

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant ☒

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))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

CACI INTERNATIONAL INC

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
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| 1 | Title of each class of securities to which transaction applies:   |
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| 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): |
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- ☐ 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.
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| 1 | Amount Previously Paid:                       |
| 2 | Form, Schedule or Registration Statement No.: |
| 3 | Filing Party:                                 |
| 4 | Date Filed:                                   |
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October 9, 2024

Dear Fellow Shareholders:

We write to you concerning CACI's 2024 Annual Meeting of Shareholders to be held on October 17, 2024 (the "Annual Meeting") and to provide an update on our letter to shareholders dated October 3, 2024.

Institutional Shareholder Services Inc. ("ISS") recently issued an advisory report regarding the 2024 Annual Meeting in which ISS expressed a concern about the independence of Ryan McCarthy, a director nominee, based on ISS's internal independence assessment. ISS determined that Mr. McCarthy was not an independent director based on their standards because Mr. McCarthy provided consulting services to CACI.

While we respectfully disagree with the presumptions underlying ISS's independence determination, CACI and Mr. McCarthy have determined that it is in the best interests of shareholders to terminate the consulting arrangement effective immediately. Accordingly, CACI and Mr. McCarthy mutually agreed to terminate the consulting agreement between the Company and Mr. McCarthy entered into in May 2021. In light of the termination, Mr. McCarthy will no longer receive compensation from CACI for his professional services.

In consideration of the above, CACI has requested that ISS reconsider their "AGAINST" recommendation and issue an updated advisory report that recommends a "FOR" vote for Mr. McCarthy.

We believe Mr. McCarthy's contributions to our Board have been invaluable since his election in 2021 and we urge you to vote "FOR" his election to our Board at the 2024 Annual Meeting.

Sincerely,

A handwritten signature in black ink that reads "Michael A. Daniels". The signature is written in a cursive, flowing style.

Michael A. Daniels  
*Chairman of the Board*