

CACI INTERNATIONAL INC /DE/

FORM 8-A12B/A

(Amended Securities Registration (section 12(b)))

Filed 8/13/2002

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CACI International Inc

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1100 N. Glebe Road, Arlington, Virginia

(Address of principal executive offices)

54-1345888

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

22201

(Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ []

Securities Act registration statement file number to which this form relates: 0-8401

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

Class A Common stock,
nominal value \$0.10 per share

Name of each exchange on which each class is to be registered

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered .

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

- (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.
- (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.
- (3) The description of the Registrant's Common Stock contained in its Registration Statement on Form 8-A/A, as filed with the Securities and Exchange Commission on February 7, 2002.
- (4) The Registrant's Registration Statement on Form S-8 for the CACI International Inc 1996 Stock Incentive Plan, as filed with the Securities and Exchange Commission on February 7, 2002.
- (5) The Registrant's Registration Statement on Form S-8 for the CACI \$SMART PLAN, as filed on with the Securities and Exchange Commission on July 1, 2002.

- (6) The Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2001, as filed with the Securities and Exchange Commission on September 26, 2001.
- (7) The Registrant's Quarterly Report on Form 10-Q for the three months ended September 30, 2001, as filed with the Securities and Exchange Commission on November 15, 2001.
- (8) The Registrant's Quarterly Report on Form 10-Q for the three months ended December 31, 2001, as filed with the Securities and Exchange Commission on February 7, 2002.
- (9) The Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2002, as filed with the Securities and Exchange Commission on May 13, 2002.
- (10) The Registrant's Current Reports on Form 8-K, as filed with the Securities and Exchange Commission on February 13, 2001, November 9, 2001, November 13, 2001, November 14, 2001, February 7, 2002 and March 7, 2002.
- (11) The Registrant's definitive proxy statement in connection with its 2001 annual meeting of stockholders, as filed with the Securities and Exchange Commission on October 25, 2001.

Item 2. Exhibits.

Exhibit No. Description

- 3.1 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.
- 3.2 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.
- 4.3 Specimen certificate for Class A Common Stock, incorporated by reference to Exhibit 4.1 of the Registrant's Amendment No. 1 to Form S-4 filed with the Securities and Exchange Commission on November 6, 1985.
- 5 Opinion of Jeffrey P. Elefante, Executive Vice President, General Counsel and Secretary.
- 13.1 The Registrant's Quarterly Report on Form 10-Q for the three months ended September 30, 2001, as filed with the Securities and Exchange Commission on November 15, 2001.
- 13.2 The Registrant's Quarterly Report on Form 10-Q for the three months ended December 31, 2001, as filed with the Securities and Exchange Commission on February 7, 2002.
- 13.3 The Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2002, as filed with the Securities and Exchange Commission on May 13, 2002.
- 13.4 The Registrant's Current Reports on Form 8-K, as filed with the Securities and Exchange Commission on February 13, November 9, November 13, November 14, 2001, February 7 and March 7, 2002.
- 13.5 The Registrant's definitive proxy statement in connection with its 2001 annual meeting of stockholders, as filed with the Securities and Exchange Commission on October 25, 2001.
- 23 Consent of Jeffrey P. Elefante (included in Exhibit 5)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CACI International Inc

Date: August 13, 2002

Registrant

By: /s/ Jeffrey P. Elefante

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

Exhibit 5

July 19, 2002

New York Stock Exchange
New Listings and Client Service
20 Broad Street, 17th Floor
New York NY 10005

Re: CACI International Inc

Ladies and Gentlemen:

As Executive Vice President, General Counsel and Secretary of CACI International Inc, a company incorporated in Delaware (the "Company"), I have been requested to render this opinion in connection with the Company's application (the "Application") for listing on the New York Stock Exchange, Inc. (the "Exchange") of an aggregate of 38,980,199 shares of its Class A Common Stock, \$0.10 par value (the "Common Stock") as follows:

- (a) 28,427,999 shares of Common Stock (the "Outstanding Shares") currently issued and outstanding;
- (b) 7,771,640 shares of Common Stock (the "Treasury Shares") held in treasury; and
- (c) 2,780,560 shares of Common Stock (the "Incentive Option Shares") reserved for issuance upon the exercise of options granted and to be granted pursuant to the Company's 1996 Stock Incentive Plan (the "Incentive Plan").

I have examined and am familiar with the application and related listing forms filed by the Company with the exchange in connection with the Application.

I also have examined (i) copies, certified to my satisfaction to be complete and accurate, of the Certificate of Incorporation and the By-Laws of the Company, both as amended to date; (ii) records of proceedings of the Board of Directors and stockholders of the Company; (iii) agreements and corporate records relating to the transactions whereby the Outstanding Shares were issued, the Registration Statement, the Company's Registration Statement on Form S-1 (No. 4) relating to the Outstanding Shares and Treasury Shares, and the Company's Registration Statements on Form S-8 relating to the Incentive Option Shares; and (iv) original certificates of public officials.

In addition, I have made such investigations and have reviewed such other documents as I have deemed necessary or appropriate under the circumstances.

With respect to all of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, and the conformity of originals of all documents submitted to me as certified or reproduced copies.

Based upon the foregoing, I am of the opinion that:

- 1. The Company is a corporation duly organized, validly existing and in good standing under the laws of Delaware.
- 2. All the Outstanding Shares and Treasury Shares have been duly authorized and validly issued and are fully paid and non-assessable.
- 3. The Incentive Option Shares have been duly authorized and, when and to the extent issued upon exercise of options granted and to be granted pursuant to the Incentive Plan, will be validly issued, fully paid and non-assessable.

4. Under both the General Corporation Law of Delaware and the Virginia Stock Corporation Act, stockholders of the Company have no personal liability for the debts or obligations of the Company as a result of their status as stockholders.
5. All of the shares described on page one of this letter, including the Outstanding Shares, the Treasury Shares and the Incentive Option shares, have been registered under the Securities Act of 1933.

I am a member of the Bar of the District of Columbia and of the States of New Jersey and Massachusetts, and do not hold myself out as being expert on laws other than the laws of the United States of America and the General Corporation Law of the Commonwealth of Virginia and the State of Delaware.

I consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement.

Sincerely,

/s/ Jeffrey P. Elefante

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

End of Filing

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