

**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): November 12, 2020**

**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 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of CACI International Inc (the “Company”), for which proxies were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, was held on November 12, 2020.

The results detailed below represent the final voting results:

**Proposal 1**

The following eleven nominees were elected to the Board of Directors of the Company:

<b><u>Director Name</u></b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
Michael A. Daniels	20,433,027	175,561	13,638	1,897,814
Susan M. Gordon	20,581,988	27,634	12,604	1,897,814
William L. Jews	20,388,526	219,891	13,809	1,897,814
Gregory G. Johnson	20,175,561	433,712	12,953	1,897,814
J.P. London	20,134,049	464,257	23,920	1,897,814
John S. Mengucci	20,372,458	229,645	20,123	1,897,814
James L. Pavitt	20,320,637	287,490	14,099	1,897,814
Warren R. Phillips	18,105,942	2,501,244	15,040	1,897,814
Debora A. Plunkett	20,544,448	64,642	13,136	1,897,814
Charles P. Revoile	19,311,386	1,297,522	13,318	1,897,814
William S. Wallace	20,354,450	253,623	14,153	1,897,814

**Proposal 2**

Shareholders approved, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the 2020 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
19,864,779	638,037	119,410	1,897,814

**Proposal 3**

Shareholders approved the amendment of the Company’s 2016 Amended and Restated Incentive Compensation Plan to authorize an additional 1,200,000 shares for issuance:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
20,099,909	493,063	29,254	1,897,814

**Proposal 4**

Shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2021:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>
22,074,330	342,708	103,002

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## 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: November 17, 2020

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

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**J. William Koegel, Jr.**

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