

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                         |
| <b>PHILLIPS WARREN R</b>                             | <b>CACI INTERNATIONAL INC /DE/ [ CACI ]</b>        | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |
| (Last) (First) (Middle)                              | 3. Date of Earliest Transaction (MM/DD/YYYY)       | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| <b>1100 N. GLEBE ROAD</b>                            | <b>5/16/2017</b>                                   |  |
| (Street)   | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |
| <b>ARLINGTON, VA 22201</b>                           |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |
| (City) (State) (Zip)                                 |  | <input type="checkbox"/> Form filed by More than One Reporting Person                              |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date   | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|------------------|---|------------------------------|---|---|---------------|------------|---|--|---|
|                                    |                  |   | Code                         | V | Amount  | (A) or<br>(D) | Price      |   |  |   |
| <b>CACI Common</b>                 | <b>5/16/2017</b> |   | <b>M</b>                     |   | <b>252</b>  | <b>A</b>      | <b>(1)</b> | <b>5492</b>   | <b>D</b>   |   |

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date   | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            | 6. Date Exercisable and Expiration Date |                            | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|------------------|-----------------------------------|---------------------------|---|--|------------|---|----------------------------|---|----------------------------|--|--|--|--|
|  |  |                  |                                   | Code                      | V | (A)  | (D)        | Date Exercisable                        | Expiration Date            | Title   | Amount or Number of Shares |  |  |  |  |
| <b>CACI Common (Restricted Stock Unit)</b> | <b>\$124.20</b>  | <b>5/16/2017</b> |                                   | <b>M</b>                  |   |  | <b>252</b> | <a href="#"><u>(1)</u></a>              | <a href="#"><u>(1)</u></a> | <b>CACI Common</b>  | <b>252</b>                 | <b>\$124.20</b>                            | <b>504</b>   | <b>D</b>   |  |

### Explanation of Responses:

(1) On November 18, 2016, Dr. Phillips was granted 1,007 Restricted Stock Units that convert into 1,007 shares of common stock on a one for one basis (251 2/15/17, 252 5/16/17, 252 8/14/17 and 252 11/12/17)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>PHILLIPS WARREN R</b><br><b>1100 N. GLEBE ROAD</b><br><b>ARLINGTON, VA 22201</b> | <b>X</b>      |           |         |       |

## Signatures

## Warren R. Phillips

**5/18/2017**

Signature of Reporting Person

Date \_\_\_\_\_

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.