

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

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		287	A	(1)	806	D	
CACI Common Stock	10/1/2024		F		139	D	\$505.62	667	D	
CACI Common Stock	10/1/2024		M		1,061	A	(2)	1,728	D	
CACI Common Stock	10/1/2024		F		513	D	\$505.62	1,215	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	(1)	10/1/2024		M			287	(1)	(1)	CACI Common Stock	287	(1)	288	D	
Restricted Stock Units	(2)	10/1/2024		M			1,061	(2)	(2)	CACI Common Stock	1,061	(2)	2,124	D	
Restricted Stock Units	(3)	10/1/2024		A			1,978	(3)	(3)	CACI Common Stock	1,978	(3)	1,978	D	
Performance Restricted Stock Units	(4)	10/1/2024		A			1,978	(4)	(4)	CACI Common Stock	1,978	(4)	1,978	D	

Explanation of Responses:

(1) On October 1, 2022, Mr. MacLauchlan was granted 862 restricted stock units. The restricted stock units will vest 1/3 per year for three years.

(2) On October 1, 2023, Mr. MacLauchlan was granted 3,185 restricted stock units. The restricted stock units will vest 1/3 per year for three years.

- (3) On October 1, 2024, Mr. MacLauchlan was granted 1,978 restricted stock units. These restricted stock units will vest 1/3 per year for three years.
- (4) On October 1, 2024, Mr. MacLauchlan was granted 1,978 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
MACLAUHLAN JEFFREY D TWO RESTON OVERLOOK 12021 SUNSET HILLS ROAD RESTON, VA 20190			Chief Financial Officer	

Signatures

Jeffrey D. MacLauchlan

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.