

**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): August 15, 2023

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.)

12021 Sunset Hills Road
Reston, Virginia
(Address of Principal Executive Offices)

20190
(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 August 15, 2023, the Board of Directors (the “Board”) of CACI International Inc (the “Company”) appointed Stanton D. Sloane to the Board to fill a vacancy on the Board. The Board has determined that Mr. Sloane meets the applicable independence requirements of the New York Stock Exchange and is independent of the Company. Mr. Sloane will serve an initial term that expires at the Company’s next annual meeting of shareholders.

There are no arrangements or understandings between Mr. Sloane and any other person pursuant to which Mr. Sloane was elected to serve as a director, nor are there related party transactions requiring disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Mr. Sloane will be compensated in accordance with the Company’s compensation program for its non-employee directors as disclosed in the Company’s proxy statements.

A copy of the press release announcing Mr. Sloane’s appointment is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press Release dated August 21, 2023.
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: August 21, 2023

By: s/ J. William Koegel, Jr.

J. William Koegel, Jr.

Executive Vice President, General Counsel and Secretary

CACI Appoints Stanton D. Sloane to its Board of Directors

Reston, Va., Aug. 21, 2023 – CACI International Inc (NYSE: CACI) announced today that it has appointed Stanton “Stan” D. Sloane, to its Board of Directors, effective immediately. Sloane will serve as an independent director on the Board.

“As a veteran of the aerospace and defense industry for more than 30 years, Stan brings a wealth of knowledge and executive leadership experience to the CACI Board,” said Mike Daniels, Chairman of CACI’s Board of Directors. “He has held seats on three public company boards, and, as a former military officer, he is strongly aligned with CACI’s mission. Stan’s ability to provide valuable oversight, governance, and advisement will be of great benefit to the board and company.”

Sloane began his career in 1984 with General Electric Aerospace, which subsequently merged to become a business of Martin Marietta, then Lockheed Martin, in the 1990s. He held a variety of executive roles including engineering, program management, and business development. In 2004, he was promoted to Executive Vice President, Integrated Systems and Solutions, one of the major divisions of Lockheed Martin.

After departing Lockheed Martin in 2007, Sloane went on to hold executive leadership roles as president and chief executive officer (CEO) of three publicly traded companies: SRA International, Inc., Comtech Telecommunications Corp., and Frequency Electronics, Inc. He was also selected to serve as president and CEO of Decision Sciences International Corporation, a private equity owned company.

Sloane holds a bachelor’s degree in professional studies (Aeronautics) from Barry University, a master’s degree in human resources management from Pepperdine University, and a doctoral degree from the Weatherhead Business School at Case Western Reserve University. He also holds airline transport pilot and flight instructor licenses and achieved the rank of Lieutenant Commander as an officer in the U.S. Navy and Navy Reserve.

About CACI

At CACI International Inc (NYSE: CACI), our 23,000 talented and dynamic employees are ever vigilant in delivering distinctive expertise and technology to meet our customers’ greatest challenges in national security and government modernization. We are a company of good character, relentless innovation, and long-standing excellence. Our culture drives our success and earns us recognition as a Fortune World's Most Admired Company. CACI is a member of the Fortune 1000 Largest Companies, the Russell 1000 Index, and the S&P MidCap 400 Index. For more information, 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, 2023, 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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