

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 6, 2020

CACI International Inc

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31400
(Commission File Number)

54-1345888
(IRS Employer
Identification No.)

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

22201
(Zip Code)

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

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

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

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

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

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

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

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 6, 2020, the Board of Directors (the “Board”) of CACI International Inc (the “Company”) elected Susan Gordon to the Board effective immediately. The Board has determined that Ms. Gordon is an “independent director” in accordance with the New York Stock Exchange listing standards, the rules and regulations of the Securities and Exchange Commission and the Company’s corporate governance guidelines.

The election of Ms. Gordon was not pursuant to any arrangement or understanding between Ms. Gordon and any other person. As of the date of this report, neither Ms. Gordon, nor any of her immediate family members, is a party, either directly or indirectly, to any transaction that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

There was no plan, contract or arrangement that was entered into or materially modified in connection with Ms. Gordon’s election and Ms. Gordon will be compensated consistent with the Company’s compensation programs for non-employee directors.

A copy of the Company’s press release regarding Ms. Gordon’s election is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statement and Exhibits.

Exhibit Number	Description
99.1	Press Release dated April 6, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

CACI International Inc

Date: April 6, 2020

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

J. William Koegel, Jr.

Executive Vice President, General Counsel and Secretary

CACI Appoints Susan M. Gordon to Board of Directors

Arlington, Va., April 6, 2020 - CACI International Inc (NYSE: CACI) announced today that it has appointed Susan M. “Sue” Gordon to CACI’s Board of Directors effective immediately. Ms. Gordon has served in senior leadership positions across numerous intelligence organizations and disciplines. She brings CACI’s Board more than 30 years of leadership experience across a broad spectrum of complex issues, most notably in the development of innovative technology solutions and transformative outcomes for the Intelligence Community (IC). Ms. Gordon’s appointment continues CACI’s commitment to a diverse board of directors who bring valuable backgrounds that align with the Company’s strategic goals. Ms. Gordon’s extensive experience in the IC will further the expertise and technology CACI provides to the IC, particularly in the areas of cyber, space, and artificial intelligence to counter threats to the United States’ national security.

Ms. Gordon was sworn in as the fifth Principal Deputy Director of National Intelligence in 2017. In that capacity, Ms. Gordon was a key advisor to the President and National Security Council and provided leadership to the 17-member IC. In particular, she focused on advancing intelligence integration across the IC, expanding outreach and partnerships, and driving innovation across the Community. Ms. Gordon served as the Deputy Director of the National Geospatial-Intelligence Agency (NGA) from 2015 to 2017. In this role, she provided leadership to the agency and managed the National System of Geospatial Intelligence. She drove NGA’s transformation to meet the challenges of a 21st century intelligence agency.

Prior to her assignment with the NGA, Ms. Gordon served for 27 years at the Central Intelligence Agency (CIA), rising to senior executive positions in each of the agency’s then four directorates: operations, analysis, science and technology, and support. In 1998, Ms. Gordon led the effort that culminated in the formation of In-Q-Tel. Ms. Gordon has been recognized for her creative executive leadership through numerous government and industry awards.

Ms. Gordon is a Rubenstein Fellow at Duke University and an industry consultant on strategy, leadership, and technology. She holds a Bachelor of Science degree in zoology (biomechanics) from Duke University where she was the three-time captain of the Duke Women’s Basketball team. She and her husband, Jim, live in Northern Virginia, and have two adult children and two grandchildren.

CACI Executive Chairman and Chairman of the Board Dr. J.P. (Jack) London said, “Sue Gordon brings us incredible expertise and experience with an exemplary history of leadership in the Intelligence Community. Her selection continues our history of appointing highly qualified and exceptionally credentialed professionals to our Board. We are confident that she will add valuable insight into our IC customers’ missions and CACI’s key growth areas. We welcome Ms. Gordon to CACI and look forward to her contributions to the Company’s growth and the delivery of long-term shareholder value.”

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

There are statements made herein which do not address historical facts, and therefore could be interpreted to be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are subject to factors that could cause actual results to differ materially from anticipated results. The factors that could cause actual results to differ materially from those anticipated include, but are not limited to, the risk factors set forth in CACI’s Annual Report on Form 10-K for the fiscal year ended June 30, 2019, and other such filings that CACI makes with the Securities and Exchange Commission from time to time. Any forward-looking statements should not be unduly relied upon and only speak as of the date hereof.

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