shares held by Fidelity International Limited. 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.

(4) The number of shares beneficially held by Wellington Management Company, LLP (Wellington) is based solely on information in a Schedule 13G filed with the SEC by Wellington on February 14, 2008. Wellington reported shared voting power over 2,062,312 shares and shared dispositive power over 2,314,912 shares.

(5) The number of shares beneficially held by Artisan Partners Limited Partnership (Artisan) is based solely on information in a Schedule 13G filed with the SEC on February 13, 2008 on behalf of itself and certain other entities, including Artisan Investment Corporation (Artisan Corp), the general partner of Artisan; ZFIC, Inc. (ZFIC), the sole stockholder of Artisan Corp; and Andrew A. Ziegler and Carlene M. Ziegler, the principal stockholders of ZFIC. The report states that each of Artisan, Artisan Corp, ZFIC, Mr. and Ms. Ziegler has shared dispositive power over all 1,586,400 shares.

(6) The number of shares beneficially held by Barclays Global Investors, N.A. (Barclays NA) is based solely on information in a Schedule 13G filed with the SEC by Barclays NA on February 5, 2008 on behalf of itself and affiliated entities. The report states that (i) Barclays NA holds 607,727 shares, with sole voting power over 520,583 shares and sole dispositive power over all 607,727 shares; (ii) Barclays Global Fund Advisors holds 928,755 shares, with sole voting power over 678,882 shares and sole dispositive power over all 928,755 shares; and (iii) Barclays Global Investors, Ltd. holds 30,729 shares, with sole dispositive power over all 30,729 shares.

---

(7) The number of shares beneficially held by Neuberger Berman, Inc. (Neuberger) is based solely on information in a Schedule 13G/A filed with the SEC by Neuberger on February 13, 2008 on behalf of itself and Neuberger Berman, LLC (Neuberger LLC). The report states that each of Neuberger and Neuberger LLC has sole voting power over 118,201 shares, shared voting power over 1,096,799 shares, and shared dispositive power over all 1,505,120 shares.

The following table provides information as of September 22, 2008 with respect to beneficial ownership for each Executive Officer, each present Director Nominee, 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	399,437(4)	1.33%
Paul M. Cofoni	120,787(5)	*

President, Chief Executive Officer, Director and Nominee		
William M. Fairl President, U.S. Operations CACI, INC.-FEDERAL	73,442(6)	*
Randall C. Fuerst Chief Operating Officer, U.S. Operations, CACI, INC.-FEDERAL	16,316(7)	*
Gregory R. Bradford Chief Executive, CACI Limited, President, U.K. Operations	223,022(8)	*
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	1,200(9)	*
Dan R. Bannister Director and Nominee	7,000(10)	*
Gregory G. Johnson Director and Nominee	8,000(11)	*
Richard L. Leatherwood Director and Nominee	32,000(12)	*
Michael J. Mancuso Director and Nominee	5,000(10)	*
James L. Pavitt Director and Nominee	0	*
Warren R. Phillips Director and Nominee	9,657(13)	*
Charles P. Revoile Director and Nominee	35,174(14)	*
All Current Executive Officers and Directors as a Group (13 in number)	931,035	3.10%

(1) All options exercisable as of September 22, 2008 or within 60 days after that date are treated as exercised for the underlying shares of common stock. All RSUs vesting as of September 22, 2008 or within 60 days after that date are treated as vested for the underlying shares of common stock.

(2) Based on 30,081,128 shares of common stock outstanding as of the September 22, 2008 record date.

(3) The asterisk (*) denotes that the individual holds less than one percent (1%) 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 342,956 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(5) Includes 1,687 shares in CACIs 401(k) plan and 101,600 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(6) Includes 5,899 shares in CACI’s 401(k) plan and 59,315 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(7) Includes 321 shares in CACI’s 401(k) plan and 12,298 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(8) Includes 186,060 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(9) Includes 1,200 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(10) Includes 5,000 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(11) Includes 8,000 shares obtainable upon exercise of options within 60 days of September 22, 2008.

(12) Includes 4,000 shares owned by Dr. Leatherwood’s wife and 15,000 shares obtainable upon exercise of options exercisable within 60 days of September 22, 2008.

(13) Includes 9,000 shares obtainable upon exercise of options exercisable within 60 days of September 22, 2008.

(14) Includes 15,000 shares obtainable upon exercise of options exercisable within 60 days of September 22, 2008.

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 (10%) 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.

Based solely on a review of copies of reports filed with the SEC and of written representations by certain Officers and Directors, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis during the fiscal year ended June 30, 2008.

8

EXECUTIVE OFFICERS

As of September 22, 2008, the Executive Officers of the Company were J.P. London, Chairman of the Board and Executive Chairman, Paul M. Cofoni, President and Chief Executive Officer, and the following four persons indicated in the table below.

Name, Age	Positions and Offices With the Company	Principal Occupations
William M. Fairl, 59	President, U.S. Operations CACI, INC.-FEDERAL	President, U.S. Operations, CACI, INC.-FEDERAL, July 1, 2007 to present; CACI, INC.-FEDERAL: Chief Operating Officer, April 2005 through June 2007, Acting Chief Operating Officer, 2004-2005, Executive Vice President, 2001-2004; Senior Vice

		President 1998-2001. QuesTech, Inc.: Senior Vice President, 1996-1998; Vice President, 1993-1996.
Thomas A. Mutryn, 54	Executive Vice President, Chief Financial Officer and Treasurer	Executive Vice President, Chief Financial Officer and Treasurer, CACI International Inc, April 2007 to present; Acting Chief Financial Officer and Treasurer, January 2007 to April 2007; Executive Vice President, Corporate Development, September 2006 to January 2007. GTSI Corp.: Senior Vice President, Finance, and Chief Financial Officer, 2003-2006. U.S. Airways, Inc.: Senior Vice President, Finance, and Chief Financial Officer, 1998-2002.
Gregory R. Bradford, 59	Chief Executive, CACI Limited, and President, U.K. Operations	Chief Executive, CACI Limited, since 2000; Managing Director, CACI Limited, 1985-2000; President, U.K. Operations, since 1994; Executive Vice President, 1987-1994; Senior Vice President, 1986-1987; Vice President, 1983-1986.
Randall C. Fuerst, 52	Chief Operating Officer, U.S. Operations, CACI, INC.-FEDERAL	Chief Operating Officer, U.S. Operations, CACI, INC.-FEDERAL, July 1, 2007 to present; Executive Vice President, January 2005 through June 2007. Titan Corporation: Senior Vice President, Operations, Enterprise Services and Solutions Sector, March 2003 to December 2004. Corbett Technologies: Chief Operating Officer, July 2002 to January 2003.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Key objectives of the Companys executive compensation programs are as follows:

- attract, retain, and motivate highly talented individuals at all levels of the organization;
- ensure senior officers (senior vice presidents and above) act on behalf of shareholders through the use of equity-based rewards and individual shareholding requirements;
- provide compensation levels, consistent with our overall philosophy, that are intended to be fair (but not excessive) and competitive with similar companies in CACIs industry; and
- provide incentives and rewards for executives commensurate with their roles and responsibilities based on corporate performance.

To accomplish these objectives, the Companys executive compensation programs are based on the following guiding principles:

- base salaries for senior officers are reviewed annually based on changes in the market and individual responsibilities and are targeted at the 50th percentile of the competitive market;

- total cash compensation for each of the named executive officers (NEOs) is chiefly contingent upon performance (i.e., is at risk);
- incentive bonus payouts are intended to provide total cash compensation at the 75th percentile of the competitive market when the Company and individual achieve targeted (i.e., planned) levels of performance against established corporate performance metrics;
- established corporate targets are intended to place CACI in the 75th percentile of performance in the competitive market, which matches the targeted cash compensation level;
- quarterly and annual bonuses are formula-based and linked to performance against stated company and individual objectives;
- equity-based compensation provides incentives to maximize shareholder value;
- a Management Stock Purchase Plan (MSPP) is provided for senior officers that allows each executive to defer a portion of his or her annual incentive into Company stock and build equity ownership in the Company;
- senior officers are required to maintain long-term stock ownership through ownership guidelines expressed as a multiple of salary;
- retirement programs have been designed to encourage executive officers to save for their retirement;
- severance and change-in-control benefits reflect industry practices;
- to the extent possible, compensation is structured so it is fully tax deductible to the Company; and
- senior officer perquisites and special benefits are limited, relative to competitive practice, and are primarily business-related.

We believe that the Company's executive compensation policies, plans and programs advance the objectives listed above and adhere to the necessary standards of corporate governance.

Governance of Compensation Programs

The Compensation Committee of the Board of Directors (the Committee) has both a strategic and administrative role in managing the compensation structure of the Company with an emphasis on compensation of top management. Strategically, the Committee considers how the achievement of the overall goals and objectives of the Company can be aided through adoption of appropriate compensation philosophy and effective program elements. Administratively, the Committee reviews compensation paid, salary progressions, incentive compensation allocations, and the awards of supplemental benefits and perquisites for key executives. The Committee is solely responsible for granting stock options and other awards under the Company's equity incentive plans.

The Committee reviews and recommends to the Board of Directors the compensation for six executive positions at CACI, as these positions are the most likely to qualify as NEOs. The six executive positions are as follows:

- Chairman of the Board and Executive Chairman
- President and Chief Executive Officer
- President, U.S. Operations
- Chief Operating Officer, U.S. Operations

- Chief Executive, CACI Limited, and President, U.K. Operations
- Executive Vice President, Chief Financial Officer and Treasurer

The Committee has authority under its Charter to engage the services of outside advisors, experts and others to assist the Committee. In accordance with this authority, in fiscal year 2008, the Committee engaged Frederic W. Cook & Co., Inc. as an independent outside compensation consultant to advise the Committee on matters pertaining to NEO compensation, director compensation, stock programs, legal and regulatory updates, and other general industry compensation practices.

Frederic W. Cook & Co., Inc. was selected by the Committee during the fiscal year after a competitive selection process that involved several other firms. During fiscal year 2008, the compensation consultant was responsible for providing information on new laws and regulations pertaining to the Committee, providing recommendations for NEO and director compensation, and performing independent assessments of management recommendations brought before the Committee. The compensation consultant attended the last two of the five meetings of the Committee in fiscal year 2008, as the competitive selection process was not completed until after the first three meetings were held. The Company paid approximately $90,000 to Frederic W. Cook & Co., Inc. for these services in fiscal year 2008.

Benchmarking Compensation

Each year, the Company commissions a benchmarking study of compensation levels for executive positions to help inform the Compensation Committees decisions and monitor the Companys executive compensation programs. Benchmarking studies for fiscal year 2008 were conducted by two independent consultants: The Quinson Group and PricewaterhouseCoopers (PwC). The Quinson Group provided Hay Group Job Evaluations for all executive positions at CACI, including the NEOs. The PwC study was focused on NEOs, and considered four distinct analyses:

- Hay Group Job Evaluation (as provided by The Quinson Group)
- Peer Market Analysis
- Technical Industry Market Survey Analysis
- Internal Comparisons

The Hay Group Job Evaluation measured the level and type of responsibilities for each NEO relative to a database of similarly situated executives in surveyed companies and established competitive compensation ranges on this basis. Peer Market Analysis compared NEO compensation to compensation data derived from the proxy statements of individually selected peer companies. Technical Industry Market Survey Analysis compared NEOs to executives with similar responsibilities in companies of similar size and industry specificity. Internal comparisons enabled the Company to take into consideration the fairness of compensation based on internal reporting relationships and relative level of responsibility.

Peer market comparisons were made to executive compensation levels at seven publicly traded companies. These companies were selected based on similarities to CACI in size (e.g., revenue and market capitalization; the trailing twelve month revenues for CACI were the third largest within the peer group of publicly traded companies at the time of the analysis), and industry and operational similarities. The selected companies were as follows:

Acxiom Corporation	Covansys Corporation
L-3 Communications, Inc.	ManTech International Corporation
Perot Systems Corporation	SI International, Inc.
SRA International, Inc.	

All types of cash compensation are considered in these analyses. For example, Mr. Mutryn is eligible for acquisition bonuses based upon the trailing twelve month revenue of the acquired company at the time of the acquisition and the actual twelve month earnings before interest and taxes (EBIT) after the acquisition in addition to his incentive plan for company performance, and forecasted acquisition bonuses for the upcoming fiscal year are analyzed against 75th percentile cash compensation for his position.

Based upon these analyses, all compensation decisions for NEOs made for fiscal year 2008 compensation were consistent and in line with the stated guiding principles.

11

For fiscal year 2009 and beyond, CACI is transitioning away from Hay Group Job Evaluations based primarily on our relationship with the Defense Contract Auditing Agency (DCAA), which regularly audits CACI's costs because of our status as a large defense contractor to the federal government. DCAA has increasingly used standardized market-based surveys to benchmark CACI executive compensation, and it was imperative that we be consistent with DCAA's review methods.

Benchmarking studies for compensation effective in fiscal year 2009 were conducted by two consultants. NEO analysis was performed by the Committee's compensation consultant from Frederic W. Cook & Co., Inc. Analysis for other company executives was performed by Watson Wyatt & Company; the Watson Wyatt analysis also included an analysis of NEO compensation for comparison.

The combined studies provided three distinct types of analyses:

- Peer Market Analysis (from proxy statements of peer companies)
- Technical Industry Market Survey Analysis
- Internal Comparisons

For fiscal year 2009, the peer comparisons were expanded from seven to fifteen publicly traded companies. These companies were selected based on similarities to CACI in size and/or industry as well as operational similarities. The selected companies were as follows:

Acxiom Corporation	Affiliated Computer Services
BearingPoint, Inc.	Broadridge Financial Solutions
iGate Corporation	ManTech International Corporation
Maximus, Inc.	MPS Group, Inc.
Perot Systems Corporation	SAIC, Inc.
Sapient Corporation	SI International, Inc.
SRA International, Inc.	Sykes Enterprises, Inc.
Unisys Corporation	

Based upon these analyses, all compensation decisions for NEOs made for fiscal year 2009 compensation were consistent and in line with the stated guiding principles. For Mr. Fairl, the Committee determined that the Peer Market Analysis and Technical Industry Market Survey Analysis did not adequately reflect his specific job at CACI, that it carried more responsibility than benchmarked positions, and that it had been undervalued in fiscal year 2008. As evidence of this, the Committee pointed to the seamless nature in which Mr. Fairl stepped in as Acting CEO during the end of fiscal year 2008 and the beginning of fiscal year 2009 while Mr. Cofoni recovered from medical issues. Therefore, the Committee relied more on data from internal comparisons of President compensation dating back to fiscal year 2001 (encompassing three different people in the role across this timeframe) and compared the resulting data with corresponding data from the Peer Market Analysis and Technical Industry Market Survey Analysis. As a result, Mr. Fairl was given a base salary increase of 12% and an incentive plan increase at Target of 29%. While this compensation is above the Peer Market Analysis and Technical Industry Market Survey Analysis data for the surveyed position, both elements are below that paid to

Mr. Cofoni when he served as President of U.S. Operations.

Analysis of the Company's Executive Compensation Programs

The following section provides details on each element of the Company's executive compensation programs. This section illustrates how each element accomplishes the established objectives and how these elements, in total, match the Company's stated compensation philosophy.

Base Salary Program

Consistent with the Company's stated intention of delivering compensation that is linked to corporate and individual performance, base salaries for the NEOs, which are not at risk to the executive, are targeted at the 50th percentile of the competitive market, and are intended to constitute a small portion of total compensation (approximately 25%).

Due to changes in the top management team that were effective July 1, 2007, three of the five NEOs for fiscal year 2008 were in new positions as of the start of fiscal year 2008. In addition, a new Chief Operating Officer was named, and his compensation was also reviewed by the Committee. Specifically, the following changes were made effective July 1, 2007:

- Chairman of the Board, President and Chief Executive Officer (Dr. London) to the position of Chairman of the Board and Executive Chairman;
- President, U.S. Operations, (Mr. Cofoni) to President and Chief Executive Officer;
- Chief Operating Officer, U.S. Operations, (Mr. Fairl) to President, U.S. Operations; and
- Executive Vice President and Business Group Manager (Mr. Fuerst) to Chief Operating Officer, U.S. Operations.

Mr. Mutryn remained in the same position.

Base salaries for all NEOs were commensurate with their new positions, and were consistent and in line with the stated guiding principles. As a result, the following changes were made to compensation for fiscal year 2008:

NEO	Salary Change – FY07 to FY08
J.P. London	(30.0%)
Paul M. Cofoni	32.4%
William M. Fairl	25.5%
Randall C. Fuerst	16.7%
Thomas A. Mutryn	4.0%

Due to Mr. Mutryn's eligibility for acquisition bonuses as discussed above, the Committee decided to pay his base salary at closer to the 25^{th} percentile rather than the 50^{th} percentile. Mr. Mutryn's total cash compensation, including his acquisition bonuses, is still consistent with the stated 75^{th} percentile philosophy.

Incentive Compensation Plan

In addition to base salary, the Company provides a quarterly and annual incentive compensation program. It is the Committee's intent to tie a significant portion of compensation to Company or business unit performance and to pre-established performance criteria and individual objectives.

Incentive bonus payouts are intended to provide total cash compensation at the 75th percentile of the competitive market when the Company achieves targeted (i.e., planned) levels of performance against established performance metrics. This philosophy enables CACI to compete for and retain top-level talent and, combined with midpoint base salaries, ensures a significant portion of compensation is at-risk to maintain a pay-for-performance mentality.

Target corporate performance metrics are established annually and approved by the Committee. These metrics provide annual targets for net after tax profitability and revenue, among others, and are comprised of quarterly targets. Approved corporate targets flow down through the organization to the business unit level and beyond. It is the Committees intention that these corporate targets place CACI in the 75th percentile of performance in the competitive market, which matches the targeted compensation level.

Minimum, or Cut, threshold levels for each metric are also approved by the Committee, as are upper, or Stretch, levels. Corresponding Cut and Stretch incentive compensation levels are also established. As it is not the intention of the Committee to incentivize minimum performance levels, Cut compensation levels are set below market midpoint levels. Stretch compensation levels are set at up to the 90th percentile of the market. For performance below minimum threshold levels, no bonus is awarded. For performance at or above Cut levels, bonus payouts are prorated between levels on a straight-line basis. Above Stretch levels, bonus payouts are calculated as a percentage of the NEOs respective metric performance; for example, in fiscal year 2008, Mr. Cofoni was entitled to receive 1.5% of the Companys net after-tax profitability above the Stretch metric.

The ranges between Cut and Target levels of performance and between Target and Stretch levels are based upon multiple factors assessed by the Committee, including historical ranges and historical performance against Target, Cut, and Stretch metrics. For fiscal year 2008, Cut metrics were set 9.1% below Target metrics, and Stretch metrics were set 5.3% above Target metrics. The Cut range was set wider in fiscal year 2007 (7.5%) and in fiscal year 2006 (6.0%) due to retention concerns at lower levels of the organizations (e.g., below NEO), with the goal being to set an achievable minimal level of performance. The stretch range was in line with historical ranges. For fiscal year 2009, as retention concerns had diminished based upon fiscal year 2008 performance, a more standard range was established: Cut metrics were set 5.0% below Target metrics, and Stretch metrics were set 4.0% above Target metrics. The Committee believes that these ranges provide a challenging upper range and a reasonable minimum threshold.

For fiscal year 2008, after determination of proper budget levels, the Target bonus pool for personnel directly supporting U.S. operations was cut by 10% throughout the Company. For the NEOs, this change affected the positions of President and Chief Executive Officer, President, U.S. Operations, Chief Operating Officer, U.S. Operations, and Executive Vice President, Chief Financial Officer and Treasurer. As this meant that the achievement of 75th percentile compensation required performance above the Target metrics, compensation levels for achievement of Stretch compensation levels were raised by 10%. The same decision was made for fiscal year 2009 incentive compensation, and the Company and Committee are determining whether to permanently change the compensation guiding principles to reflect this recent practice in fiscal year 2010 and beyond.

After the bonus levels are set, individual incentive programs are established annually for each NEO, with the performance metrics used intended to focus each executive upon the aspects of the business over which he or she has the most direct influence. The following fiscal year 2008 NEO performance metrics and target bonus levels were approved by the Compensation Committee. The Target Bonus levels listed reflect the 10% reduction described above.

NEO	Target Bonus	Metrics
J.P. London Chairman of the Board and Executive Chairman	$ 500,000	CACI net after-tax profitability
Paul M. Cofoni President and Chief Executive Officer	$ 1,192,500	CACI net after-tax profitability
	$ 697,500	

William M. Fairl President, U.S. Operations CACI, INC.-FEDERAL		U.S. operations net after-tax profitability, CACI net after-tax profitability, individual performance objectives
Randall C. Fuerst Chief Operating Officer CACI, INC.-FEDERAL	$ 517,500	U.S. operations net after-tax profitability, CACI net after-tax profitability, individual performance objectives
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	$ 391,500[(1)]	CACI net after-taxprofitability, individual performance objectives

(1) Mr. Mutryn is also eligible for acquisition bonuses based upon the trailing twelve month revenue of the acquired company at the time of the acquisition and the actual twelve month EBIT after the acquisition. This bonus is considered when setting his Target bonus level.

The profitability measure is expressed on an after-tax basis due to the stability of this metric, and its use in the Companys planning and budgeting processes. Individual performance objectives for the NEOs may include, but are not limited to business retention, organic growth, margin improvement, corporate development, cash collections, regulatory/government compliance, quality assurance, and cost control initiatives.

Performance against these objectives is measured and paid out on a quarterly and annual basis. Sixty percent of the overall award is attributable to attaining the annual performance goals. Forty percent is attributable to quarterly goals with a 10% overall weighting placed on each quarter ensuring focus upon short-term progress toward annual goals. Attainment of Target incentive compensation levels is intended to align with achievement of our budgeted financial results for each fiscal year. However, actual results may be higher or lower. Performance relative to the metrics listed above is delineated below on both a quarterly basis and for fiscal year 2008:

Metric	**Quarter 1**	**Quarter 2**	**Quarter 3**	**Quarter 4**	**Annual**
CACI Net After-Tax Profitability	Above Stretch Threshold	At Target Threshold	Between Target and Stretch Thresholds	At Target Threshold	Between Target and Stretch Thresholds
U.S. Operations Net After-Tax Profitability	Above Stretch	Between			