

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

1. Name and Address of Reporting Person * Koegel J William JR (Last) (First) (Middle) 12021 SUNSET HILLS ROAD (Street) RESTON, VA 20190 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CACI INTERNATIONAL INC /DE/ [CACI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP, General Counsel
3. Date of Earliest Transaction (MM/DD/YYYY) 10/1/2024		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
CACI Common Stock	10/1/2024		M		1,622	A	(1)	24,273	D	
CACI Common Stock	10/1/2024		F		727	D	\$505.62	23,546	D	
CACI Common Stock	10/1/2024		M		1,766	A	(2)	25,312	D	
CACI Common Stock	10/1/2024		F		853	D	\$505.62	24,459	D	
CACI Common Stock	10/1/2024		M		566	A	(3)	25,025	D	
CACI Common Stock	10/1/2024		F		274	D	\$505.62	24,751	D	
CACI Common Stock	10/1/2024		M		638	A	(4)	25,389	D	
CACI Common Stock	10/1/2024		F		309	D	\$505.62	25,080	D	
CACI Common Stock	10/1/2024		M		530	A	(5)	25,610	D	
CACI Common Stock	10/1/2024		F		256	D	\$505.62	25,354	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Units (1)		10/1/2024		M			1,622	(1)	(1)	CACI Common Stock	1,622	(1)	0	D	
Performance Restricted Stock Units (2)		10/1/2024		M			1,766	(2)	(2)	CACI Common Stock	1,766	(2)	0	D	
Restricted Stock Units (3)		10/1/2024		M			566	(3)	(3)	CACI Common Stock	566	(3)	0	D	
Restricted Stock Units (4)		10/1/2024		M			638	(4)	(4)	CACI Common Stock	638	(4)	638	D	
Restricted Stock Units (5)		10/1/2024		M			530	(5)	(5)	CACI Common Stock	530	(5)	1,063	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(6)	10/1/2024		A		989		(6)	(6)	CACI Common Stock	989	(6)	989	D	
Performance Restricted Stock Units	(7)	10/1/2024		A		989		(7)	(7)	CACI Common Stock	989	(7)	989	D	

Explanation of Responses:

- (1) On 10/1/20, Mr. Koegel was granted 2,402 performance restricted stock units. These PRSU's vested on the third anniversary of the grant date based on the achievement of a three-year performance measure.
- (2) On 10/1/21, Mr. Koegel was granted 1,698 performance restricted stock units. These PRSU's vested on the third anniversary of the grant date based on the achievement of a three-year performance measure.
- (3) On 10/1/21, Mr. Koegel was granted restricted stock units that convert into 566 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 10/1/24.
- (4) On 10/1/22, Mr. Koegel was granted restricted stock units that convert into 638 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 10/1/24.
- (5) On 10/1/23, Mr. Koegel was granted restricted stock units that convert into 530 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 10/1/24.
- (6) On October 1, 2024, Mr. Koegel was granted 989 restricted stock units. These restricted stock units will vest 1/3 per year for three years.
- (7) On October 1, 2024, Mr. Koegel was granted 989 performance restricted stock units. The PRSU's will vest on the third anniversary of the grant date based on the achievement of a three-year performance measure

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koegel J William JR 12021 SUNSET HILLS ROAD RESTON, VA 20190			EVP, General Counsel	

Signatures

J. William Koegel

10/3/2024

--Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.