

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 12, 2021**

**CACI International Inc**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-31400**  
(Commission File Number)

**54-1345888**  
(IRS Employer  
Identification No.)

**1100 N. Glebe Road**  
**Arlington, Virginia**  
(Address of Principal Executive Offices)

**22201**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (703) 841-7800**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CACI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act ☐

**Item 1.01 Entry into a Material Definitive Agreement.**

On March 12, 2021, CACI International Inc (the “Company”) entered into a master confirmation (the “Master Confirmation”) and a supplemental confirmation (together with the Master Confirmation, an “ASR Agreement”), with JPMorgan Chase Bank, National Association (the “ASR Counterparty”). Under the ASR Agreement, the Company will pay a total of \$500 million to the ASR Counterparty and receive a total of approximately 1.7 million shares of the Company’s common stock (the “Common Stock”) from the ASR Counterparty on March 16, 2021. The total number of shares of Common Stock that the Company will repurchase under the ASR Agreement will be based on the average of the daily volume-weighted average prices of the Common Stock during the term of such ASR Agreement, less a discount and subject to adjustments pursuant to the terms of the ASR Agreement. At settlement, the ASR Counterparty may be required to deliver additional shares of Common Stock to the Company, or, under certain circumstances, the Company may be required to make a cash payment or deliver shares of Common Stock to the ASR Counterparty.

The ASR Agreement contains the principal terms and provisions governing the accelerated share repurchase, including, but not limited to, the mechanism used to determine the number of shares of Common Stock that will be delivered, the required timing of delivery of the shares, the circumstances under which the ASR Counterparty is permitted to make adjustments to valuation and calculation periods, and various acknowledgements, representations and warranties made by the Company and the ASR Counterparty to one another. The ASR Agreement also provides that the ASR Counterparty can terminate the transaction following the occurrence of certain specified events, including major corporate transactions involving the Company.

**Item 7.01 Regulation FD Disclosure.**

On March 12, 2021, the Company issued a press release announcing it had entered into an accelerated share repurchase agreement to repurchase \$500 million of common stock. A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statement and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated March 12, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CACI International Inc

Date: March 12, 2021

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

---

**J. William Koegel, Jr.**

**Executive Vice President, General Counsel and Secretary**

# CACI Announces \$500 Million Accelerated Stock Repurchase Agreement

Arlington, Va., March 12, 2021 – CACI International Inc (NYSE: CACI), a leading provider of expertise and technology to government enterprise and mission customers, announced today that, under its previously announced \$500 million accelerated share repurchase (ASR) authorization, the company has entered into an accelerated share repurchase agreement to repurchase \$500 million of common stock. This equates to approximately 2.1 million shares, at the closing price on March 11, 2021, representing approximately 8% of CACI's outstanding common stock. On March 16, 2021, CACI will receive an initial delivery of approximately 1.7 million shares with the final number of shares to be repurchased under the ASR based on the average of the daily volume-weighted average prices of CACI common stock during the repurchase period, less a discount and subject to adjustments pursuant to the terms of the ASR agreement. The company anticipates that all repurchases under the ASR will be completed before the end of the fourth quarter of calendar year 2021.

CACI expects to have ample financial capacity to sustain internal investments that enhance growth, innovation, and differentiation, continue its strategic M&A program, execute additional opportunistic share repurchases, or utilize other capital allocation strategies in addition to completing the \$500 million ASR.

John Mengucci, CACI's President and CEO, said, "This accelerated share repurchase transaction is the next step in a more opportunistic and flexible capital deployment strategy and demonstrates our confidence in CACI's strategy and future growth prospects. It also reflects our commitment to deliver value to our shareholders."

## About CACI

CACI's approximately 23,000 talented employees are vigilant in providing the unique expertise and distinctive technology that address our customers' greatest enterprise and mission challenges. Our culture of good character, innovation, and excellence drives our success and earns us recognition as a *Fortune* World's Most Admired Company. As a member of the *Fortune* 1000 Largest Companies, the Russell 1000 Index, and the S&P MidCap 400 Index, we consistently deliver strong shareholder value. Visit us at [www.caci.com](http://www.caci.com).

*There are statements made herein that do not address historical facts and, therefore, could be interpreted to be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are subject to risk factors that could cause actual results to be materially different from anticipated results. These risk factors include, but are not limited to, the following: our reliance on U.S. government contracts, which includes general risk around the government contract procurement process (such as bid protest, small business set asides, loss of work due to organizational conflicts of interest, etc.) and termination risks; significant delays or reductions in appropriations for our programs and broader changes in U.S. government funding and spending patterns; legislation that amends or changes discretionary spending levels or budget priorities, such as for homeland security or to address global pandemics like COVID-19; legal, regulatory, and political change from successive presidential administrations that could result in economic uncertainty; changes in U.S. federal agencies, current agreements with other nations, foreign events, or any other events which may affect the global economy, including the impact of global pandemics like COVID-19; the results of government audits and reviews conducted by the Defense Contract Audit Agency, the Defense Contract Management Agency, or other governmental entities with cognizant oversight; competitive factors such as pricing pressures and/or competition to hire and retain employees (particularly those with security clearances); failure to achieve contract awards in connection with re-compete for present business and/or competition for new business; regional and national economic conditions in the United States and globally, including but not limited to: terrorist activities or war, changes in interest rates, currency fluctuations, significant fluctuations in the equity markets, and market speculation regarding our continued independence; our ability to meet contractual performance obligations, including technologically complex obligations dependent on factors not wholly within our control; limited access to certain facilities required for us to perform our work, including during a global pandemic like*

*COVID-19; changes in tax law, the interpretation of associated rules and regulations, or any other events impacting our effective tax rate; changes in technology; the potential impact of the announcement or consummation of a proposed transaction and our ability to successfully integrate the operations of our recent and any future acquisitions; our ability to achieve the objectives of near term or long-term business plans; the effects of health epidemics, pandemics and similar outbreaks may have material adverse effects on our business, financial position, results of operations and/or cash flows; and other risks described in our Securities and Exchange Commission filings.*

# # #

Corporate Communications and Media:

Jody Brown, Executive Vice President, Public Relations

Investor Relations

(703) 841-7801, [jbrown@caci.com](mailto:jbrown@caci.com)

Investor Relations:

Dan Leckburg, Senior Vice President,

(703) 841-7666, [dleckburg@caci.com](mailto:dleckburg@caci.com)