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

**POST-EFFECTIVE AMENDMENT NO. 2
ON
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CACI International Inc

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

54-1345888
(I.R.S. Employer
Identification Number)

**1100 North Glebe Road
Arlington, Virginia 22201
(703) 841-7800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paul M. Cofoni
1100 North Glebe Road
Arlington, Virginia 22201
(703) 841-7800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
**Dean F. Hanley, Esq.
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, Massachusetts 02210
Telephone: (617) 832-1000
Telecopy: (617) 832-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐

(Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

We registered \$300,000,000 in 2.125% Convertible Senior Subordinated Notes due 2014 under this registration statement for resale by the security holders named in the registration statement. We hereby remove from registration all of the 2.125% Convertible Senior Subordinated Notes due 2014, and the shares of our common stock issuable upon conversion thereof, registered under this registration statement which have not been sold as of the time of filing of this Post-Effective Amendment No. 2.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, Commonwealth of Virginia, on December 5, 2008.

CACI International Inc

By: /s/ Thomas A. Mutryn

T H O M A S A. M U T R Y N

Executive Vice President, Chief Financial Officer
and Treasurer