U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

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

November 15, 2013
(Date of Report–Date of Earliest Event Reported)

CACI International Inc

(Exact name of registrant as specified in its Charter)

Delaware	001-31400	54-1345888
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS Employer Identification No.)

1100 N. Glebe Road,
Arlington, Virginia 22201
(Address of Principal executive offices) (ZIP code)

(703) 841-7800
(Registrant's telephone number, including area code)

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:

☐ 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 240.142-12)

☐ 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))

Explanatory Note

This Form 8-K/A is filed as an amendment (Amendment No. 1) to the Current Report on Form 8-K filed by CACI International Inc ("CACI") under Items 1.01, 2.01, 2.03, 5.07, 7.01 and 9.01 on November 18, 2013 (the "Initial 8-K"). As previously reported in the Initial 8-K, on November 15, 2013, CACI completed the acquisition of all of the outstanding shares of Six3 Systems Holdings II, Inc. ("Six3 Systems") pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated October 8, 2013, among CACI, Six3 Systems, Six3 Systems Holdings, LLC, CACI, INC.-FEDERAL and CACI Acquisition II, Inc. ("Merger Sub"). The description of the Merger Agreement is qualified in its entirety by the full text of the agreement attached as Exhibit 10.1 to CACI's Quarterly Report on Form 10-Q filed November 1, 2013, which Exhibit 10.1 is incorporated herein by reference. In accordance with the terms of the Merger Agreement, Merger Sub's separate corporate existence ceased and Six3 Systems continued as the surviving corporation. This Amendment No. 1 is being filed to include the financial information required under Item 9.01.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The unaudited condensed interim financial statements of Six3 Systems as of September 30, 2013 and for the nine months ended September 30, 2013 and 2012 are filed as Exhibit 99.2 to this Amendment No. 1 and are incorporated herein by reference. The audited financial statements of Six3 Systems as of and for the year ended December 31, 2012 are filed as Exhibit 99.3 to this Amendment No. 1 and are incorporated herein by reference.

(b) Pro forma financial information.

The unaudited pro forma financial information with respect to the transaction described in Item 2.01 is filed as Exhibit 99.4 to this Amendment No. 1 and is incorporated herein by reference.

(d) Exhibits.

Exhibit Number	Description
2.1	Agreement and Plan of Merger by and among Six3 Systems Holdings, LLC, as Stockholder Representative, Six3 Systems Holdings II, Inc., CACI International Inc, CACI, INC.-FEDERAL, and CACI Acquisition II, Inc., dated October 8, 2013 (incorporated by reference to Exhibit 10.1 of CACI's Quarterly Report on Form 10-Q filed November 1, 2013 (Commission File Number 001-31400)).
23.1	Consent of Ernst & Young LLP, Independent Auditors.
99.1	Press Release dated November 15, 2013.*
99.2	Unaudited condensed consolidated financial statements of Six3 Systems as of September 30, 2013 and for the nine months ended September 30, 2013 and 2012.
99.3	Audited consolidated financial statements of Six3 Systems as of and for the year ended December 31, 2012.
99.4	Unaudited pro forma financial information as of and for the three months ended September 30, 2013 and for the year ended June 30, 2013.

* Previously filed.

SIGNATURE

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 hereunto duly authorized.

CACI International Inc

By: /s/ Arnold D. Morse

Arnold D. Morse

Senior Vice President,
Chief Legal Officer and Secretary

Dated: January 30, 2014

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the following Registration Statements of CACI International Inc:

1) Registration Statement (Form S-3 No. 333-122784) pertaining to the offering of up to $400 million of common stock, preferred stock and debt securities, as amended,
2) Registration Statement (Form S-8 No. 333-122843) pertaining to the 1996 Stock Incentive Plan, as amended,
3) Registration Statement (Form S-8 No. 333-148032) pertaining to the 2006 Stock Incentive Plan,
4) Registration Statement (Form S-8 No. 333-146505) pertaining to the 2002 Employee Stock Purchase Plan,
5) Registration Statement (Form S-8 No. 333-146504) pertaining to the CACI $MART Plan,
6) Registration Statement (Form S-8 No. 333-104118) pertaining to the 2002 Employee, Management, and Director Stock Purchase Plans, amended,
7) Registration Statement (Form S-8 No. 333-91676) pertaining to the CACI $MART Plan,
8) Registration Statement (Form S-8 No. 333-157093) pertaining to the 2006 Stock Incentive Plan, as amended,
9) Registration Statement (Form S-8 No. 333-164710) pertaining to the 2002 Employee Stock Purchase Plan, as amended, and
10) Registration Statement (Form S-8 No. 333-179392) pertaining to the 2006 Stock Incentive Plan, as amended

of our report dated March 1, 2013, with respect to the consolidated financial statements of Six3 Systems Holdings II, Inc. as of December 31, 2012 and for the year ended December 31, 2012 included in this Current Report on Form 8-K/A of CACI International Inc dated January 30, 2014.

/s/ Ernst & Young LLP

McLean, Virginia
January 30, 2014

Exhibit 99.2

Six3 Systems Holdings II, Inc.

Index to Unaudited Condensed Consolidated Financial Statements

Condensed Consolidated Financial Statements (unaudited)

Six3 Systems Holdings II, Inc.

Condensed Consolidated Balance Sheet
(In Thousands, Except Share and Per Share Amounts)

	(Unaudited) September 30, 2013
Assets	
Current assets:	
Cash and cash equivalents	$ 20,201
Accounts receivable, net	68,764
Deferred tax assets	6,300
Prepaid expenses and other current assets	4,074
Total current assets	99,339
Property and equipment, net	8,024
Intangible assets, net	19,158
Goodwill	201,763
Other assets	1,317
Total assets	$ 329,601
Liabilities and shareholders' equity	
Current liabilities:	
Accounts payable	$ 5,973
Accrued compensation and benefits	36,757
Other accrued expenses	21,684
Billings in excess of revenue recognized	10,412
Current portion of long-term debt	2,400
Total current liabilities	77,226
Long-term debt, net of current portion	230,335
Deferred tax liabilities	7,896
Total liabilities	315,457
Shareholders' equity:	
Senior common stock, $0.01 par value, 500,000 shares authorized; 12,729 shares issued and outstanding	—
Senior Class F common stock, $0.01 par value, 50,000 shares authorized; 10,000 shares issued and outstanding	—
Class A common stock, $0.01 par value, 80,000,000 shares authorized; 73,461,352 shares issued and outstanding	735
Retained earnings	13,409
Total shareholders' equity	14,144
Total liabilities and shareholders' equity	$ 329,601

See accompanying notes.

Six3 Systems Holdings II, Inc.

Condensed Consolidated Statements of Operations
(In Thousands)

	(Unaudited) Nine months ended September 30,	
	2013	**2012**
Revenue	$355,383	$291,480
Operating costs and expenses:		
Cost of revenue	259,694	213,530
Selling, general, and administrative expenses	46,809	40,323
Depreciation and amortization	7,353	7,469
Total operating costs and expenses	313,856	261,322
Income from operations	41,527	30,158
Other expense:		
Other income	99	3
Interest expense, net	(14,177)	(6,071)
Income before income taxes	27,449	24,090
Provision for income taxes	10,157	9,825
Net income	$ 17,292	$ 14,265

See accompanying notes.

Six3 Systems Holdings II, Inc.

Condensed Consolidated Statements of Cash Flows
(In Thousands)

	(Unaudited) Nine months ended September 30, 2013	2012
Operating activities		
Net income	$ 17,292	$ 14,265
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,084	1,599
Amortization of intangibles	5,269	5,870
Amortization of deferred financing costs	1,018	607
Deferred taxes	(265)	(4,211)
Stock-based compensation expense	360	332
Payment of contingent consideration	(1,617)	(5,542)
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(4,655)	8,453
Prepaid expenses and other assets	2,478	(215)
Accounts payable	(682)	(5,020)
Accrued compensation and benefits	390	6,509
Accrued expenses	7,303	7,470
Billings in excess of revenue recognized	(3,802)	4,689
Net cash provided by operating activities	25,173	34,806
Investing activities		
Purchases of property and equipment	(2,537)	(3,026)
Acquisitions, net of cash received	—	(32,388)
Net cash used in investing activities	(2,537)	(35,414)
Financing activities		
Proceeds from 2012 and 2011 senior secured credit facilities	10,000	30,000
Repayments under senior secured credit facilities	(11,800)	(6,163)
Distribution to Parent	(15,000)	—
Repurchase of common units	—	(24)
Stock option exercises	54	—
Payment of contingent consideration	(3,883)	(8,958)
Net cash (used in) provided by financing activities	(20,629)	14,855
Increase in cash and cash equivalents	2,007	14,247
Cash and cash equivalents, beginning of period	18,194	14,370
Cash and cash equivalents, end of period	$ 20,201	$ 28,617
Supplemental disclosure of cash flow information		
Cash paid during the period for:		
Interest	$ 13,055	$ 5,200
Income taxes	$ 8,549	$ 8,603
Noncash:		
Landlord financed leasehold improvements	$ —	$ 525

See accompanying notes.

Notes to Unaudited Condensed Consolidated Financial Statements
September 30, 2013 and 2012

1. Organization and Business Overview

Six3 Systems Holdings II, Inc. (Six3 or the Company) provides highly strategic and differentiated intelligence solutions to U.S. government agencies in support of the nation's highest national security priorities. The Company provides subject matter expertise and strategic services and solutions in the areas of Intelligence Surveillance and Reconnaissance (ISR), Cyber Security (Cyber), and Intelligence Operations (IO) support. Six3 supports its customers' missions around the world with operational, technical, analytical, and training personnel stationed both domestically and internationally. The Company is headquartered in Sterling, Virginia. Six3's primary customer is the U.S. government.

The Company was formed on July 7, 2009. The Company is a subsidiary of Six3 Systems Holdings, LLC (Parent). The operations of the Company are performed in its only subsidiary, Six3 Systems, Inc. All intercompany balances and transactions have been eliminated in consolidation.

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States (GAAP). Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted in the consolidated financial statements. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes as of and for the year ended December 31, 2012 included in Exhibit 99.3 of this Current Report on Form 8-K/A.

The unaudited condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company's financial position as of September 30, 2013 and its results of operations and cash flows for the nine months ended September 30, 2013 and 2012. The results of the nine month period ended September 30, 2013 are not necessarily indicative of the results to be expected for any other interim period or for any other future year.

3. Acquisitions

Ticom Geomatics, Inc.

On April 19, 2012, the Company acquired all of the shares of Ticom Geomatics, Inc. (Ticom Geomatics) for approximately $40.5 million in a transaction accounted for as a purchase business combination. Ticom Geomatics provides precision geolocation and ISR systems and services primarily to U.S. government agencies. The aggregate consideration included $36.6 million of cash paid to sellers, $3.9 million representing the original fair value of contingent consideration, and approximately $0.7 million paid by the Company based on the final determination of the Ticom Geomatics working capital. The Company acquired Ticom Geomatics to expand its government services offerings. Ticom Geomatics' results of operations have been included in the accompanying consolidated financial statements from the date of its acquisition.

The Company incurred approximately $0.9 million in transaction costs associated with the acquisition, of which $0.6 million is included within other expenses in the accompanying consolidated statements of operations for the nine months ended September 30, 2012.

The agreement provided for the Company to pay up to $10.0 million if certain revenue and earnings targets for 2012 were met. The purchase agreement specifies that 55% of the contingent consideration will be paid to the founding shareholders and the remaining 45% will be paid to employees provided they remain employed with the Company through April 2013. The 2012 revenue and earnings targets were fully met.

The Company's acquisition date estimate of the portion of the contingent consideration to be paid to the shareholders was included in the purchase consideration with a corresponding contingent consideration liability of $3.9 million. The revaluation of this contingent consideration liability to $4.8 million at September 30, 2012 resulted in expense of $0.9 million, which was recorded within other expense in the accompanying statements of operations.

The portion of the contingent consideration to be paid to employees is based on a service condition and is being recognized as compensation expense over the requisite service period. For the nine months ended September 30, 2013 and 2012, the Company recognized $1.3 million and $2.1 million, respectively, of compensation expense within selling, general, and administration expense in the accompanying statements of operations. All contingent consideration was paid in May 2013.

The Company allocated the purchase price based upon the fair values of the assets acquired and the liabilities assumed.

3. Acquisitions (continued)

The purchase consideration has been allocated as follows (dollars in thousands):

Cash	$ 4,263
Accounts receivable	11,148
Other assets	232
Property and equipment	1,170
Customer relationships	5,940
Goodwill	32,324
Net deferred taxes	(1,387)
Accounts payable and accrued expenses	(13,155)
	$ 40,535

The Company deposited $3.0 million into an escrow account (the Indemnification Escrow Account) to secure the sellers' indemnification obligations related to Ticom Geomatics. The balance in the Indemnification Escrow Account was distributed to the sellers in October 2013.

4. Intangible Assets, net

Intangible assets consist of the following (dollars in thousands):

	September 30, 2013
Customer relationships	$ 50,275
Noncompete agreements	1,885
Trademarks	1,000
Total intangible assets	53,160
Less accumulated amortization	(34,002)
Total intangible assets, net	$ 19,158

4. Intangible Assets, net (continued)

Amortization expense for the nine months ended September 30, 2013 and 2012, was $5.3 million and $5.9 million, respectively. Accumulated amortization as of September 30, 2013, for customer relationships was $31.3 million. Future expected amortization of intangibles will be recognized over a weighted-average period of 5.0 years. Future amortization as of September 30, 2013 is as follows (dollars in thousands):

2013 (3 months)	$ 1,757
2014	5,366
2015	4,327
2016	3,517
2017	2,859
Thereafter	1,332
Total	$19,158

5. Long-Term Debt, Net of Current Portion

Long-term debt, net of current portion as of September 30, 2013 consists of the following (dollars in thousands):

2012 Senior Secured Credit Facility, net of discount of $5,465	$232,735
Less current portion	(2,400)
Long-term debt, net of current portion	$230,335

Senior Secured Credit Facilities

October 2012 Senior Secured Credit Facility

In October 2012, the Company entered into a $280.0 million credit agreement (the 2012 Senior Secured Credit Facility) with a syndicate of commercial lenders to refinance the existing 2011 Senior Secured Credit Facility and fund a liquidating dividend to the Senior Common Stock, Senior Class F Common Stock, and Class A Common Stock holders. The 2012 Senior Secured Credit Facility consists of a revolving line of credit, which permits borrowings and issuances of letters of credit of up to $40.0 million (Revolving Credit Facility), and a $240.0 million term loan facility (the Term Loan). The Revolving Credit Facility matures October 4, 2017, and the Term Loan matures October 4, 2019. The available borrowings on the Revolving Credit Facility as of September 30, 2013 are approximately $39.9 million.

5. Long-Term Debt, Net of Current Portion (continued)

As of September 30, 2013, the Company had no outstanding borrowings on the Revolving Credit Facility. The Company had $0.1 million in outstanding letters of credit under the Revolving Credit Facility related to its leased facility in McLean, Virginia.

Interest is charged on borrowings under the Revolving Credit Facility, at the Company's option, at a rate based on 1) the British Bankers Association LIBOR Rate in dollars or 2) a rate that is the higher of the prime rate or the federal funds rate plus 50 basis points, in each case plus an applicable margin that varies depending upon the Company's consolidated leverage ratio, as defined in the 2012 Senior Secured Credit Facility. Interest is charged on borrowings under the Term Loan, at the Company's option, at a rate based on 1) the greater of 1.25% or the British Bankers Association LIBOR Rate in dollars or 2) a rate that is higher of the prime rate or federal funds rate plus 50 basis points, in each case plus the applicable margin, as defined in the 2012 Senior Secured Credit Facility. As of September 30, 2013, interest is charged on the Term Loan at 7.0%. Quarterly principal payments of $0.6 million are required on the Term Loan with all remaining outstanding amounts coming due on October 4, 2019.

The obligations under the 2012 Senior Secured Credit Facility are secured by substantially all of the assets of the Company. The 2012 Senior Secured Credit Facility contains certain restrictive covenants, including, among others, requirements related to operating results and leverage. The Company was in compliance with these covenants as of September 30, 2013.

The Company incurred approximately $6.3 million in costs paid to the lenders in connection with the 2012 Senior Secured Credit Facility, which have been recorded as a discount against the borrowings. In addition, the Company incurred approximately $1.4 million in other deferred financing costs, which are included as assets on the accompanying consolidated balance sheet.

All financing costs are being amortized to interest expense over the term of the 2012 Senior Secured Credit Facility using the effective interest method.

July 2011 Senior Secured Credit Facility

In July 2011, the Company entered into a $140.0 million credit agreement (the 2011 Senior Secured Credit Facility) with a syndicate of commercial lenders to refinance the 2009 Senior Secured Credit Facility and pay off the 2009 Senior Subordinated Loan Agreement. The 2011 Senior Secured Credit Facility was scheduled to mature on December 31, 2014.

Interest was charged on borrowings under the 2011 Senior Secured Credit Facility, at the Company's option, at a rate based on 1) the greater of 2% or the British Bankers Association LIBOR Rate in dollars or 2) a rate that is the higher of the prime rate or the federal funds rate plus 50 basis points, in each case plus an applicable margin that varies depending upon the Company's consolidated leverage ratio, as defined.

5. Long-Term Debt, Net of Current Portion (continued)

On October 4, 2012, the Company consummated a recapitalization transaction, which included the refinancing and termination of the Company's 2011 Senior Secured Credit Agreement, with the proceeds of the borrowings under the Company's 2012 Senior Secured Credit Agreement. The majority of the lenders in the 2011 Senior Secured Credit Facility were extinguished.

Future Minimum Principal Payments

Future minimum principal payments as of September 30, 2013, are as follows (dollars in thousands):

Twelve months ending September 30	
2014	$ 2,400
2015	2,400
2016	2,400
2017	2,400
2018	2,400
Thereafter	226,200
	$238,200

6. Stock Options

In March 2010, the Company adopted its 2010 Stock Incentive Plan (the Plan), which provides for the grant of incentive stock options and nonqualified stock options. Options granted under the Plan vest over a four-year period subject to continued employment of the holder and expire five years from the date of grant. Participants can exercise vested options in the fifth year of the option's life. Vested options also become exercisable upon the sale of the Company or IPO and in certain other circumstances.

During the nine months ended September 30, 2013, the Company issued 338,500 options to employees. For those issued options, the weighted-average grant date fair value per option was $2.99. For each of the nine month periods ended September 30, 2013 and 2012, the Company recorded stock-based compensation expense related to the options issued to employees of $0.2 million. All issuances of options are grants of incentive stock options.

6. Stock Options (continued)

A summary of the Company's stock option activity and related information is as follows:

	Options	Weighted-Average Exercise Price
Options outstanding – December 31, 2012	3,098,333	$ 0.97
Granted	338,500	2.99
Exercised	(107,500)	0.50
Canceled	(224,000)	1.15
Options outstanding – September 30, 2013	3,105,333	$ 1.19

7. Income Taxes

The Company's provision for income taxes for the nine months ended September 30, 2013 and 2012 differs from its federal statutory rate of 35% primarily due to nondeductible expense related to contingent consideration agreements, nondeductible transaction costs, and state income taxes and nondeductible expenses arising from stock-based compensation in those periods.

The Company is subject to income taxes in the U.S. and various state jurisdictions. Tax statutes and regulations within each jurisdiction are subject to interpretation and require significant judgment to apply. Tax years related to U.S. federal and various state jurisdictions remain subject to examination for tax periods ended on or after December 31, 2006.

8. Fair Value Measurements

The accounting standard for fair value measurements defines fair value, establishes a market-based framework, or hierarchy for measuring fair value, and expands disclosures about fair value measurements. The standard is applicable whenever assets and liabilities are measured at fair value. The fair value hierarchy established in the standard prioritizes the inputs used in valuation techniques into three levels as follows:

- Level 1 – Observable inputs – quoted prices in active markets for identical assets and liabilities.
- Level 2 – Observable inputs other than the quoted prices in active markets for identical assets and liabilities – includes quoted prices for similar instruments, quoted prices for identical or similar instruments in inactive markets, and amounts derived from valuation models where all significant inputs are observable in active markets.
- Level 3 – Unobservable inputs – includes amounts derived from valuation models where one or more significant inputs are unobservable and relevant assumptions are required.

8. Fair Value Measurements (continued)

The following table summarizes the financial assets measured at fair value on a recurring basis as of September 30, 2013, and the level within the fair value hierarchy:

Contingent consideration:	
Prepaid expenses and other current assets – Level 3	$491
Other assets – Level 3	274

The contingent consideration assets relate to future earnings to be generated from the sale of certain contracts. The Company has valued the contingent consideration using unobservable inputs and the Company's own probability-based market assumptions. The value of the contingent consideration is remeasured each reporting period, and any changes in value are recognized in the Company's statements of operations for such periods.

9. Commitments and Contingencies

Government Contracting

Substantially all payments to the Company on government cost reimbursable contracts are based on provisional government contracting rates and are subject to adjustment upon audit by certain government audit agencies. Incurred cost audits for the Company, including audits not yet completed or started, are not expected to have a material effect on the Company's financial position or results of operations, as the Company has accrued its best estimate of any potential disallowances.

10. Subsequent Events

On October 8, 2013, the Company entered into a definitive agreement and plan of merger pursuant to which it agreed to be acquired by CACI International Inc. The transaction closed on November 15, 2013.

Exhibit 99.3

Six3 Systems Holdings II, Inc.
Index to Consolidated Financial Statements

Report of Independent Auditors

The Board of Directors
Six3 Systems Holdings II, Inc.

We have audited the accompanying consolidated financial statements of Six3 Systems Holdings II, Inc. (the Company), which comprise the consolidated balance sheet as of December 31, 2012, and the related consolidated statements of operations, changes in shareholder's equity, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Six3 Systems Holdings II, Inc. at December 31, 2012, and the consolidated results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

March 1, 2013

Six3 Systems Holdings II, Inc.

Consolidated Balance Sheet

(In Thousands, Except Share and Per Share Amounts)

	December 31, 2012
Assets	
Current assets:	
Cash and cash equivalents	$ 18,194
Accounts receivable, net	64,109
Deferred tax assets	6,580
Prepaid expenses and other current assets	6,312
Total current assets	95,195
Property and equipment, net	7,579
Intangible assets, net	24,427
Goodwill	201,763
Other assets	1,765
Total assets	$ 330,729
Liabilities and shareholder’s equity	
Current liabilities:	
Accounts payable	$ 6,655
Accrued compensation and benefits	36,367
Other accrued expenses	19,889
Billings in excess of revenue recognized	14,214
Current portion of long-term debt	2,400
Total current liabilities	79,525
Long-term debt, net of current portion	231,325
Deferred tax liabilities	8,441
Total liabilities	319,291
Shareholder’s equity:	
Senior common stock, $0.01 par value, 500,000 shares authorized; 12,729 shares issued and outstanding	—
Senior Class F common stock, $0.01 par value, 50,000 shares authorized; 10,000 shares issued and outstanding	—
Class A common stock, $0.01 par value, 80,000,000 shares authorized; 73,353,852 shares issued and outstanding	734
Retained earnings	10,704
Total shareholder’s equity	11,438
Total liabilities and shareholder’s equity	$ 330,729

See accompanying notes.

Six3 Systems Holdings II, Inc.

Consolidated Statement of Operations
(In Thousands)

	Year Ended December 31, 2012
Revenue	$ 390,843
Operating costs and expenses:	
Cost of revenue	286,016
Selling, general, and administrative expenses	55,447
Depreciation and amortization	10,318
Total operating costs and expenses	351,781
Income from operations	39,062
Other expense:	
Other income	3
Interest expense, net	(11,794)
Income before income taxes	27,271
Provision for income taxes	10,617
Net income	$ 16,654

See accompanying notes.

Six3 Systems Holdings II, Inc.

Consolidated Statement of Changes in Shareholder's Equity
(In Thousands, Except Share Amounts)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Total Shareholder's Equity
	Shares	Amount			
Balance at December 31, 2011	73,703,244	$ 737	$ 109,647	$ 7,071	$ 117,455
Repurchase of common shares	(238,984)	(2)	—	(22)	(24)
Distribution to Parent	(87,679)	(1)	(110,094)	(12,999)	(123,094)
Stock-based compensation expense	—	—	447	—	447
Net income	—	—	—	16,654	16,654
Balance at December 31, 2012	73,376,581	$ 734	$ —	$ 10,704	$ 11,438

See accompanying notes.

Six3 Systems Holdings II, Inc.
Consolidated Statement of Cash Flows
(In Thousands)

	Year Ended December 31, 2012
Operating activities	
Net income	$ 16,654
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	2,366
Amortization of intangibles	7,952
Amortization of deferred financing costs	2,031
Deferred taxes	(4,306)
Stock-based compensation expense	447
Payment of contingent consideration	(5,542)
Changes in assets and liabilities, net of effect of acquisitions:	
Accounts receivable	(2,324)
Prepaid expenses and other assets	(3,166)
Accounts payable	305
Accrued compensation and benefits	7,425
Accrued expenses	3,689
Billings in excess of revenue recognized	10,151
Net cash provided by operating activities	35,682
Investing activities	
Purchases of property and equipment	(3,422)
Acquisitions, net of cash received	(32,388)
Net cash used in investing activities	(35,810)
Financing activities	
Proceeds from 2012 and 2011 senior secured credit facilities	240,000
Repayments under senior secured credit facilities	(96,250)
Debt issuance costs	(7,722)
Distribution to Parent	(123,094)
Repurchase of common units	(24)
Payment of contingent consideration	(8,958)
Net cash provided by financing activities	3,952
Increase in cash and cash equivalents	3,824
Cash and cash equivalents, beginning of year	14,370
Cash and cash equivalents, end of year	$ 18,194
Supplemental disclosure of cash flow information	
Cash paid during the year for:	
Interest	$ 9,650
Income taxes	$ 12,038
Noncash:	
Landlord financed leasehold improvements	$ 525

See accompanying notes.

1. Organization and Business Overview

Six3 Systems Holdings II, Inc. (Six3 or the Company) provides highly strategic and differentiated intelligence solutions to U.S. government agencies in support of the nation's highest national security priorities. The Company provides subject matter expertise and strategic services and solutions in the areas of Intelligence Surveillance and Reconnaissance (ISR), Cyber Security (Cyber), and Intelligence Operations (IO) support. Six3 supports its customers' missions around the world with operational, technical, analytical, and training personnel stationed both domestically and internationally. The Company is headquartered in Sterling, Virginia. Six3's primary customer is the U.S. government.

The Company was formed on July 7, 2009. The Company is a wholly owned subsidiary of Six3 Systems Holdings, LLC (Parent). The operations of the Company are performed in its only subsidiary, Six3 Systems, Inc. All intercompany balances and transactions have been eliminated in consolidation.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (continued)

Revenue Recognition

Principally all of the Company’s revenue is derived from services and solutions provided by the Company’s employees to the U.S. government. Any changes in U.S. government budgetary priorities could adversely affect the funding of the Company’s current contracts, which could affect future revenue. The Company generates its revenue from the following different types of contractual arrangements: fixed-price level of effort contracts, fixed-price contracts, time-and-materials contracts, and cost-plus contracts.

Revenue for fixed-price level of effort and fixed-price contracts is recognized on the percentage-of-completion method using costs incurred in relation to total estimated costs.

Revenue for time-and-materials contracts is recognized as services are performed, generally, on the basis of hours worked multiplied by the contract rates, plus the direct costs and indirect cost burdens associated with materials and other direct expenses used in performance on the contract.

Revenue on cost-plus contracts is recognized as services are performed, generally, based on the allowable costs incurred during the period, plus any recognizable earned fee.

Contract accounting requires judgment relative to assessing risks, estimating contract revenue and costs, and making assumptions for schedule and technical issues. Due to the size and nature of many of the Company’s contracts, the estimation of total revenue and cost at completion requires the use of estimates. Contract costs include labor, subcontracting and materials costs, as well as an allocation of allowable indirect costs. Assumptions have to be made regarding the length of time to complete a contract because costs also include expected increases in wages and prices for materials. For contract change orders, claims, or similar items, the Company applies judgment in estimating the amounts and assessing the potential for realization. These amounts are only included in contract value when they can be reliably estimated and realization is considered probable. Estimates of award fees for certain contracts are also a factor in estimating revenue and profit. These award fees are estimated based on actual award history and anticipated awards. Anticipated losses on contracts are recognized in the period in which they become probable and estimable.

For contracts with the federal government, the Company follows U.S. government procurement and accounting standards in assessing the allowability and the allocability of costs to contracts. Due to the significance of the judgments and estimation processes, it is likely that materially

2. Summary of Significant Accounting Policies (continued)

different amounts could be recorded if the Company used different assumptions or if the underlying circumstances were to change. The allowability of certain costs under government contracts is subject to audit by the government.

Estimates of total contract revenue and costs are continuously monitored during the term of the contract and are subject to revision as the contract progresses.

To the extent that amounts billed exceed revenue recognized, the Company reflects these as billings in excess of revenue in the accompanying consolidated financial statements.

Cash and Cash Equivalents

The Company considers cash on deposit and all highly liquid investments with original maturities of three months or fewer to be cash and cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

At each balance sheet date, the Company reviews the collection status of its receivables, including receivables that are past due, and assesses whether an allowance for doubtful accounts is necessary based on specific customer collection issues, as well as historical write-off trends. Because the Company's receivables result from services provided to the U.S. government, or to prime contractors providing services to the U.S. government, the Company believes the credit risk to be relatively low.

Deferred Costs

Deferred costs are included in prepaid and other assets on the accompanying consolidated balance sheet. Deferred costs consist of advance purchases of supplies and equipment that will be assigned to contracts as needed and are stated based on average cost. Deferred costs also include costs on contracts in progress and represent recoverable costs incurred specifically for the contracts, plus allocable operating overhead. Total deferred costs as of December 31, 2012, are approximately $1.8 million.

2. Summary of Significant Accounting Policies (continued)

Property and Equipment

Property and equipment acquired in business combinations are recorded at the estimated fair value at the date of acquisition. Other property and equipment are stated at cost. Depreciation has been provided on a straight-line basis over their estimated useful lives, which are three to seven years for equipment and furniture and fixtures, and over the shorter of the lease term or estimated useful lives of the leasehold improvements.

Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be fully recoverable. An impairment loss is recognized if the sum of the long-term undiscounted cash flows is less than the carrying amount of the long-lived asset being evaluated. Any write-downs are treated as permanent reductions in the carrying amount of the assets. The Company believes that the carrying values of its long-lived assets as of December 31, 2012 are fully realizable.

Intangible Assets

Intangible asset amortization is recorded over the expected useful life of the intangible asset. Amortization periods and methods are as follows:

	Years	Method
Noncompete agreements	4	Straight-line
Trademarks	1	Straight-line
Customer relationships	2 to 9	Accelerated

The accelerated method of amortization for the customer relationships intangible is based upon the estimated cash flows expected to be derived from the customer relationships.

Goodwill

Goodwill represents the excess of costs over fair value of assets of businesses acquired. Goodwill and intangible assets acquired in a purchase business combination and determined to

2. Summary of Significant Accounting Policies (continued)

have an indefinite useful life are not amortized, but instead tested for impairment at least annually. The Company completed its annual goodwill impairment analysis as of October 1, 2012. Based on this analysis, no impairment of goodwill existed.

Fair Value of Financial Instruments

The Company believes that the carrying amount of its financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the relatively short maturity of these instruments. The Company believes that the carrying value of its debt approximates its fair value.

Income Taxes

The Company uses the asset and liability approach for the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases. Deferred tax assets and liabilities are measured using enacted statutory tax rates applicable to the future years in which the deferred amounts are expected to be settled or realized. The effect of changes in tax rates is recognized in the provision for income tax in the period the change in rates is enacted.

A valuation allowance is recorded against deferred tax assets when it is more likely than not that a tax benefit will not be realized. The assessment for a valuation allowance requires judgment on the part of management with respect to the benefits that may be realized.

Accounting Standards Codification (ASC) 740, *Accounting for Uncertainty in Income Taxes* , clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition of tax benefits, classification on the balance sheets, interest and penalties, accounting for interim periods, disclosure, and transition. The Company records interest and penalties as a component of income tax expense.

2. Summary of Significant Accounting Policies (continued)

Stock-Based Compensation

The Company records stock-based compensation expense for restricted awards and stock options granted to its employees based on the grant-date fair value. The expense is recognized on a straight-line basis over the total requisite service period for the award, net of estimated forfeitures. The expense is adjusted as required for awards subject to graded vesting schedules.

Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. The Company is involved in various lawsuits, claims, and administrative proceedings arising in the normal course of business. Management is of the opinion that any liability or loss associated with such matters, either individually or in the aggregate, will not have a material adverse effect on the Company’s operations or liquidity.

3. Disposition of Contracts

In 2010, the Company finalized an agreement to sell certain contracts related to systems engineering and technical assistance to a third party and received $0.4 million in cash. The Company may also receive additional contingent consideration each year through 2016 based on the earnings generated from the contracts and transferred personnel as defined in the sale agreement. This contingent consideration was valued at $0.9 million at the time of the sale based on management’s estimate of the future earnings after considering probability-based assumptions. This contingent consideration is revalued at the end of each reporting period and changes are reflected in the accompanying consolidated statements of operations. The Company received payments of $0.6 million in 2012. The total contingent consideration was revalued as of December 31, 2012 at $0.8 million.

The increase in fair value of the contingent consideration receivable in 2012 of $0.4 million was included in selling, general, and administrative expenses in the accompanying consolidated statement of operations.

4. Acquisitions

Six3 Advanced Systems and Six3 Enterprise Systems

The Company’s 2009 acquisition of BIT Systems Inc., which was renamed in 2011 to Six3 Advanced Systems, Inc. (Advanced Systems) included contingent consideration of $25.0 million if certain financial requirements were met as defined by the agreement. The contingent consideration obligation was valued at $18.8 million as of the acquisition date and was included in the calculation of purchase consideration.

In each of 2012 and 2011, the Company paid $12.5 million to satisfy the portion of the contingent consideration related to, respectively, 2011 and 2010 results, fully extinguishing the contingent consideration liability.

The Company’s 2010 acquisition of Novii Design LLC, which was renamed in 2011 to Six3 Enterprise Systems LLC, (Enterprise Systems) included contingent consideration of $9.0 million if certain financial and contractual requirements were met for 2011 and 2012, as defined by the agreement. The contingent consideration obligation was valued at $8.1 million as of the acquisition date and was included in the calculation of purchase consideration.

The Company paid $5.0 million of contingent consideration in 2011. As of December 31, 2011, the Company revalued the remaining contingent consideration liability to $2.5 million.

In 2012, the Company paid $2.0 million to satisfy all remaining portions of the contingent consideration. The decrease in this liability prior to payment of $0.5 million was recorded as a component of other expense in the accompanying consolidated statement of operations.

As of December 31, 2012, there is no remaining contingent consideration liability for Advanced Systems or Enterprise Systems.

4. Acquisitions (continued)

Ticom Geomatics, Inc.

On April 19, 2012, the Company acquired all of the shares of Ticom Geomatics, Inc. (Ticom Geomatics) for approximately $40.5 million in a transaction accounted for as a purchase business combination. Ticom Geomatics provides precision geolocation and ISR systems and services primarily to U.S. government agencies. The aggregate consideration included $36.6 million of cash paid to sellers, $3.9 million representing the original fair value of contingent consideration, and approximately $0.7 million paid by the Company based on the final determination of the Ticom Geomatics working capital. The Company acquired Ticom Geomatics to expand its government services offerings. Ticom Geomatics' results of operations have been included in the accompanying consolidated financial statements from the date of its acquisition.

The Company incurred approximately $0.9 million in transaction costs associated with the acquisition, of which $0.6 million is included within other expenses in the accompanying consolidated statement of operations for the year ended December 31, 2012.

The agreement provided for the Company to pay up to $10.0 million if certain revenue and earnings targets for 2012 were met. The purchase agreement specifies that 55% of the contingent consideration will be paid to the founding shareholders and the remaining 45% will be paid to employees provided they remain employed with the Company through April 2013. At December 31, 2012, the revenue and earnings targets were fully met.

The Company's acquisition date estimate of the portion of the contingent consideration to be paid to the shareholders was included in the purchase consideration with a corresponding contingent consideration liability of $3.9 million. The revaluation of this contingent consideration liability to $5.5 million at December 31, 2012 resulted in expense of $1.6 million, which was recorded within other expense in the accompanying statement of operations.

The portion of the contingent consideration to be paid to employees is based on a service condition and is being recognized as compensation expense over the requisite service period. Through December 31, 2012, the Company had recognized $3.2 million of compensation expense within selling, general, and administration expense in the accompanying statement of operations. All contingent consideration is expected to be paid in 2013.

The Company allocated the purchase price based upon the fair values of the assets acquired and the liabilities assumed.

4. Acquisitions (continued)

The purchase consideration has been allocated as follows (dollars in thousands):

Cash	$ 4,263
Accounts receivable	11,148
Other assets	232
Property and equipment	1,170
Customer relationships	5,940
Goodwill	32,324
Net deferred taxes	(1,387)
Accounts payable and accrued expenses	(13,155)
	$ 40,535

The Company deposited $6.5 million, $6.0 million, $1.0 million, and $3.0 million into escrow accounts (the Indemnification Escrow Accounts) to secure the sellers' indemnification obligations related to Intelligence Solutions (formerly Harding Security Associates, Inc), Advanced Systems, Enterprise Systems, and Ticom Geomatics, respectively. Remaining funds, if any, in the Indemnification Escrow Accounts are scheduled to be distributed to the sellers in 2013 with respect to Ticom Geomatics. An escrow payment of $1.0 million (Enterprise Systems) was paid out in 2012.

5. Accounts Receivable, net

Accounts receivable, net as of December 31, 2012 consists of the following (dollars in thousands):

Billed receivables	$31,468
Unbilled receivables	32,696
Total accounts receivable	64,164
Less allowance for doubtful accounts	(55)
Total accounts receivable, net	$64,109

All accounts receivable are expected to be billed and collected within one year from the balance sheet date.

6. Property and Equipment, net

Property and equipment, net as of December 31, 2012 consists of the following (dollars in thousands):

Furniture and fixtures	$ 1,682
Computer and other equipment	6,693
Leasehold improvements	3,730
Total property and equipment	12,105
Less accumulated depreciation and amortization	(4,526)
Total property and equipment, net	$ 7,579

Depreciation and amortization expense for the year ended December 31, 2012 was approximately $2.4 million.

7. Intangible Assets, net

Intangible assets as of December 31, 2012 consists of the following (dollars in thousands):

Customer relationships	$ 50,275
Noncompete agreements	1,885
Trademarks	1,000
Total intangible assets	53,160
Less accumulated amortization	(28,733)
Total intangible assets, net	$ 24,427

Amortization expense for the year ended December 31, 2012 was $8.0 million. Accumulated amortization as of December 31, 2012, for customer relationships was $26.3 million. Future expected amortization of intangibles will be recognized over a weighted-average period of 5.6 years. Future amortization as of December 31, 2012, is as follows (dollars in thousands):

2013	$ 7,026
2014	5,366
2015	4,327
2016	3,517
2017	2,859
Thereafter	1,332
Total	$24,427

8. Long-Term Debt, Net of Current Portion

Long-term debt, net of current portion as of December 31, 2012 consists of the following (dollars in thousands):

2012 Senior Secured Credit Facility, net of discount of $6,275	$233,725
Less current portion	(2,400)
Long-term debt, net of current portion	$231,325

Senior Secured Credit Facilities

October 2012 Senior Secured Credit Facility

In October 2012, the Company entered into a $280.0 million credit agreement (the 2012 Senior Secured Credit Facility) with a syndicate of commercial lenders to refinance the existing 2011 Senior Secured Credit Facility and fund a liquidating dividend to the Senior Common Stock, Senior Class F Common Stock, and Class A Common Stock holders. The 2012 Senior Secured Credit Facility consists of a revolving line of credit, which permits borrowings and issuances of letters of credit of up to $40.0 million (Revolving Credit Facility), and a $240.0 million term loan facility (the Term Loan). The Revolving Credit Facility matures October 4, 2017, and the Term Loan matures October 4, 2019. The available borrowings on the Revolving Credit Facility as of December 31, 2012, are approximately $39.9 million.

8. Long-Term Debt, Net of Current Portion (continued)

As of December 31, 2012, the Company had no outstanding borrowings on the Revolving Credit Facility. The Company had $0.1 million in outstanding letters of credit under the Revolving Credit Facility related to its leased facility in McLean, Virginia.

Interest is charged on borrowings under the Revolving Credit Facility, at the Company's option, at a rate based on 1) the British Bankers Association LIBOR Rate in dollars or 2) a rate that is the higher of the prime rate or the federal funds rate plus 50 basis points, in each case plus an applicable margin that varies depending upon the Company's consolidated leverage ratio, as defined in the 2012 Senior Secured Credit Facility. Interest is charged on borrowings under the Term Loan, at the Company's option, at a rate based on 1) the greater of 1.25% or the British Bankers Association LIBOR Rate in dollars or 2) a rate that is higher of the prime rate or federal funds rate plus 50 basis points, in each case plus the applicable margin, as defined in the 2012 Senior Secured Credit Facility. As of December 31, 2012, interest is charged on the Term Loan at 7.0%. Beginning on March 31, 2013, quarterly principal payments of $0.6 million are required on the Term Loan with all remaining outstanding amounts coming due on October 4, 2019.

The obligations under the 2012 Senior Secured Credit Facility are secured by substantially all of the assets of the Company. The 2012 Senior Secured Credit Facility contains certain restrictive covenants, including, among others, requirements related to operating results and leverage. The Company was in compliance with these covenants as of December 31, 2012.

The Company incurred approximately $6.3 million in costs paid to the lenders in connection with the 2012 Senior Secured Credit Facility, which have been recorded as a discount against the borrowings. In addition, the Company incurred approximately $1.4 million in other deferred financing costs, which are included as assets on the accompanying consolidated balance sheet.

All financing costs are being amortized to interest expense over the term of the 2012 Senior Secured Credit Facility using the effective interest method.

July 2011 Senior Secured Credit Facility

In July 2011, the Company entered into a $140.0 million credit agreement (the 2011 Senior Secured Credit Facility) with a syndicate of commercial lenders to refinance the 2009 Senior Secured Credit Facility and pay off the 2009 Senior Subordinated Loan Agreement.

8. Long-Term Debt, Net of Current Portion (continued)

Interest was charged on borrowings under the 2011 Senior Secured Credit Facility, at the Company's option, at a rate based on 1) the greater of 2% or the British Bankers Association LIBOR Rate in dollars or 2) a rate that is the higher of the prime rate or the federal funds rate plus 50 basis points, in each case plus an applicable margin that varies depending upon the Company's consolidated leverage ratio, as defined. Beginning on September 30, 2011, and through the termination date, quarterly principal payments of $1.9 million were required on the Term Loan.

On October 4, 2012, the Company consummated a recapitalization transaction, which included the refinancing and termination of the Company's 2011 Senior Secured Credit Agreement, with the proceeds of the borrowings under the Company's 2012 Senior Secured Credit Agreement. The majority of the lenders in the 2011 Senior Secured Credit Facility were extinguished.

Accordingly, the Company included $1.1 million of the unamortized debt issuance costs and unamortized discount in the loss on debt extinguishment, which is recorded within interest expense, net in the 2012 statement of operations.

The remaining $0.4 million of unamortized debt issuance costs and unamortized discount associated with lenders who were not extinguished in connection with the recapitalization transaction is being amortized over the remaining life of the 2012 Senior Secured Credit Facility.

Future Minimum Principal Payments

Future minimum principal payments as of December 31, 2012, are as follows (dollars in thousands):

2013	$ 2,400
2014	2,400
2015	2,400
2016	2,400
2017	2,400
Thereafter	228,000
	$240,000

9. Shareholder's Equity

The Company has three classes of common stock consisting of Senior Common, Senior Class F, and Class A. The Class A Common Stock has voting rights. The Senior Common Stock and the Senior Class F Common Stock have priority rights. All shares of stock are held by Parent.

In October 2012, the Company used the proceeds from the 2012 Senior Secured Credit Facility and cash generated from operations to pay liquidating dividends of $110.8 million and $10.9 million (the Liquidating Dividends) related to the Senior Common and Senior Class F stock, respectively. The Liquidating Dividends included satisfaction of previously accrued and unpaid dividends on the Senior Common and Senior Class F units of $23.1 million and $2.1 million, respectively. As part of this transaction, 87,679 shares of Senior Common were redeemed. The Liquidating Dividends reduced the liquidation value of the Senior Common and Senior Class F Common Stock, which serves as the basis for the accumulation of dividends. The Company also paid $1.4 million related to the Class A common stock.

As of December 31, 2012, the Company has outstanding 12,729 shares of Senior Common Stock and 10,000 shares of Senior Class F Common Stock. The holder of the Senior Common Stock and the Senior Class F Common Stock is entitled to a 7% cumulative dividend. As of December 31, 2012, unpaid cumulative dividends totaled approximately $0.2 million. Upon the occurrence of change in ownership or fundamental change, as defined, the Senior Common Stock is entitled to a liquidation value of $1,000 per share plus accrued but unpaid dividends less Liquidating Dividends. In such circumstances, the Senior Class F Common Stock is also entitled to premium on the amount redeemed calculated as the sum of the current liquidation value of the Senior Class F Common Stock and the Liquidating Dividends multiplied by 10%. Upon a qualified initial public offering (IPO), the holder of the Senior Common Stock can request that each share be converted into Class A Common Stock based on the aggregate liquidation value of the Senior Common Stock, which includes accrued but unpaid dividends, divided by a number that is equal to the price per share of the Company's common stock at its IPO.

Upon a qualified IPO, the holder of the Senior Class F Common Stock can request that each share be converted into Class A common stock based on the aggregate liquidation value plus the Liquidating Dividends, including accrued but unpaid dividends, divided by a number that is equal to 90.909% of the price per share of the Company's common stock at its IPO. The value of the redemption premium and beneficial conversion feature is approximately $1.2 million as of December 31, 2012. Because the conversion or redemption of the Senior Class F Common Stock is contingent on the occurrence of a future event, no amounts are recognized until the contingent future event occurs.

10. Stock Options

In March 2010, the Company adopted its 2010 Stock Incentive Plan (the Plan), which provides for the grant of incentive stock options and nonqualified stock options. Options granted under the Plan vest over a four-year period subject to continued employment of the holder and expire five years from the date of grant. Participants can exercise vested options in the fifth year of the option's life. Vested options also become exercisable upon the sale of the Company or IPO and in certain other circumstances.

During the year ended December 31, 2012, the Company issued 820,000 options to employees. For those issued options, the weighted-average grant date fair value per option in 2012 was $1.95. For the year ended December 31, 2012, the Company recorded stock-based compensation expense related to the options issued to employees of $0.2 million. All issuances of options are grants of incentive stock options.

Stock-based compensation expense was determined using the Black-Scholes option-pricing model with the following assumptions:

Weighted-average risk-free interest rate	0.89%
Dividend yield	— %
Expected term (years)	2.3 – 2.5
Volatility factor	34.75 – 38.72%

A summary of the Company's stock option activity and related information is as follows:

	Options	Weighted-Average Exercise Price
Options outstanding – December 31, 2011	2,498,333	$ 0.61
Granted	820,000	1.95
Canceled	(220,000)	0.51
Options outstanding – December 31, 2012	3,098,333	$ 0.97

10. Stock Options (continued)

Exercise Prices	Options Outstanding	Options Outstanding: Weighted-Average Remaining Contractual Life	Options Outstanding: Weighted-Average Exercise Price	Options Vested: Options Vested	Options Vested: Weighted-Average Exercise Price
$0.40	1,201,333	2.25	$ 0.40	821,625	$ 0.40
0.45	120,000	2.65	0.45	60,000	0.45
0.50	399,000	2.86	0.50	199,500	0.50
0.60	90,000	3.13	0.60	45,000	0.60
1.27	298,000	3.50	1.27	74,500	1.27
1.47	185,000	3.69	1.47	65,000	1.47
1.89	315,000	4.16	1.89	73,750	1.89
1.99	490,000	4.36	1.99	—	—
	3,098,333	3.10	$ 0.97	1,339,375	$ 0.61

The weighted-average remaining contractual life of stock options outstanding as of December 31, 2012 is 3.1 years. As of December 31, 2012, there were no exercisable options. During 2012, the Company also recorded approximately $0.2 million of stock-based compensation expense associated with issuances of Parent equity to employees. Unrecognized stock-based compensation expense related to stock options is approximately $0.5 million as of December 31, 2012.

11. Income Taxes

Significant components of the provision for income taxes as of December 31, 2012 are as follows (dollars in thousands):

Current:	
Federal	$12,628
State and local	2,295
Total current expense	14,923
Deferred:	
Federal	(3,642)
State and local	(664)
Total deferred benefit	(4,306)
Total income tax expense	$10,617

11. Income Taxes (continued)

The Company's provision for income taxes for the year ended December 31, 2012 differs from its federal statutory rate of 35% primarily due to nondeductible expense related to contingent consideration agreements, nondeductible transaction costs, and state income taxes and nondeductible expenses arising from stock-based compensation in 2012.

Deferred income taxes arise from temporary differences in the recognition of income and expense for income tax purposes and were computed using the liability method reflecting the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes.

Components of the Company's deferred tax assets and liabilities as of December 31, 2012 are as follows (dollars in thousands):

Deferred tax assets:	
Accrued expenses and other	$ 5,315
Deferred rent	1,345
Other	788
Total deferred tax assets	7,448
Deferred tax liabilities:	
Prepaid expenses and other assets	(289)
Depreciation and amortization	(608)
Intangibles and goodwill	(8,412)
Total deferred tax liabilities	(9,309)
Net deferred tax liability	$(1,861)

For all deferred tax assets, although realization is not assured, management believes it is more likely than not that such assets will be realized.

11. Income Taxes (continued)

In connection with the acquisition of Ticom Geomatics, the Company acquired net operating losses of $0.4 million. As of December 31, 2012, the Company had fully utilized the net operating loss carryforward from Ticom Geomatics.

The Company is subject to income taxes in the U.S. and various state jurisdictions. Tax statutes and regulations within each jurisdiction are subject to interpretation and require significant judgment to apply. Tax years related to U.S. federal and various state jurisdictions remain subject to examination for tax periods ended on or after December 31, 2006.

12. Employee Benefit Plans

401(k) Plans

The Company maintains several defined contribution 401(k) profit-sharing plans that cover all employees. Participants may make voluntary contributions to the plans up to the maximum amount allowable by law. The Company will match employee contributions to the plans in accordance with the plan documents. Matching contributions vest to participants immediately. During the year ended December 31, 2012, the Company recorded contributions to the plans of approximately $2.5 million.

Qualified Profit-Sharing Retirement Plan

The Company has a qualified profit-sharing retirement plan (the PSP) for all eligible Advanced Systems employees. Employees are eligible to participate in the PSP beginning on the first of the month following the start of employment and attainment of age 18. Under the PSP, the Company may make discretionary contributions based on a percentage of the total compensation of all eligible participants. The contributions are allocated to all eligible participants based on the ratio of employee’s individual compensation to the total compensation of all participants. During the year ended December 31, 2012, the Company elected to contribute approximately $12.6 million.

13. Fair Value Measurements

The accounting standard for fair value measurements defines fair value, establishes a market-based framework, or hierarchy for measuring fair value, and expands disclosures about fair value measurements. The standard is applicable whenever assets and liabilities are measured at fair value. The fair value hierarchy established in the standard prioritizes the inputs used in valuation techniques into three levels as follows:

- Level 1 – Observable inputs – quoted prices in active markets for identical assets and liabilities.
- Level 2 – Observable inputs other than the quoted prices in active markets for identical assets and liabilities – includes quoted prices for similar instruments, quoted prices for identical or similar instruments in inactive markets, and amounts derived from valuation models where all significant inputs are observable in active markets.
- Level 3 – Unobservable inputs – includes amounts derived from valuation models where one or more significant inputs are unobservable and relevant assumptions are required.

The following table summarizes the financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2012, and the level within the fair value hierarchy (dollars in thousands):

Contingent consideration:	
Prepaid expenses and other current assets – Level 3	$ 261
Other assets – Level 3	537
Other accrued expenses – Level 3	5,500

The contingent consideration assets relate to the sale of certain contracts (see Note 3). The contingent consideration liabilities relate to amounts due in future periods related to the Ticom Geomatics acquisition. The Company has valued the contingent consideration using unobservable inputs and the Company’s own probability-based market assumptions. The value of the contingent consideration is remeasured each reporting period, and any changes in value are recognized in the Company’s statements of operations for such periods.

14. Related Parties

The Company is party to a professional services agreement with the majority owner of Parent. The Company incurred approximately $0.3 million related to this agreement for the year ended December 31, 2012. Upon consummation of an IPO, the professional services agreement terminates.

The Company leases office space from the former owners and employees of Advanced Systems, some of whom are current employees of the Company. The amount paid during the year ended December 31, 2012 was approximately $2.3 million.

15. Commitments and Contingencies

The Company leases office space in multiple locations under the terms of noncancelable operating leases that expire on various dates through July 2017. The following is a schedule of the future minimum lease payments required under noncancelable operating leases, which have initial or remaining terms in excess of one year (dollars in thousands):

For the year ending December 31:	
2013	$ 5,831
2014	3,718
2015	3,447
2016	3,173
2017	2,503
Thereafter	8,037
Total lease obligations	$26,709

The Company incurred rent expense under operating leases of $5.1 million for the year ended December 31, 2012.

15. Commitments and Contingencies (continued)

Government Contracting

Substantially all payments to the Company on government cost reimbursable contracts are based on provisional government contracting rates and are subject to adjustment upon audit by certain government audit agencies. Incurred cost audits for the Company, including audits not yet completed or started, are not expected to have a material effect on the Company’s financial position or results of operations, as the Company has accrued its best estimate of any potential disallowances.

16. Subsequent Events

The Company has evaluated subsequent events through March 1, 2013, the release date of these consolidated financial statements. Other than as disclosed, no material subsequent events have occurred since December 31, 2012, that require recognition or disclosure in these consolidated financial statements.

Exhibit 99.4

CACI International Inc
Unaudited Pro Forma Condensed Consolidated Financial Statements
As of and for the Three Months ended September 30, 2013
and for the Year ended June 30, 2013

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

On November 15, 2013, CACI International Inc (CACI or the Company) acquired Six3 Systems Holdings II, Inc. and its wholly owned subsidiary Six3 Systems, Inc. (Six3 Systems). Six3 Systems provides highly specialized support to the national security community in the areas of cyber and signals intelligence; intelligence, surveillance, and reconnaissance; and intelligence operations.

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2013 has been prepared as if the Six3 Systems acquisition had occurred on such date. The unaudited pro forma condensed consolidated statements of operations for the three months ended September 30, 2013 and the twelve months ended June 30, 2013 have been prepared as if the Six3 Systems acquisition had occurred on July 1, 2012.

The historical consolidated financial information of CACI and the financial information of Six3 Systems have been adjusted in the unaudited pro forma consolidated financial statements to give effect to pro forma events that are (1) directly attributable to the Six3 Systems acquisition, (2) factually supportable, and (3) with respect to the statements of operations, expected to have a continuing impact on the consolidated results. The unaudited pro forma consolidated financial information should be read in conjunction with the accompanying notes thereto. In addition, the unaudited pro forma consolidated financial information was based on and should be read in conjunction with the:

- historical audited consolidated financial statements for the year ended June 30, 2013 and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of CACI included in its Annual Report on Form 10-K;
- historical unaudited interim consolidated financial statements and related notes of CACI included in its Quarterly Report on Form 10-Q for the three months ended September 30, 2013; and
- historical consolidated financial statements of Six3 Systems included as Exhibits 99.2 and 99.3 to this Current Report on Form 8-K/A.

The unaudited pro forma condensed consolidated financial statements are provided for informational purposes only and are not intended to represent or be indicative of what the actual consolidated results of operations or the consolidated financial position of CACI would have been had the Six3 Systems acquisition been completed as of the dates indicated. In addition, the unaudited pro forma condensed consolidated financial information does not purport to project the future financial position or operating results of CACI nor does it reflect any operational efficiency that may have been achieved if the acquisition had occurred on July 1, 2012 or September 30, 2013. Six3 Systems' operating results included in the unaudited pro forma condensed consolidated statement of operations for the three months ended September 30, 2013 are not intended to represent or be indicative of operating results for a full year.

The unaudited pro forma consolidated financial information has been prepared using the acquisition method of accounting which requires, among other things, the assets acquired and liabilities assumed to be recognized at their fair values as of the acquisition date. We believe that the fair values assigned to the assets acquired and the liabilities assumed, as reflected in the pro forma financial statements, are based on reasonable assumptions. However, all components of the purchase price allocation are considered preliminary. CACI's judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed can materially impact the results of operations. We anticipate finalizing the purchase price allocations before the end of our fiscal year ending June 30, 2014.

CACI International Inc and Subsidiaries
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of September 30, 2013
(in thousands)

	CACI International Inc	Six3 Systems	Pro Forma Adjustments	Pro Forma Consolidated
ASSETS				
Current assets:				
Cash and cash equivalents	$ 102,725	$ 20,201	$ (17,379) 5(a)	$ 105,547
Accounts receivable, net	635,126	68,764	—	703,890
Deferred income taxes	7,497	6,300	—	13,797
Prepaid expenses and other current assets	32,967	4,074	1,294 5(b)	38,335
Total current assets	778,315	99,339	(16,085)	861,569
Goodwill	1,481,671	201,763	513,803 5(c)	2,197,237
Intangible assets, net	97,681	19,158	145,142 5(d)	261,981
Supplemental retirement savings plan assets	84,598	—	—	84,598
Property and equipment, net	63,628	8,024	—	71,652
Accounts receivable, long-term	9,961	—	—	9,961
Other long-term assets	34,395	1,317	4,571 5(e)	40,283
Total assets	$2,550,249	$ 329,601	$ 647,431	$3,527,281
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Current portion of long-term debt	$ 299,046	$ 2,400	$ 28,772 5(f)	$ 330,218
Accounts payable	139,516	5,973	—	145,489
Accrued compensation and benefits	153,549	36,757	—	190,306
Other accrued expenses and current liabilities	136,391	32,096	2,248 5(g)	170,735
Total current liabilities	728,502	77,226	31,020	836,748
Long-term debt, net of current portion	319,895	230,335	581,279 5(f)	1,131,509
Supplemental retirement savings plan obligations	77,577	—	—	77,577
Deferred income taxes	124,738	7,896	57,271 5(h)	189,905
Other long-term liabilities	53,756	—	—	53,756
Total liabilities	1,304,468	315,457	669,570	2,289,495
COMMITMENTS AND CONTINGENCIES				
Shareholders' equity:				
Preferred stock	—	—	—	—
Common stock	4,136	735	(735) 5(i)	4,136
Additional paid-in capital	529,151	—	—	529,151
Retained earnings	1,290,630	13,409	(21,404) 5(j)	1,282,635
Accumulated other comprehensive loss	(3,042)	—	—	(3,042)
Treasury stock, at cost	(577,173)	—	—	(577,173)
Total CACI shareholders' equity	1,243,702	14,144	(22,139)	1,235,707
Noncontrolling interest in joint venture	2,079	—	—	2,079
Total shareholders' equity	1,245,781	14,144	(22,139)	1,237,786
Total liabilities and shareholders' equity	$2,550,249	$ 329,601	$ 647,431	$3,527,281

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CACI International Inc and Subsidiaries
Pro Forma Condensed Consolidated Statement of Operations
Three Months Ended September 30, 2013
(in thousands except per share amounts)

	CACI International Inc	Six3 Systems	Pro Forma Adjustments	Pro Forma Consolidated
Revenue	$ 864,265	$ 124,325	$ (2,240) 6(a)	$ 986,350
Costs of revenue:				
Direct costs	601,422	89,151	(14,165) 6(b)	676,408
Indirect costs and selling expenses	188,710	15,713	12,244 6(c)	216,667
Depreciation and amortization	12,951	2,448	3,062 6(d)	18,461
Total costs of revenue	803,083	107,312	1,141	911,536
Income from operations	61,182	17,013	(3,381)	74,814
Interest expense and other, net	7,388	4,686	(9) 6(e)	12,065
Income before income taxes	53,794	12,327	(3,372)	62,749
Income taxes	20,402	4,387	(1,128) 6(f)	23,661
Net income including portion attributable to noncontrolling interest in earnings of joint venture	33,392	7,940	(2,244)	39,088
Noncontrolling interest in earnings of joint venture	(400)	—	—	(400)
Net income attributable to CACI	$ 32,992	$ 7,940	$ (2,244)	$ 38,688
Basic earnings per share	$ 1.42			$ 1.66
Diluted earnings per share	$ 1.33			$ 1.56
Weighted-average basic shares outstanding	23,314			23,314
Weighted-average diluted shares outstanding	24,835			24,835

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CACI International Inc and Subsidiaries
Unaudited Pro Forma Condensed Consolidated Statements of Operations
Year Ended June 30, 2013
(in thousands except per share amounts)

	CACI International Inc	Six3 Systems	Pro Forma Adjustments	Pro Forma Consolidated
Revenue	$3,681,990	$ 436,870	$ 2,587 6(a)	$4,121,447
Costs of revenue:				
Direct costs	2,535,606	321,325	(57,148) 6(b)	2,799,783
Indirect costs and selling expenses	821,465	62,883	68,246 6(c)	952,594
Depreciation and amortization	54,078	10,456	12,895 6(d)	77,429
Total costs of revenue	3,411,149	394,664	23,993	3,829,806
Income from operations	270,841	42,206	(21,406)	291,641
Interest expense and other, net	25,818	17,313	2,339 6(e)	45,470
Income before income taxes	245,023	24,893	(23,745)	246,171
Income taxes	92,347	9,870	(8,875) 6(f)	93,342
Net income including portion attributable to noncontrolling interest in earnings of joint venture	152,676	15,023	(14,870)	152,829
Noncontrolling interest in earnings of joint venture	(987)	—	—	(987)
Net income attributable to CACI	$ 151,689	$ 15,023	$ (14,870)	$ 151,842
Basic earnings per share	$ 6.59			$ 6.60
Diluted earnings per share	$ 6.35			$ 6.36
Weighted-average basic shares outstanding	23,010			23,010
Weighted-average diluted shares outstanding	23,885			23,885

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

Note 1. Description of Transaction

On November 15, 2013, CACI completed the acquisition of Six3 Systems, pursuant to an Agreement and Plan of Merger (the Merger Agreement), dated October 8, 2013, among CACI, Six3 Systems, Six3 Systems Holdings, LLC, CACI, Inc.-FEDERAL and CACI Acquisition II, Inc. (Merger Sub). In accordance with the terms of the Merger Agreement, Merger Sub's separate corporate existence ceased and Six3 Systems continued as the surviving corporation. Pursuant to the Merger Agreement, holders of Six3 Systems common stock received, in the aggregate, $820 million in cash, reduced by Six3 Systems transaction related expenses and the amount of Six3 Systems' indebtedness at closing and subject to adjustment based on changes in Six3 Systems' Cash and Net Working Capital (each as defined in the Merger Agreement) at closing.

In connection with the acquisition, on November 15, 2013, CACI entered into a fifth amendment (the Amendment) to its credit agreement dated as of October 21, 2010 (the Credit Agreement). The Amendment modified the Credit Agreement to allow for the incurrence of $700 million in additional term loans and a $100 million increase in the revolving facility to finance the acquisition of Six3 Systems.

Note 2. Basis of Presentation

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2013, and the unaudited pro forma condensed consolidated statements of operations for the three months ended September 30, 2013 and for the year ended June 30, 2013, are based on the historical financial statements of CACI, after giving effect to CACI's acquisition of Six3 Systems and the assumptions and adjustments described in the notes herein. The unaudited pro forma condensed consolidated balance sheet as of September 30, 2013 is presented as if the acquisition occurred on September 30, 2013. The unaudited pro forma condensed consolidated statements of operations for the three months ended September 30, 2013 and for the year ended June 30, 2013, are presented as if the acquisition occurred on July 1, 2012.

The unaudited pro forma condensed consolidated financial statements are not intended to represent or be indicative of the results of operations or financial position of CACI that would have been reported had the acquisition been completed as of the dates presented, and should not be taken as representative of the future results of operations or financial position of CACI. The unaudited pro forma financial statements, including the notes thereto, do not reflect any potential operating synergies that CACI may achieve with respect to the combined companies. The unaudited pro forma condensed consolidated financial statements and notes thereto should be read in conjunction with the historical financial statements of CACI included in the annual report on Form 10-K for the year ended June 30, 2013 filed with the Securities and Exchange Commission (the SEC) on August 27, 2013 and the quarterly report on Form 10-Q for the three months ended September 30, 2013 filed with the SEC on November 1, 2013, and in conjunction with the historical financial statements of Six3 Systems presented in Exhibits 99.2 and 99.3 of this Form 8-K/A.

Note 3. Accounting Policies

Adjustments to Six3 Systems' historical results were required to conform Six3 Systems' accounting policies regarding revenue recognition to CACI's accounting policies. At this time, CACI is not aware of any other differences that would have a material impact on the pro forma financial statements.

Note 4. Purchase Price Allocation

CACI's acquisition of Six3 Systems was accounted for using the acquisition method of accounting which requires, among other things, that the assets acquired and the liabilities assumed be recognized at their fair values as of the acquisition date. The initial purchase consideration paid at closing to acquire Six3 Systems was $820.0 million plus $25.8 million representing the estimated cash and net working capital adjustment, as defined in the agreement. Of the payment made at closing, $40.0 million was deposited into an escrow account pending final determination of the net cash and working capital acquired and to secure the sellers' indemnification obligations (the Indemnification Amount). Any remaining Indemnification Amount at the end of the indemnification period will be distributed to the sellers.

CACI is in the process of finalizing its valuation of the assets acquired and liabilities assumed. Based on the Company's preliminary valuation, the total estimated consideration of $847.3 million has been allocated to assets acquired (including identifiable intangible assets and goodwill) and liabilities assumed (including deferred taxes on identifiable intangible assets that are not deductible for income tax purposes), as follows (in thousands):

Cash	$ 10,166
Accounts receivable	80,615
Prepaid expenses and other current assets	17,551
Property and equipment	8,051
Customer contracts and customer relationships	164,300
Goodwill	702,747
Other assets	598
Accounts payable	(9,047)
Accrued expenses and other current liabilities	(63,417)
Long-term deferred tax liability	(64,275)
Total estimated consideration	$847,289

The value attributed to customer contracts and customer relationships is being amortized on an accelerated basis over approximately 14 years.

Note 5. Pro Forma Adjustments – Balance Sheet

The following pro forma adjustments are included in the unaudited pro forma condensed consolidated balance sheet:

(a) To reflect the cash outflows as a result of the Six3 acquisition, consisting of the following (in thousands):

Proceeds from additional borrowing	$ 845,000
Purchase consideration paid	(845,850)
Payment of financing fees	(11,962)
Payment of CACI transaction costs	(4,567)
Adjustment to cash and cash equivalents	$ (17,379)

(b) To reflect changes in prepaid expenses and other current assets, as follows (in thousands):

Increase income tax receivable associated with accrued transaction costs	$1,561
Eliminate Six3 Systems capitalized financing fees	(267)
Adjustment to prepaid expenses and other current assets	$1,294

(c) To eliminate the Six3 Systems historical goodwill and record the estimated fair value of the goodwill that would have been recognized if the acquisition occurred on September 30, 2013.

(d) To eliminate the Six3 Systems historical intangible assets and record the estimated fair value at the date of acquisition of the identifiable intangible assets acquired.

(e) To reflect changes in other long-term assets, as follows (in thousands):

Capitalized financing fees associated with additional borrowings recorded within other long-term assets	$ 5,614
Eliminate Six3 Systems capitalized financing fees	(1,043)
Adjustment to other long-term assets	$ 4,571

(f) To reflect changes in long-term debt, as follows (in thousands):

	Current Portion of Long-Term Debt	Long-Term Debt
Additional borrowing	$ 31,172	$ 813,828
Eliminate Six3 Systems historical debt paid off at closing	(2,400)	(230,335)
Capitalized financing fees associated with additional borrowings recorded within long-term debt	—	(2,214)
Adjustment to long-term debt	$ 28,772	$ 581,279

(g) To reflect changes in other accrued expenses and current liabilities, as follows (in thousands):

Record estimated net working capital adjustment to be paid to sellers upon finalization of closing date balance sheet	$1,439
Accrue CACI transaction costs not paid as of closing	856
Eliminate accrued interest associated with Six3 Systems historical debt	(47)
Adjustment to other accrued expenses and current liabilities	$2,248

(h) To eliminate the Six3 Systems deferred tax liability associated with its historical intangible assets and record the CACI deferred tax liability associated with future amortization of identifiable intangibles recognized in the acquisition, which are not deductible for income tax purposes.

(i) To eliminate Six3 Systems' historical common stock balance.

(j) To record adjustments to retained earnings to eliminate Six3 Systems' historical retained earnings, and the impact on retained earnings of the pro forma adjustments.

Note 6. Pro Forma Adjustments – Statements of Operations

The following pro forma adjustments are included in the unaudited pro forma condensed consolidated statements of operations:

(a) To conform Six3 Systems' revenue recognition methodology to CACI's policies.

(b) To reclassify Six3 Systems' fringe benefits attributable to direct labor from direct costs to indirect costs and selling expenses, as CACI includes fringe benefits attributable to both direct and indirect labor within indirect costs and selling expenses.

(c) To reflect changes in indirect costs and selling expenses, as follows (in thousands):

	Three Months Ended September 30, 2013	Year Ended June 30, 2013
Reclassification of Six3 Systems' fringe expense – see (b) above	$ 14,165	$ 57,148
Retention bonus expense	825	6,700
Eliminate CACI and Six3 Systems' acquisition costs	(2,746)	—
Loss on extinguishment associated with additional financing	—	4,398
Adjustment to indirect costs and selling expenses	$ 12,244	$ 68,246

In connection with the acquisition, Six3 Systems entered into retention agreements with certain Six3 executives. The agreements provide for a payment upon the one and two year anniversaries of the acquisition, dependent upon continued employment by the executive as an employee of the Company. The retention bonus expense will be recorded in the post-acquisition period as the employees provide service.

In connection with the additional borrowings under CACI's credit facility to finance the acquisition, the Company evaluated each creditor with ownership in the debt before and after the additional borrowings to determine whether the additional borrowings should be accounted for as a modification or an extinguishment of debt as it relates to each individual holder. As a result of this analysis, the Company recorded a loss on extinguishment within indirect costs and selling expenses in the period in which the acquisition occurred and the additional debt was incurred.

(d) To reflect changes in depreciation and amortization expense, as follows (in thousands):

	Three Months Ended September 30, 2013	Year Ended June 30, 2013
Estimated amortization expense of acquired intangible assets	$ 4,819	$ 20,572
Eliminate Six3 Systems' historical intangible asset amortization expense	(1,757)	(7,677)
Adjustment to depreciation and amortization expense	$ 3,062	$ 12,895

(e) To reflect changes in interest expense and other, net, as follows (in thousands):

	Three Months Ended September 30, 2013	Year Ended June 30, 2013
Estimated interest expense associated with additional CACI borrowings	$ 4,392	$ 18,092
Amortization of deferred financing fees associated with additional CACI borrowings	385	1,559
Eliminate Six3 Systems' historical interest expense	(4,786)	(17,312)
Adjustment to interest expense and other, net	$ (9)	$ 2,339

Estimated interest expense associated with the additional borrowing was computed using the interest rate on the additional borrowing in effect on the date of the borrowing.

(f) To reflect the tax effect of the pro forma adjustments and the effective tax rate that would have been in effect had the acquisition closed on July 1, 2012.

Note 7. Earnings per Share

Because CACI paid cash to acquire Six3 Systems and did not issue any stock or stock-based awards in connection with the Six3 Systems acquisition, the number of weighted average common shares outstanding used to compute pro forma basic and diluted earnings per share are the same as the CACI historical amounts.