

CACI INTERNATIONAL INC /DE/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 7/1/2002

Address	1100 N GLEBE ST ARLINGTON, Virginia 22201
Telephone	703-841-7800
CIK	0000016058
Industry	Computer Services
Sector	Technology
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
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)

1100 North Glebe Road, Arlington, Virginia

(Address of Principal Executive Offices)

54-1345888

(I.R.S. Employer Identification No.)

22201

(Zip Code)

CACI \$SMART PLAN

(Full Title of the Plan)

Dr. J.P. London
Chairman, President and Chief Executive Officer
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)

WITH A COPY TO:
David W. Walker, Esq.
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
(617) 832-1000

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$0.10 par value (1)...	1,000,000	\$35.11	\$35,110,000	\$3,231

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also relates to such indeterminate number of (i) additional shares of Common Stock of the Registrant as may be issuable as a result of stock splits, stock dividends or similar transactions, and (ii) interests to be offered or sold pursuant to the employee benefits plans

described herein.

- (2) Calculated pursuant to Rule 457(c) and (h) under the Securities Act, solely for the purpose of computing the registration fee and, based on the average of the high and low prices of the Class A Common Stock as on June 26, 2002, as reported by the Nasdaq National Market.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the CACI \$SMART PLAN (the "Plan") required by Item 1 of Part 1 of Form S-8 and the statement of availability of Registration Information, Plan Information and other information required by Item 2 of Part 1 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part 1 of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3 . Incorporation of Documents by Reference

The following documents are hereby incorporated by reference in this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2001 (as filed on September 26, 2001);
- (2) The Registrant's Quarterly Report on Form 10-Q for the three months ended September 30, 2001 (as filed on November 15, 2001);
- (3) The Registrant's Quarterly Report on Form 10-Q for the three months ended December 31, 2001 (as filed on February 7, 2002);
- (4) The Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2002 (as filed on May 13, 2002);
- (5) The Registrant's Current Reports on Form 8-K (as filed on February 13, November 9, November 13, November 14, 2001, February 7, 2002 and March 7, 2002);
- (6) The Registrant's definitive proxy statement in connection with its 2001 annual meeting of stockholders (as filed on October 25, 2001); and
- (7) The description of the Registrant's Class A Common Stock contained in its Registration Statement on Form 8-A/A (as filed on February 7, 2002).

All documents, filed by the Registrant subsequent to the date hereof with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and prior to the filing of a post-effective amendment hereto that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made hereby is in effect prior to the filing with the Commission of the Registrant's Annual Report on Form 10-K for such year shall not be Incorporated Documents or be incorporated by reference herein or be a part hereof from and after the filing of such Report.

Any statement contained in an Incorporated Document or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

Item 4. Description Of Securities

Not Applicable

Item 5. Interest Of Named Experts Of Counsel

Not Applicable

Item 6. Indemnification Of Directors And Officers

Section 145 of the Delaware General Corporation Law affords a Delaware corporation the power to indemnify its present and former directors and officers under certain conditions. Article EIGHTH of the Registrant's Certificate of Incorporation provides that the Registrant may, to the full extent permitted by Section 145 of the Delaware General Corporation Law, indemnify all persons that it is permitted to indemnify under Section 145 of the Delaware General Corporation Law, as the same exists or may hereafter be amended. Section 9 of ARTICLE V of the Registrant's By-Laws provides that the Registrant shall indemnify and hold harmless to the fullest extent permissible under the Delaware General Corporation Law every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Registrant or is or was serving at the request of the Registrant as a director or officer of another corporation, against all expense, liability, and loss (including attorneys' fees, judgments, fines, and, if approved by the Registrant's board of directors, amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection with that action, suit, or proceeding. Section 9 of ARTICLE V of the Registrant's By-Laws also provides that the Registrant may pay expenses incurred by a director or officer in connection with the defense of any civil or criminal action, suit, or proceeding in advance of the disposition of the action, suit, or proceeding, upon a commitment by or on behalf of the director or officer to repay such amounts if it is ultimately determined that he is not entitled to be indemnified by the Registrant.

Section 145 of the Delaware General Corporation Law also affords a Delaware corporation the power to obtain insurance on behalf of its directors and officers against liabilities incurred by them in those capacities. The Registrant has procured a directors' and officers' liability and company reimbursement liability insurance policy that (a) insures directors and officers of the Registrant against losses (above a deductible amount) arising from certain claims made against them by reason of certain acts done or attempted by such directors or officers and (b) insures the Registrant against losses (above a deductible amount) arising from any such claims, but only if the Registrant is required or permitted to indemnify such directors or officers for such losses under statutory or common law or under provisions of its Certificate of Incorporation or its By-Laws.

Item 7. Exemption from Registration Claimed

Not Applicable

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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|------|--|
| 4.1 | Certificate of Incorporation of CACI International Inc, as amended to date (incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 2000). |
| 4.2 | By-laws of CACI International Inc, as amended to date (incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 2000). |
| 5.1 | Opinion of Jeffrey P. Elefante, Executive Vice President, General Counsel and Secretary. |
| 23.1 | Consent of Deloitte & Touche LLP, independent auditors. |
| 23.2 | Consent of Jeffrey P. Elefante (included in Exhibit 5.1). |

The undersigned Registrant has submitted the Plan and has submitted or will submit all amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

Item 9. Undertakings

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission

pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
- (3) To remove from registration by means of post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Arlington, Virginia, on June 28, 2002.

CACI International Inc

By: /s/ J.P. London

J.P. London
Chairman and Chief Executive Officer

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.

Signature	Title	Date
_____ /s/ J.P. London	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	June 28, 2002
_____ J.P. London		
_____ /s/ Stephen L. Waechter	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	June 28, 2002
_____ Stephen L. Waechter		
_____ /s/ Peter A. Derow	Director	June 28, 2002

Peter A. Derow

/s/ Richard L. Leatherwood

Director

June 28, 2002

Richard L. Leatherwood

/s/ Warren R. Phillips

Director

June 28, 2002

Warren R. Phillips

/s/ Charles P. Revoile

Director

June 28, 2002

Charles P. Revoile

/s/ Glenn Ricart

Director

June 28, 2002

Glenn Ricart

/s/ Vincent L. Salvatori

Director

June 28, 2002

Vincent L. Salvatori

/s/ William B. Snyder

Director

June 28, 2002

William B. Snyder

/s/ Richard P. Sullivan

Director

June 28, 2002

Richard P. Sullivan

/s/ John M. Toups

Director

June 28, 2002

John M. Toups

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the CACI \$SMART PLAN) have duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Arlington, Virginia, on June 28, 2002.

CACI \$SMART PLAN

By: /s/ Patrick Stefl

Patrick Stefl
Vice President, Administrative Services

EXHIBIT INDEX

Exhibit No.	Description
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4.2	By-laws of CACI International Inc, as amended to date (incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 2000).
5.1	Opinion of Jeffrey P. Elefante, Executive Vice President, General Counsel and Secretary.
23.1	Consent of Deloitte & Touche LLP, independent auditors.
23.2	Consent of Jeffrey P. Elefante (included in Exhibit 5.1).

June 26, 2002

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am Executive Vice President, General Counsel and Secretary of CACI International Inc (the "Company").

This opinion is being furnished in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of 1,000,000 shares of the Company's Class A Common Stock (the "Common Stock") which may be offered and sold under the CACI \$MART PLAN (the "Plan").

I am of the opinion that if, as and when shares of Common Stock are issued and sold and consideration therefor is received pursuant to the provisions of the Plan and in accordance with the Registration Statement, such shares will be duly authorized, legally issued, fully paid and non-assessable.

I consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Jeffrey P. Elefante

Jeffrey P. Elefante
Executive Vice President, General Counsel
and Secretary

Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of CACI International Inc on Form S-8 of our report dated August 14, 2001, except for paragraphs 2 and 3 of Note 13, as to which the dates are November 7, 2001 and January 6, 2002, respectively, appearing in the Current Report on Form 8-K of CACI International Inc dated February 7, 2002.

/s/ Deloitte & Touche LLP

McLean, Virginia
June 28, 2002

End of Filing

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