
**UNITED STATES
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)

54-1345888
(IRS Employer Identification No.)

**12021 Sunset Hills Road
Reston, Virginia**
(Address of principal executive offices)

20190
(Zip Code)

**CACI International Inc 2002 Employee Stock Purchase Plan
CACI International Inc Amended and Restated Incentive Compensation Plan**

(Full title of the plans)

**J. William Koegel, Jr.
Executive Vice President, General Counsel and Secretary
CACI International Inc
12021 Sunset Hills Road
Reston, Virginia 20190**
(Name and address of agent for service)

(703) 841-7800
(Telephone number, including area code, of agent for service)

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

Large accelerated Filer ☒
Non-accelerated Filer ☐

Accelerated Filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share				
-the 2002 Employee Stock Purchase Plan	250,000	\$247.51 ⁽²⁾	\$61,877,500	\$6,750.84
-the 2016 Incentive Compensation Plan	1,200,000	\$260.54 ⁽³⁾	\$312,648,000	\$34,109.90

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.

(2) Calculated pursuant to Rules 457(c) and (h)(1) under the Securities Act based on the average of the high and low sale prices of common stock of the Registrant as reported on the New York Stock Exchange on June 23, 2021, multiplied by 95%, which is the percentage of the trading price per share applicable to purchasers under the 2002 Employee Stock Purchase Plan.

(3) Calculated pursuant to Rules 457(c) and (h)(1) under the Securities Act based on the average of the high and low sale prices of common stock of the Registrant as reported on the New York Stock Exchange on June 23, 2021.

Explanatory Note Pursuant to General Instruction E of Form S-8

CACI International Inc (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register an additional 250,000 shares of common stock issuable pursuant to the CACI International Inc 2002 Employee Stock Purchase Plan, as amended (the “ESPP”), and an additional 1,200,000 shares of common stock issuable pursuant to the CACI International Inc 2016 Amended and Restated Incentive Compensation Plan (the “Incentive Plan”).

The shares registered under the ESPP are in addition to the 1,500,000 shares of common stock issuable under the ESPP that were registered pursuant to the Registration Statements on Form S-8, File Nos. 333-104118, 333-146505, 333-164710 and 333-293781, filed with the Commission on March 28, 2003, October 4, 2007, February 5, 2010 and February 6, 2014, respectively (the “ESPP Registration Statements”).

The shares registered under the Incentive Plan are in addition to the 1,200,000 shares of common stock issuable under the Incentive Plan that were registered pursuant to the Registration Statements on Form S-8, File Nos. 333-148032, 33-157093 and 33-179392 filed with the Commission (the “Commission”) on December 12, 2007, February 4, 2009 and February 6, 2012, respectively (together with the ESPP Registration Statements, the “Original Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Original Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Original Registration Statements, to the extent relating to the registration of common stock issuable under the ESPP and Incentive Plan, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission are incorporated herein by reference to the extent such documents are filed, not furnished:

(a) Our [Annual Report on Form 10-K for the fiscal year ended June 30, 2020](#), filed on August 14, 2020;

(b) Our Quarterly Reports on Form 10-Q for the three months ended [September 30, 2020](#); [December 31, 2020](#) and [March 30, 2021](#), filed on October 30, 2020, January 28, 2021 and April 22, 2021, respectively;

(c)Our Current Reports on Form 8-K, filed on [November 17, 2020](#), [December 30, 2020](#), [January 21, 2021](#), [March 11, 2021](#), [March 12, 2021](#) and [May 6, 2021](#); and

(d)The description of our common stock contained in [Exhibit 4.1](#) to our Annual Report on Form 10-K for the fiscal year ended June 30, 2020.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated herein by reference modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the Registrant's common stock offered hereby has been passed on by J. William Koegel, Jr., Executive Vice President, General Counsel and Secretary of the Registrant. As of June 23, 2021, Mr. Koegel owns 18,254 shares of the Registrant's common stock.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Certificate of Incorporation of CACI International Inc. as amended to date
4.2	Amended and Restated By-laws of CACI International Inc. amended as of March 16, 2017
4.3	CACI International Inc 2002 Employee Stock Purchase Plan, as amended (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement, dated October 3, 2019, for the Annual Meeting of Shareholders held on November 14, 2019)
4.4	CACI International Inc 2016 Amended and Restated Incentive Compensation Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement, dated October 1, 2020, for the Annual Meeting of Shareholders held on November 12, 2020)
5.1*	Opinion of J. William Koegel, Jr., Executive Vice President, General Counsel and Secretary
23.1*	Consent of Independent Registered Public Accounting Firm for CACI International Inc
23.2*	Consent of J. William Koegel, Jr., Executive Vice President, General Counsel and Secretary (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page of the Registration Statement).

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Reston, Commonwealth of Virginia, on this 25th day of June, 2021.

CACI INTERNATIONAL INC

By: /s/ J. WILLIAM KOEGEL, JR.

J. William Koegel, Jr.
Executive Vice President, General Counsel and
Secretary

POWER OF ATTORNEY

Each of the undersigned hereby appoints, Thomas Mutryn and J. William Koegel, Jr., and each of them individually, as attorney and agent for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments (including post-effective amendments) to this registration statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of securities covered hereby, with full power and authority to do and perform any and all acts and things as may be necessary or desirable in furtherance of such registration.

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.

Signatures	Title	Date
<u>/s/ JOHN S. MENGUCCI</u> John S. Mengucci	President, Chief Executive Officer and Director (Principal Executive Officer)	June 25, 2021
<u>/s/ THOMAS A. MUTRYN</u> Thomas A. Mutryn	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	June 25, 2021
<u>/s/ MICHAEL A. DANIELS</u> Michael A. Daniels	Chairman of the Board	June 25, 2021
<u>/s/ SUSAN R. GORDON</u> Susan R. Gordon	Director	June 25, 2021
<u>/s/ WILLIAM L. JEWS</u> William L. Jews	Director	June 25, 2021

Signatures	Title	Date
<div>/s/ GREGORY G. JOHNSON</div> <div>Adm Gregory G. Johnson, USN (Ret.)</div>	Director	June 25, 2021
<div>/s/ JAMES L. PAVITT</div> <div>James L. Pavitt</div>	Director	June 25, 2021
<div>/s/ DR. WARREN R. PHILLIPS</div> <div>Dr. Warren R. Phillips</div>	Director	June 25, 2021
<div>/s/ DEBORA A. PLUNKETT</div> <div>Debora A. Plunkett</div>	Director	June 25, 2021
<div>/s/ CHARLES P. REVOILE</div> <div>Charles P. Revoile</div>	Director	June 25, 2021
<div>/s/ WILLIAM S. WALLACE</div> <div>Gen William S. Wallace, USA (Ret.)</div>	Director	June 25, 2021



June 25, 2021

Subject: CACI International Inc 2002 Employee Stock Purchase Plan and CACI International Inc 2016 Amended and Restated Incentive Compensation Plan (the "Plans")

Ladies and Gentlemen:

As Executive Vice President, General Counsel and Secretary of CACI International Inc, a Delaware corporation (the "Company"), I submit this opinion in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to 1,450,000 shares of the Company's Common Stock, par value \$0.01 per share, including (a) 250,000 shares of Common Stock (the "ESPP Shares") issuable under the Company's 2002 Employee Stock Purchase Plan (the "ESPP") and (b) 1,200,000 shares of Common Stock (together with the ESPP Shares, the "Shares") issuable under the Company's 2016 Amended and Restated Incentive Compensation Plan (together with the ESPP, the "Plans").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended, and no opinion is expressed to the extent that any other laws are applicable to the subject matter hereof and I express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation. In connection with this opinion, I have examined such corporate records, certificates and other documents and have reviewed such questions of law as I deemed necessary or appropriate to render the opinion expressed below.

Subject to the foregoing and the other matters set forth herein, it is my opinion that, as of the date hereof, when the Shares are sold or issued in accordance with their respective Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to my opinion in the Registration Statement.

Very truly yours,

CACI INTERNATIONAL INC

By: /s/ J. William Koegel, Jr.

Name: J. William Koegel, Jr.

Title: Executive Vice President, General Counsel and Secretary

CACI International Inc and Subsidiary Companies
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CACI Website – <http://www.caci.com>

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the CACI International Inc 2002 Employee Stock Purchase Plan and the CACI International Inc 2016 Amended and Restated Incentive Compensation Plan of our reports dated August 14, 2020, with respect to the consolidated financial statements and schedule of CACI International Inc and the effectiveness of internal control over financial reporting of CACI International Inc included in its Annual Report (Form 10-K) for the year ended June 30, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, VA
June 25, 2021