CACI INTERNATIONAL INC /DE/

FORM 8-K/A
(Unscheduled Material Events)

Filed 11/9/1995 For Period Ending 11/9/1995

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CIK	0000016058
Industry	Computer Services
Sector	Technology
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report

November 8, 1995

CACI International Inc

(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction of incorporation)

0-8401
(Commission File Number)

54-1345888
(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)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On September 1, 1995, CACI purchased all of the outstanding capital stock of Automated Sciences Group, Inc. (ASG) from its sole shareholder, Conrad Hipkins, for $4.9 million in cash over 4 years. The purchase price for Mr. Hipkins' stock was determined as a result of arms-length negotiations between unrelated parties. The company funded the purchase through a combination of internally generated funds and its line of credit with Signet Bank. CACI previously announced the signing of a Letter of Intent to acquire ASG on July 14, 1995.

The acquisition brings to CACI approximately 200 new employees generating more than $16 million in annual revenue. ASG provides information technology, engineering and environmental services to te Department of Defense and Energy. ASG is headquartered in Silver Spring, Maryland and has major offices in Dahlgren, Virginia, Huntsville, Alabama and Oak Ridge, Tennessee.

A copy of CACI's September 5, 1995 press release regarding the acquisition of ASG is attached as an Exhibit to this Report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a)(4)(iv) ASG's Consolidated Financial Statements for the years ended March 31, 1995 and 1994 and Independent Auditors' Report.

(b) Pro forma financial information of CACI for the year ended June 30, 1995.

The following CACI pro forma condensed consolidated statements of operations for the year ended June 30, 1995, and the CACI pro forma consolidated balance sheet for the year ended June 30, 1995, are unaudited and have been prepared on a pro forma basis to give effect to the acquisition (accounted for as a purchase) of the business and substantially all of the assets of ASG as if all transactions had occurred on July 1, 1994.

The pro forma condensed consolidated statement of operations do not purport to represent what CACI's result of operations for the year ended June 30, 1995, would actually have been had the transaciton in fact occurred on the aforementioned date, or to project CACI's results of operations for any future periods. The pro forma adjustments are based upon available information and upon certain assumptions management believes are reasonable under the circumstances.

The pro forma condensed financial statements should be read in conjunction with the historical financial statements of both CACI and ASG including the notes thereto.

(c) Exhibits.

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Exhibit 27   Financial Data Schedule

Exhibit 99(a)  Press Release September 5, 1995 completion of acquisition of ASG.
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AUTOMATED SCIENCES GROUP, INC.

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MARCH 31, 1995 AND 1994
AND
INDEPENDENT AUDITOR'S REPORT

AUTOMATED SCIENCES GROUP, INC.
CONSOLIDATED BALANCE SHEETS
March 31, 1995 and 1994

ASSETS

	1995	1994
Current assets		
Cash	$ 800,783	$ 604,828
Accounts receivable, net	8,227,962	10,355,711
Employee advances and other receivables	169,095	197,662
Prepaid expenses	27,160	16,878
Notes receivable, current portion	12,402	16,024
Total current assets	9,237,402	11,191,103
Fixed assets, net of accumulated depreciation and amortization	525,153	684,240
Notes receivable, less current portion	383,962	403,689
Other assets	394,167	717,710
Total assets	$10,540,684	$12,996,742

LIABILITIES AND STOCKHOLDER'S EQUITY

	1995	1994
Current liabilities		
Notes payable, current portion	$ -	$ 1,379,248
Capital lease obligations, current portion	4,740	43,191
Accounts payable	883,468	1,030,036
Other liabilities	1,982,729	1,477,074
Deferred revenue	138,312	154,511
Deferred income taxes	1,350,000	2,898,780
Deferred rent	1,021,696	262,902
Income taxes payable	140,500	69,100
Total current liabilities	5,521,445	7,314,842
Long-term liabilities, less current portion		
Capitalized lease obligations	5,517	10,257
Deferred rent	655,582	1,689,819
Income taxes payable	453,000	-
Other liabilities	57,000	-
Total liabilities	6,692,544	9,014,918
Stockholder's equity	3,848,140	3,981,824
Total liabilities and stockholder's equity	$10,540,684	$12,996,742

The accompanying notes are an integral part of these consolidated financial statements.

[RUBINO & McGEEHIN CHARTERED CERTIFIED PUBLIC ACCOUNTANTS LOGO]

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Automated Sciences Group, Inc.

We have audited the accompanying consolidated balance sheets of Automated Sciences Group, Inc. and subsidiary as of March 31, 1995 and 1994, and the related consolidated statements of operations and retained earnings and cash flows for the years then ended. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Automated Sciences Group, Inc. and subsidiary as of March 31, 1995 and 1994, and their consolidated results of operations and cash flows for the years then ended in conformity with generally accepted accounting principles.

/s/

Rubino & McGeehin

May 19, 1995, except for
Note 15, as to which the date is July 6, 1995

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CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS
For the Years Ended March 31, 1995 and 1994

	1995	1994
Contract revenue	$19,906,256	$22,191,829
Contract costs		
Direct	12,149,797	13,714,101
Indirect	7,953,530	8,177,133
Total contract costs	20,103,327	21,891,234
Income (loss) from operations	(197,071)	300,595
Other income (expense)		
Interest income	551	4,756
Interest expense	(234,209)	(78,094)
Write-down of unbilled receivables	-	(1,485,648)
Miscellaneous expense, net	(184,144)	(213,924)
Loss before income taxes	(614,873)	(1,472,315)
Income tax benefit	(481,189)	(567,151)
Net loss	(133,684)	(905,164)
Retained earnings, beginning of year	1,656,324	2,561,488
Retained earnings, end of year	$ 1,522,640	$ 1,656,324

The accompanying notes are an integral part of these consolidated financial statements.

AUTOMATED SCIENCES GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended March 31, 1995 and 1994

	1995	1994
Cash flows from operating activities:		
Net loss	$ (133,684)	$(905,164)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	293,189	249,199
Deferred income taxes	(1,548,780)	(636,251)
Write-down of investment	64,233	-
(Increase) decrease in:		
Accounts receivable, net	2,127,749	2,440,573
Other receivables	28,567	(83,496)
Prepaid, expenses	(10,282)	394,021
Deposits	22,881	(2,225)
Increase (decrease) in:		
Bank overdraft	-	(1,431,659)
Accounts payable	(146,568)	499,512
Other liabilities	562,655	(114,457)
Deferred revenue	(16,199)	78,902
Deferred rent	(275,444)	(302,909)
Income taxes payable	524,400	69,100
Net cash provided by operating activities	1,492,717	255,146
Cash flows from investing activities:		
Increase in cash surrender value of insurance	(245,909)	(255,453)
Payments received from notes receivable	23,349	202,081
Purchase of fixed assets	(134,102)	(298,194)
Net cash used in investing activities	(356,662)	(351,566)
Cash flows from financing activities:		
Net proceeds (payments) from bank line of credit	(1,379,248)	373,234
Increase in loans from insurance policies	99,657	366,210
Net proceeds from redemption of insurance policies	382,682	-
Payments on long-term debt	-	(772)
Payments on capitalized lease obligations	(43,191)	(95,721)
Net cash provided (used) by financing activities	(940,100)	642,951
Net increase in cash	195,955	546,531
Cash, beginning of year	604,828	58,297
Cash, end of year	$ 800,783	$ 604,828

The accompanying notes are an integral part of these consolidated financial statements.

AUTOMATED SCIENCES GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Years Ended March 31, 1995 and 1994

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Automated Sciences Group, Inc. (the Company) commenced operations on April 1, 1974. The Company provides diverse management services in the computer hardware, programming, and software system fields on a contractual basis, principally with agencies of the U.S. government.

Consolidation

The consolidated financial statements include the accounts of its wholly-owned subsidiary, Quicksource, Inc. All intercompany accounts and transactions have been eliminated.

Revenue Recognition

Revenue from cost-plus-fixed-fee contracts is recorded on the basis of direct costs plus indirect costs incurred and an allocable portion of the fixed fee. Revenue from fixed-price contracts is recognized on the percentage-of-completion method, with costs and estimated profits recorded as work is performed. Revenue from time and materials contracts is recognized based on fixed hourly rates for direct labor hours expended. The fixed rate includes direct labor, indirect expenses and profit. Materials or other specified direct costs are recorded at actual costs.

Contract costs include all direct material and labor costs and those indirect costs related to contract performance. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including final contract settlements, may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

Depreciation and Amortization

The Company follows the policy of providing for depreciation and amortization by charges to operating expense using straight-line and accelerated methods, at rates based on estimated useful lives from five to seven years.

Maintenance and repair costs are charged to "pense as incurred. Replacements and betterments are capitalized. As fixed assets are retired or otherwise disposed of, the asset and related accumulated depreciation or amortization accounts are relieved of the applicable amounts and any gain or loss is credited or charged to income.

Income Taxes

The deferred income tax liability is computed using the liability method. Under this method, the income tax provision is based upon income taxes currently payable, plus changes in the deferred tax liability associated with temporary differences between the recognition of income and expenses for financial statement and income tax return purposes.

Cash Concentration

The Company maintains deposits with federally insured financial institutions. Balances usually exceed insured limits.

2. ACCOUNTS RECEIVABLE

Accounts receivable as of March 31, 1995 and 1994, consist of the following:

	1995	1994
Billed	$5,850,071	$ 7,791,922
Unbilled	1,830,746	2,368,096
Retention	872,950	652,492
Allowance for doubtful accounts	(325,805)	(456,799)
Accounts receivable, net	$8,227,962	$10,355,711

Unbilled accounts receivable consist principally of costs in excess of billings which represent the difference between provisional and actual indirect rates, in addition to amounts not billable at year end under contract terms. The excess of actual indirect rates over provisional rates will generally become billable at completion of the contracts and after government approval of the indirect rates. Retentions will be billed after close of the contracts.

Included in the unbilled accounts receivable balance at March 31, 1995, is a receivable for approximately $55,000 which represents revenue recognized in excess of the contract funded value. Management expects a contract modification will allow these amounts to be billed during the fiscal year ending March 31, 1996.

During the year ended March 31, 1994, management elected not to pursue collection of certain unbilled accounts receivables. This decision was attributable to marketing considerations and the effort to obtain additional contracts with the related Federal agencies. Federal agencies responsible for the applicable contracts indicated to management that due to budget constraints, funds for the payment of the related unbilled accounts receivable would come from current funding, thereby limiting funds for future contract activity.

3. FIXED ASSETS

Fixed assets as of March 31, 1995 and 1994, consist of the following:

	1995	1994
Computer equipment	$1,432,008	$1,371,196
Furniture and fixtures	1,242,251	1,197,784
Leasehold improvements	971,970	945,620
Leased furniture and equipment	420,472	426,209
Technical library	125,256	125,256
Software	288,557	285,404
Other equipment	113,579	108,522
Vehicles	21,179	21,179
	4,615,272	4,481,170
Less: accumulated depreciation and amortization	4,090,119	3,796,930
	$ 525,153	$ 684,240

4. OTHER ASSETS

Other assets as of March 31, 1995 and 1994, consist of the following:

	1995	1994
Cash surrender value - officers' life insurance, net of loans: $1,165,740 in 1995; $1,066,083 in 1994	$258,220	$494,649
Deposits	128,354	151,235
Investments, net of valuation allowance of $64,233 in 1995	7,593	71,826
	$394,167	$717,710

5. NOTES RECEIVABLE

Notes receivable as of March 31, 1995 and 1994, consist of the following:

	1995	1994
Note receivable from Columbia Services Group, Inc. (CSG). Outstanding principal due in monthly installments of $1,427 including interest at 8.5%. The note is collateralized by the unencumbered receivables of CSG.	$ 12,402	$ 25,376
Note receivable from stockholder. The note bears interest at 7.5%. Principal is to be repaid upon sale of individual's stock.	346,207	346,207
Note receivable from officer of the Company. Interest is payable at an interest rate of 6%. Final payment due July 16, 1996.	37,755	48,130
	396,364	419,713
Less: current portion	(12,402)	(16,024)
Noncurrent portion	$383,962	$403,689

6. NOTES PAYABLE

Notes payable as of March 31, 1995 and 1994, consist of the following:

	1995	1994
Line of credit agreement	$ -	$1,378,481

Note payable in monthly installments of $391 with interest included at 11.5%, due May 1994.

Secured by the vehicle purchased.	-	767
	-	1,379,248
Less: current portion	-	(1,379,248)
Long-term portion	$ -	$ -

The Company has a line of credit agreement with a bank for a maximum of $2,500,000 which expires August 31, 1995. Interest is payable monthly at the bank's prime lending rate plus 1.5%. The line of credit is secured by substantially all business assets of the Company. The line of credit agreement contains various covenants, including a minimum tangible net worth, as defined in the agreement, of $3,250,000.

7. OTHER LIABILITIES

Other current liabilities as of March 31, 1995 and 1994, consist of the following:

	1995	1994
Accrued payroll and benefits	$1,446,455	$1,317,927
Payroll taxes payable	64,376	53,285
Other	471,898	105,862
	$1,982,729	$1,477,074

8. STOCKHOLDER'S EQUITY

Stockholder's equity at March 31, 1995 and 1994, consists of the following:

12% noncumulative preferred stock, $100 par value, 23,700 shares authorized, issued and outstanding	$2,370,000	$2,370,000
Common stock, $.10 par value, 650,000 shares authorized, 510,000 shares issued	51,000	51,000
Retained earnings	1,522,640	1,656,324
Treasury stock, 60,435 shares at cost	(95,500)	(95,500)
	$3,848,140	$3,981,824

9. BENEFIT PLANS

The Company has a discretionary profit sharing plan covering substantially all employees. The plan contains 401(k) salary reduction and matching provisions. Employees may elect to enter into a salary reduction agreement for up to 16% of their salary. The Company matches 50% of employee contributions up to 6% of salary. Such expenses for the years ended March 31, 1995 and 1994, were $235,739 and $158,979, respectively.

The Company also has a non-qualified supplemental income benefit plan providing certain officers' retirement benefits. Benefits are payable over an agreed upon period after termination. Benefits payable at March 31, 1995 and 1994, were $320,000 and $98,524, respectively, representing management's estimate of the present value of amounts to be paid for two individuals currently covered by the plan. Management does not expect to add additional participants.

10. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases office space and equipment under agreements which expire at various dates through 1998. These leases are accounted for as operating leases. The following is a schedule of minimum lease payments:

Year ending March 31, 1996	$1,353,732
1997	653,171
1998	633,299
1999	166,270
2000	78,066
	$2,884,538

Subsequent to March 31, 1995, the Company amended the Silver Spring, Maryland office lease. The modification included a reduction in space, a shorter lease term, a decrease in the monthly rent, the assigning of the subleases from the Company to the landlord, the Company permitting the landlord to use certain furniture during the term of the rent lease, the Company forfeiting fifty percent of its $104,700 security deposit to the landlord on November 1, 1996 and the remaining fifty percent if the lease is not extended beyond the new term, and the Company making a one-time payment of $650,000 to the landlord.

The lease, prior to the above discussed amendment included a six-month rental abatement period and a cash incentive of $1.2 million which was being amortized over the life of the original lease. The deferred rent liability is being amortized utilizing the straight-line basis over the remaining life of the amended lease. Rent expense for the office space and equipment leases for the years ended March 31, 1995 and 1994, was $1,331,706 and $1,566,133, respectively. Rent expense is net of rental income under sublease agreements of $367,863 and $166,733 for the years ended March 31, 1995 and 1994, respectively.

The Company also leases equipment under capital leases. The following is a schedule of the future minimum lease payments:

Year ending March 31, 1996	$ 5,096
1997	5,096
1998	2,942
Total minimum lease payments	13,134
Less: amounts representing interest	(2,877)

Present value of net minimum lease payments	$10,257

DCAA Review
- -----------

Substantially all of the revenue of the Company represents payments made by the Federal government on cost-plus-fixed-fee and time and materials contracts which are subject to audit by the Defense Contract Audit Agency. The DCAA has completed audits of the Company's incurred cost submissions through fiscal year 1987. The fiscal years 1988 through 1992 are currently being audited by DCAA. In the opinion of management, any disallowances by the government auditors, other than amounts already provided, will not materially affect the Company's financial statements.

Agreements with Key Executives

The Company has executed an agreement with the President and Chief Executive Officer. The contingent liability related to this agreement is based upon either the sale/transaction price of the Company if there is a change in control of the Company (as defined), or the fair market value of the Company if the individual elects to terminate his position or is terminated by the Company. The liability for future payments under these agreements would be measured by the sale/transaction price or fair market value of the Company and can range from a minimum of no liability to a maximum of $600,000. No amount has been accrued in the financial statements related to this agreement.

11. STOCK OPTION PLAN

The Company has a stock option plan covering key executives. The Company has authorized the issuance of up to 55,600 shares of common stock. The plan calls for options to be granted to buy shares of common stock at the current fair market value, as determined by a committee of the Board of Directors. As of March 31, 1995, options for 16,000 shares have been granted to employees and former employees, and options for 15,000 shares have been granted to Board members at a grant price of $5 per share. During the years ended March 31, 1995 and 1994, there were no options granted, exercised or expired related to this plan.

12. INCOME TAXES

For the year ended March 31, 1994, the Company began reporting its income for tax purposes on the accrual basis of accounting modified for unbilled receivables which are reported when billed. Deferred income taxes have been provided in the accompanying financial statements for the differences between financial and tax accounting. The Company had previously reported its income for tax purposes on the cash basis of accounting but changed as a result of the Internal Revenue Service (IRS) audit discussed below.

The Company's tax returns for the year ended March 31, 1991, were audited by the IRS which questioned the Company's use of the cash basis for reporting taxable income. As a result of the audit the Company was assessed $983,000 in taxes for its fiscal years ended March 31, 1993, and began reporting taxable income using a modified accrual basis. The Company made a lump sum payment of $410,000 and will pay the remaining $573,000 over the three years ending March 31, 1998. The taxes assessed were less than the corresponding deferred taxes previously accrued by the Company, and accordingly, a tax benefit was recognized for the year ended March 31, 1995, as discussed below.

The income tax benefit consists of the following:

	1995	1994
Current provision	$1,067,591	$ 69,100
Deferred benefit	(1,548,780)	(636,251)
Total benefit	$ (481,189)	$ (567,151)
Expected benefit at Federal rate	$ (209,057)	$ (500,588)
State taxes, net of Federal tax benefit	(28,407)	(67,727)
Other, primarily IRS settlement discussed above and nondeductible expenses	(243,725)	1,164
Total benefit	$ (481,189)	$ (567,151)

13. LITIGATION

At March 31, 1995, the Company was involved in litigation with a former employee. The Company is vigorously contesting the case and has filed counter claims against the individual. The former employee has filed a claim for breach of an employment contract and the Company has filed a counter claim against the former employee for breach of contract and failure to carry out his responsibilities. This case is currently in the initial discovery stage. In the opinion of management, there will be no material adverse effect on the Company's financial position resulting from this litigation. No amounts have been accrued in the accompanying financial statements related to this matter.

14. SUPPLEMENTAL CASH FLOW INFORMATION

	1995	1994
Cash paid during the year for:		
Interest	$234,154	$78,094
Income taxes	$538,502	$ 4,840

15. SUBSEQUENT EVENT

On July 6, 1995, the Company's sole stockholder received and agreed to a letter of intent from CACI International, Inc. to effect the acquisition of the Company's capital stock within three months of execution of the letter.

SUPPLEMENTAL INFORMATION

[Rubino & McGeehin Chartered Certified Public Accountants Logo]

INDEPENDENT AUDITORS' REPORT
ON SUPPLEMENTAL INFORMATION

To the Board of Directors
Automated Sciences Group, Inc.

Our audits were made for the purpose of forming an opinion on the consolidated financial statements, taken as a whole, of Automated Sciences Group, Inc. for the years ended March 31, 1995 and 1994, presented in the preceding section of this report. The supplemental information on page 16 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information has been subjected to the audit procedures applied in the audits of the consolidated financial statements, and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

/s/

Rubino & McGeehin

May 19, 1995

AUTOMATED SCIENCES GROUP, INC.
SCHEDULES OF DIRECT, INDIRECT AND OTHER EXPENSES (PARENT ONLY)

For the years ended March 31, 1995 and 1994

	1995			1994		
	Direct	Indirect	Other	Direct	Indirect	Other
Amortization and depreciation	$	$ 269,745	$ -	$ -	$ 232,931	$ -
Consulting	453,066	101,355	-	1,138,370	234,555	-
Development and training	-	12,139	-	-	15,971	-
Dues and subscriptions	-	26,285	-	-	32,618	-
Employee health and welfare	-	24,255	-	-	26,312	-
Equipment rental	438	118,162	-	15,786	180,410	-
Insurance	-	408,276	(78,609)	-	549,496	210,273
Maintenance	37,102	85,868	-	38,683	115,458	-
Materials	1,219,668	4,436	-	1,015,536	8,568	-
Miscellaneous	761	345,085	213,437	263	220,217	3,391
Office supplies	-	161,582	-	-	186,218	-
Outside personnel	12,625	19,224	-	25,306	18,831	-
Penalties	-	-	586	-	-	253
Pension and profit sharing	-	451,465	-	-	158,979	-
Professional and legal	-	315,035	-	-	166,591	6,596
Provision for bad debt	-	-	-	-	-	-
Recruitment and advertising	-	12,111	-	-	7,270	-
Relocation	-	7,707	-	-	18,299	-
Rent	-	1,230,176	-	-	1,226,490	-
Salaries	6,525,321	3,138,726	133,329	6,713,090	3,420,032	-
Subcontract	2,934,000	-	-	3,737,709	-	-
Taxes - payroll	-	750,999	-	-	789,655	-
Taxes- other	-	60,436	-	-	66,570	-
Technical meetings and conferences	-	10,195	-	-	20,196	-
Telephone	12,976	94,929	-	15,114	113,943	-
Travel and automobile	813,530	157,844	-	736,450	191,402	-
Write-down of unbilled receivables	-	-	-	-	-	1,485,648
Other income	-	-	(84,599)	-	-	(6,589)
	$12,009,487	$7,806,035	$184,144	$13,436,307	$8,001,012	$1,699,572

CACI INTERNATIONAL INC
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
JUNE 30, 1995

	HISTORICAL	PRO FORMA ADJUSTMENTS		PRO FORMA
ASSETS				
Current assets				
Cash	$ 1,996,000	$(1,799,000)	<F1><F2>	$ 197,000
Accounts receivable, net	48,322,000	8,308,000	<F1>	56,630,000
Deferred income taxes	156,000	0		156,000
Prepaid expenses	3,860,000	27,000	<F1>	3,887,000
Total current assets	54,334,000	6,536,000		60,870,000
Fixed assets, net of accumulated depreciation & amortization	8,526,000	525,000	<F1>	9,051,000
Accounts receivable, long term	4,489,000	0		4,489,000
Goodwill, net	5,413,000	2,382,000	<F1>	7,795,000
Deferred income taxes	698,000	0		698,000
Other assets	1,182,000	151,000	<F1><F3>	1,333,000
TOTAL ASSETS	74,642,000	9,594,000		84,236,000
LIABILITIES AND STOCKHOLDER'S EQUITY				
Current liabilities				
Accounts payable	11,719,000	3,891,000	<F1><F4>	15,610,000
Accrued compensation and benefits	13,310,000	2,143,000	<F1>	15,453,000
Deferred rent expense	561,000	1,022,000	<F1>	1,583,000
Income taxes payable	1,944,000	198,000	<F1><F5>	2,142,000
Deferred income taxes	283,000	1,350,000	<F1>	1,633,000
Total current liabilities	27,817,000	8,604,000		36,421,000
Long-term liabilities				
Deferred rent expense	2,197,000	655,000	<F1>	2,852,000
Deferred income taxes	143,000			143,000
TOTAL LIABILITIES	30,157,000	9,259,000		39,416,000
Stockholder's equity	44,485,000	335,000		44,820,000
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	$74,642,000	$9,594,000		$84,236,000

<F1> Represents the allocation of the purchase price of $5,540,000 to all of the assets, liabilities and intangible assets of Automated Sciences Group, Inc. ("ASG"). The purchase price was allocated to the net tangible and intangible assets acquired based upon preliminary estimates of their fair values at the date of acquisition. The excess of the purchase price over the fair value of net assets acquired was $2,382,000. This excess has been recorded as goodwill and will be amortized on a straight line basis over 15 years. The preliminary purchase price allocation is subject to change during the year ending June 30, 1996, as additional information concerning net asset valuations is obtained. Therefore, the final allocation may differ from the preliminary allocation.

<F2> Includes a $2,600,000 payment for ASG.

<F3> Adjustments reflecting write off to the cash surrender value of keyman life insurance policy for $218,000; a $350,000 reduction in notes receivable; a $8,000 write off to stock investment; a $23,000 write off of employee advances; and elimination of equity in a wholly owned subsidiary, QuickSource, Inc., for $63,000. Offset by the purchase price discussed in note <F1>.

<F4> Includes $2,940,000 accrued for the remaining amount due for the purchase of ASG.

<F5> To record $395,000 tax benefit to reflect the write offs discussed above.

CACI INTERNATIONAL INC
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
JUNE 30, 1995

	HISTORICAL	PRO FORMA ADJUSTMENTS		PRO FORMA
REVENUE	$232,964,000	$19,839,000	<F1>	$252,803,000
COSTS AND EXPENSES				
Direct costs	126,442,000	12,150,000	<F1>	138,592,000
Indirect costs and selling expenses	87,688,000	8,464,000	<F1><F2>	96,152,000
Depreciation and amortization	4,981,000	293,000	<F1>	5,274,000
Total operating expenses	219,111,000	20,907,000		240,018,000
	13,853,000	(1,068,000)		12,785,000
Interest expense	478,000	234,000	<F1>	712,000
INCOME BEFORE INCOME TAXES	13,375,000	(1,302,000)		12,073,000
INCOME TAXES	5,219,000	(876,000)	<F1><F3>	4,343,000
NET INCOME	$ 8,156,000	$ (426,000)		$ 7,730,000
EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE	$0.77	$(0.04)		$0.73
AVERAGE NUMBER OF SHARES AND EQUIVALENT SHARES OUTSTANDING	10,611,000	10,611,000		10,611,000

<F1> Represents the historical results of ASG as of June 30, 1995.

<F2> Adjustments includes write off to the cash surrender value of keyman life insurance policy for $218,000; a $350,000 reduction in notes receivable; a $8,000 write off to stock investment; a $23,000 write off of employee advances; and a $21,000 vacation adjustment.

<F3> To record $395,000 tax benefit to reflect the write offs discussed above.

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
(Registrant)

By: /s/ Dated: November 8, 1995
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Jeffrey P. Elefante
Sr. Vice President, General Counsel

and Corporate Secretary

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FORM 10-K FOR FY95 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS

PERIOD TYPE	YEAR
FISCAL YEAR END	JUN 30 1995
PERIOD END	JUN 30 1995
CASH	1,996,000
SECURITIES	0
RECEIVABLES	54,226,000
ALLOWANCES	(1,415,000)
INVENTORY	0
CURRENT ASSETS	54,334,000
PP&E	22,453,000
DEPRECIATION	(13,927,000)
TOTAL ASSETS	74,642,000
CURRENT LIABILITIES	27,817,000
BONDS	0
COMMON	1,357,000
PREFERRED MANDATORY	0
PREFERRED	0
OTHER SE	43,128,000
TOTAL LIABILITY AND EQUITY	74,642,000
SALES	0
TOTAL REVENUES	232,964,000
CGS	0
TOTAL COSTS	126,442,000
OTHER EXPENSES	92,176,000
LOSS PROVISION	493,000
INTEREST EXPENSE	478,000
INCOME PRETAX	13,375,000
INCOME TAX	5,219,000
INCOME CONTINUING	8,156,000
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	8,156,000
EPS PRIMARY	0.77
EPS DILUTED	0.77

Exhibit 99(a)

October 26, 1995

CACI Announces Intent to Acquire
IMS Technologies, Inc.

Arlington, Va.--CACI International Inc (NASDAQ: CACI) announced today that they have signed a Letter of Intent to acquire all of the stock of IMS Technologies, Inc. (IMS) for $6.5 million in cash. The agreement also calls for the payment of consulting fees of $1.5 million over 3 years to four founders of IMS. The acquisition is subject to due diligence, and approval of a detailed acquisition agreement by each Company's Board of Directors. The transaction is expected to close on or about January 3, 1996.

IMS has approximately 375 employees, and generates approximately $22 million per year in revenue. IMS helps clients solve complex management and technical problems through effective use of information technology. These services are provided to the U.S. Navy, the Departments of Justice and Education, the Drug Enforcement Agency, the Social Security Administration and the IRS. IMS is headquartered in Rockville, MD and has major offices in Dahlgren, VA, Arlington, VA, New Orleans, LA, and Cherry Point, NC. Based upon current forecasts, the acquisition should provide at least $0.05 in earnings per share during the first full year of operations.

Chairman, President and CEO Dr. Jack London said, "We are extremely pleased to have the people of IMS Technologies join with CACI. They are well managed, and have received numerous awards for being an outstanding small business contractor. IMS will make a significant contribution to our future growth." Dr. London also noted, "The addition of IMS is a further step in our business plan which calls for synergistic, anti-dilutive niche acquisitions."

CACI is an international information technology products and services corporation. The company specializes in developing and integrating systems, software,, and simulation products in support of government agencies and commercial enterprises worldwide.

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(703) 841-7800

Douglas Poretz
Douglas Poretz, Ltd.

(703) 506-1778