

CACI INTERNATIONAL INC /DE/  
Form SC 13D/A  
November 07, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

CACI INTERNATIONAL INC  
(Name of Issuer)

Common Stock, \$0.10 par value  
(Title of Class of Securities)

127190304  
(CUSIP Number)

Jason Wathen

Blue Harbour Group, LP

646 Steamboat Road

Greenwich, Connecticut 06830

(203) 422-6540

with a copy to:

Marc Weingarten and David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

November 5, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 7 Pages)

---

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

**1** NAME OF REPORTING PERSON

Blue Harbour Group, LP

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5**

**6**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

0 SHARED VOTING POWER

**8**

1,704,152 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10**

0 SHARED DISPOSITIVE POWER

1,704,152  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 1,704,152 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 7.2%  
TYPE OF REPORTING  
PERSON

PN; IA

**1** NAME OF REPORTING PERSON

Blue Harbour Holdings, LLC

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

**8** 0 SHARED VOTING POWER

1,704,152 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

1,704,152  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,704,152 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN

**13** SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 7.2%  
TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSON

Clifton S. Robbins

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5**

**6**

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

0 SHARED VOTING POWER

**8**

1,704,152 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10**

0 SHARED DISPOSITIVE POWER

1,704,152  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,704,152 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

7.2%  
TYPE OF REPORTING  
PERSON

**14** IN



CUSIP No. 127190304 SCHEDULE 13D/A Page 5 of 7 Pages

This Amendment No. 3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 13, 2012 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on August 29, 2012 ("Amendment No. 1") and Amendment No. 2 to the Original Schedule 13D filed with the SEC on May 9, 2013 ("Amendment No. 2" and together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, the "Schedule 13D") with respect to the common stock, par value \$0.10 per share (the "Common Stock"), of CACI International Inc, a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 3 and 5 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used approximately \$85,000,000 (excluding brokerage commissions) in the aggregate to purchase the shares of Common Stock reported in this Schedule 13D.

The source of the funds used to acquire the shares of Common Stock reported herein is the working capital of the Manager, which at any given time may include funds borrowed on margin in the ordinary course and on customary terms.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) – (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) – (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate of 1,704,152 shares of Common Stock, which shares of Common Stock may be deemed to be beneficially owned by each of the Manager, Manager GP and Mr. Robbins, and which represent approximately 7.2% of the outstanding Common Stock. All percentages set forth herein are based upon a total of 23,797,570 shares of Common Stock outstanding as of November 3, 2014, as reported in the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2014, filed with the SEC on November 4, 2014.

For purposes of disclosing the number of shares of Common Stock beneficially owned by each of the Reporting Persons, Manager, Manager GP and Mr. Robbins may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Manager, Manager GP and Mr. Robbins disclaims beneficial ownership of such shares of Common Stock for all other purposes.

(c) Information concerning transactions in the Common Stock effected by the Reporting Persons during the past sixty days is set forth in Schedule I hereto and is incorporated herein by reference.

**SIGNATURES**

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

Date: November 7, 2014

**BLUE HARBOUR GROUP,  
LP**

By: Blue Harbour Holdings,  
LLC, its general partner

By: /s/ Clifton S. Robbins  
Name: Clifton S. Robbins  
Title: Managing Member

**blue harbour holdings, llc**

By: /s/ Clifton S. Robbins  
Name: Clifton S. Robbins  
Title: Managing Member

/s/ Clifton S. Robbins  
Clifton S. Robbins

CUSIP No. 127190304 SCHEDULE 13D/A Page 7 of 7 Pages

**Schedule I**

## TRANSACTIONS IN THE COMMON STOCK BY THE REPORTING PERSONS

The following table sets forth all transactions in the Common Stock effected by each of the Reporting Persons in the past sixty days.

**Manager**

| Trade Date | Shares Purchased (Sold) | Price Per Share<br>(\$) |
|------------|-------------------------|-------------------------|
| 10/20/2014 | (70,000)                | 70.57                   |
| 10/20/2014 | (30,000)                | 70.58                   |
| 10/22/2014 | (72,812)                | 71.11                   |
| 10/23/2014 | (53,392)                | 71.71                   |
| 10/24/2014 | (23,696)                | 71.94                   |
| 10/24/2014 | (28,400)                | 71.96                   |
| 10/27/2014 | (45,000)                | 72.27                   |
| 11/5/2014  | (36,512)                | 83.92                   |
| 11/5/2014  | (25,000)                | 83.99                   |
| 11/5/2014  | (34,445)                | 84.08                   |
| 11/6/2014  | (28,704)                | 83.59                   |
| 11/6/2014  | (30,000)                | 83.61                   |
| 11/6/2014  | (44,788)                | 83.66                   |
| 11/7/2014  | (57,513)                | 83.42                   |
| 11/7/2014  | (40,000)                | 83.40                   |
| 11/7/2014  | (20,000)                | 83.41                   |