

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

August 24, 2011

Date of Report (Date of earliest event reported)

CACI International Inc

(Exact name of registrant as specified in its Charter)

Delaware

*(State of other jurisdiction
of incorporation)*

001-31400

(Commission File Number)

54-1345899

(IRS Employer Identification Number)

**1100 N. Glebe Road
Arlington, Virginia 22201**

(Address of principal executive offices)(ZIP code)

(703) 841-7800

(Registrant's telephone number, including area code)

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.

- ☐ 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 240a.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240a.13e-4(c))
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ITEM ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.
1.01:

On August 24, 2011, CACI International Inc entered into an accelerated share repurchase (ASR) agreement with Bank of America, N.A. (BOA) covering 4 million shares of the Company's common stock. Under the ASR agreement, the Company purchased 4 million shares of its outstanding common stock at an initial price of \$52.42 per share, for an aggregate price of approximately \$209.7 million. The repurchase is being funded with cash on hand and short-term borrowings from the Company's existing revolving credit facility. Under the ASR agreement, BOA will purchase an equivalent number of shares of common stock in the open market from time to time until it has acquired the number delivered to the Company. At the end of that period, the Company may receive, or may be required to remit, a purchase

price adjustment based upon the volume weighted average price of its common shares during the period. The purchase price adjustment can be settled, at the Company's option, in cash or in shares of its common stock.

The ASR agreement contains the principal terms and provisions governing the repurchase, including the mechanisms used to determine the number of shares, the required timing of delivery of the shares, the permitted methods and the required timing of settlement, the circumstances under which BOA is permitted to make adjustments to valuation periods and calculations, and various acknowledgements, representations and warranties made by the Company and BOA to each other. Any shares that the Company issues in the future in connection with an early termination of the transaction or to compensate BOA for additional amounts due under the ASR agreement would increase the number of shares outstanding at the time of issuance.

ITEM 7.01: REGULATION FD DISCLOSURE.

On August 29, 2011, the Company issued a press release announcing that it had entered into the ASR agreement. A copy of the press release is filed as Exhibit 99 to this Form 8-K.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits The following exhibit is furnished (and not filed) with this Report.

99 News release of CACI International dated August 29, 2011 concerning accelerated share repurchase transaction.

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/ Arnold D. Morse

Arnold D. Morse
Senior Vice President,
Chief Legal Officer and Secretary

News Release

CACI International Inc - 1100 North Glebe Road - Arlington Virginia 22201

CACI Announces Repurchase of Four Million Shares of Its Common Stock

Arlington, Va., August 29, 2011 - CACI International Inc (NYSE: CACI) announced today that, under its previously announced share repurchase authorization, it entered into an agreement with Bank of America N.A. to repurchase 4.0 million shares of its common stock under an accelerated share repurchase (ASR) agreement.

Paul Cofoni, CACI's President and Chief Executive Officer, said, "This accelerated share repurchase transaction is part of our balanced capital deployment strategy and is consistent with our history of driving value for our shareholders."

Dr. J.P. (Jack) London, CACI's Executive Chairman and Chairman of the Board, added, "This share repurchase represents our confidence in CACI's future growth prospects, as we continue to provide valuable services to our many customers."

Under the ASR, CACI purchased 4.0 million shares of its outstanding common stock at an initial price of \$52.42 per share, for an aggregate price of approximately \$209.7 million. These shares will be immediately excluded from CACI's outstanding share count, and, as a result, the company now expects its full Fiscal Year 2012 (FY12) diluted share count to be approximately 28 million. The final diluted share count will be dependent upon a number of factors, including CACI's average FY12 stock price.

The total cost of the shares repurchased under the ASR will be determined based upon the volume weighted average price of CACI's common stock over the term of the ASR, less an agreed-upon discount. CACI may receive additional shares of common stock or cash upon completion of the transaction, or be required to remit a settlement amount payable to Bank of America N.A. in cash or common stock at CACI's election.

Celebrating our 50th year in business, CACI sustains an exceptional record of success by providing professional services and IT solutions needed to prevail in the areas of defense, intelligence, homeland security, and IT modernization and government transformation. We deliver enterprise IT and network services; data, information, and knowledge management services; business system solutions; logistics and material readiness; C4ISR solutions and services; cyber solutions; integrated security and intelligence solutions; and program management and SETA support services. CACI solutions help federal clients provide for national security, improve communications and collaboration, secure information systems and networks, enhance data collection and analysis, and increase efficiency and mission effectiveness. A member of the Fortune 1000 Largest Companies and the Russell 2000 index, CACI provides dynamic careers for approximately 13,900 employees working in over 120 offices in the U.S. and Europe. Visit CACI on the web at www.caci.com and www.asymmetricthreat.net.

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 most recent Annual Report on Form 10-K, 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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