

CACI INTERNATIONAL INC /DE/

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 9/16/1999

Address	1100 N GLEBE ST ARLINGTON, Virginia 22201
Telephone	703-841-7800
CIK	0000016058
Industry	Computer Services
Sector	Technology
Fiscal Year	06/30

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CACI INTERNATIONAL, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

127190304
(CUSIP Number)

Alan S. Parsow
General Partner
P. O. Box 0449
Elkhorn, NE 68022
(402) 289-3217

David L. Hefflinger
McGrath, North, Mullin
& Kratz, P.C.
1400 One Central Park Plaza
Omaha, NE 68102
(402) 341-3070

with a copy to

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 15, 1999
(Date of Event which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
[].

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1. Name of Reporting Person
SS or IRS Identification Number of Above Person

Parsow Partnership, Ltd., a Limited Partnership /
47-0541937
2. Check the Appropriate Box if a Member of a Group

/X/ (a) / / (b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

/ /
6. Citizenship or Place of Organization

Nebraska
7. Sole Voting Power

366,400 Shares
8. Shared Voting Power

0
9. Sole Dispositive Power

366,400 Shares
10. Shared Dispositive Power

0
11. Aggregate Amount Beneficially Owned by Each Reporting Person

366,400 Shares
12. Check Box if Aggregate Amount in Row 11 Excludes Certain
Shares

/ /
13. Percent of Class Represented by Amount in Row 11

Approximately 3.36% of voting securities
14. Type of Reporting Person

PN

1. Name of Reporting Person
SS or IRS Identification Number of Above Person

Elkhorn Partners Limited Partnership / 47-0721875
2. Check the Appropriate Box if a Member of a Group

/X/ (a) / / (b)
3. SEC Use Only
4. Source of Funds

WC
5. Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

/ /
6. Citizenship or Place of Organization

Nebraska
7. Sole Voting Power

196,600 Shares
8. Shared Voting Power

0
9. Sole Dispositive Power

196,600 Shares
10. Shared Dispositive Power

0
11. Aggregate Amount Beneficially Owned by Each Reporting Person

196,600 Shares
12. Check Box if Aggregate Amount in Row 11 Excludes Certain Shares

/ /
13. Percent of Class Represented by Amount in Row 11

Approximately 1.80% of voting securities
14. Type of Reporting Person

PN

Parsow Partnership, Ltd. and Elkhorn Partners Limited Partnership (the "Partnerships") make this filing to amend certain information previously reported by the Partnerships. This filing constitutes Amendment No. 1 to the Schedule 13D of Parsow Partnership, Ltd. and Elkhorn Partners Limited Partnership. The Partnerships amend such prior Schedule 13D reports with respect to the Class A common stock of CACI International, Inc. ("CACI") by adding the following information to the item indicated:

ITEM 4. PURPOSE OF THE TRANSACTION.

The Partnerships have acquired the CACI common shares as an investment. The Partnerships intend to review on a continuing basis their investments in the CACI common stock, CACI's business affairs and financial condition, as well as conditions in the securities markets and general economic and industry conditions. The Partnerships may purchase additional CACI common shares either in the open market, in privately negotiated transactions, or otherwise. Additionally, the Partnerships may dispose of the CACI common stock they presently own or hereafter acquire either in the open market, in privately negotiated transactions, or otherwise.

Parsow Partnership, Ltd. intends to nominate eight persons, including Mr. Parsow, to the CACI board of directors. Alan Parsow, General Partner of the Partnerships, was previously a director of CACI from 1993 to 1997. Pursuant to the CACI bylaws, Parsow Partnership, Ltd. sent to CACI's Secretary on September 14, 1999 a notice of its intention to make such nominations. The notice is attached as Exhibit A hereto.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)(b) As of September 15, 1999, Parsow Partnership, Ltd. beneficially owns 366,400 shares of CACI common stock and Elkhorn Partners Limited Partnership beneficially owns 196,600 shares of CACI common stock. The CACI Form 10-Q for the quarter ended March 31, 1999 reported that there were outstanding 10,911,000 shares of CACI common stock as of March 31, 1999. Based on this number, Parsow Partnership, Ltd. owns approximately 3.36% of the CACI common stock and Elkhorn Partners Limited Partnership owns approximately 1.80% of the CACI common stock.

(c) During the past 60 days, Parsow Partnership, Ltd. purchased 2,000 shares of CACI common stock, in open market transactions, at \$21.4875 per share. Elkhorn Partners Limited Partnership did not purchase any shares of CACI common stock during the past 60 days.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A. CACI International, Inc. Notice Re Nominees For
Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
hereby certify that the information set forth in this statement is true,
complete and correct.

DATED: September 15, 1999

Elkhorn Partners
Limited Partnership

Parsow Partnership, Ltd.,
A Limited Partnership

By: /s/ Alan S. Parsow

By: /s/ Alan S. Parsow

Alan S. Parsow
General Partner

Alan S. Parsow
General Partner

EXHIBIT A
CACI INTERNATIONAL, INC.

NOTICE RE NOMINEES FOR DIRECTOR

The undersigned hereby notifies CACI INTERNATIONAL, INC. ("CACI"), pursuant to the CACI bylaws, that it intends to nominate Alan S. Parsow, David S. Logan, L.E. Wilson, Sean T. Mullen, Dr. William H. Evers Jr., Lawrence I. Batt, Louis B. Lloyd and John W. Woodmansee Jr. (the "Nominees") as directors of CACI at the CACI annual stockholders' meeting. The undersigned also represents that the following information is true and correct to the best of its knowledge and belief:

With respect to the stockholder giving this notice:

1. Name: Parsow Partnership, Ltd.
2. Record Address: 2222 Skyline Drive P.O. Box 818 Elkhorn, NE 68022
3. Stock Class and Ownership: Parsow Partnership, Ltd. owns 366,400 shares of CACI Class A Common Stock as of September 13, 1999, and Elkhorn Partners, L.P. owns 196,600 shares of CACI Class A Common Stock as of September 13, 1999. Parsow Partnership and Elkhorn Partners are affiliated in that Alan S. Parsow is the General Partner of both entities.

With respect to the persons proposed to be nominated for election as directors:

Alan S. Parsow

1. Age: 49
2. Principal Occupation: General Partner of Parsow Partnership, Ltd. and Elkhorn Partners, L.P., two partnerships specializing in investments.
3. Business Address: P.O. Box 818 Elkhorn, NE

Residence Address: Same

4. Stock Class and Ownership: Parsow Partnership, Ltd. beneficially owns 366,400 shares of CACI Class A Common Stock as of September 13, 1999, and Elkhorn Partners, L.P. beneficially owns 196,600 shares of CACI Class A Common Stock as of September 13, 1999. Parsow Partnership and Elkhorn Partners are affiliated in that Alan S. Parsow is the General Partner of both entities. Such shares are held of record by Bank of America Securities, 600 Montgomery Street, San Francisco, California.

5. Business Experience: The Nominee's business experience during the past five years is as follows:

1972 - Present Parsow Partnership, Ltd. General Partner 1989 - Present Elkhorn Partners, L.P. General Partner

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:
Republic Funds Group.

David S. Logan

- | | | |
|----|----------------------------|---|
| 1. | Age: | 81 |
| 2. | Principal Occupation: | Managing Partner of Mercury Investments
(a private investment company) |
| 3. | Business Address: | 919 N. Michigan Ave., Ste. 3301
Chicago, IL 60611 |
| | Residence Address: | 209 E. Lakeshore Dr.
Chicago, IL 60611 |
| 4. | Stock Class and Ownership: | Class A Common Stock; 41,100 shares |

5. Business Experience: The Nominee's business experience during the past five years is as follows:

1955 - Present Mercury Investments Managing Partner

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:
None

L.E. Wilson

- 1. Age: 55
- 2. Principal Occupation: President of L. Edward Wilson & Associates, Inc. (a management advisory firm specializing in merger, acquisition and strategy planning)
- 3. Business Address: 6520 Cox Rd.

Arrington, TN 37104

Residence Address: Same

- 4. Stock Class and Ownership:None
- 5. Business Experience: The Nominee's business experience during the past five years is as follows:

1992 - Present L. Edward Wilson & Assoc. President

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:
None

Sean T. Mullen

- 1. Age: 43
- 2. Principal Occupation: Partner in Hancock & Dana P.C. (accounting firm)
- 3. Business Address: 12829 West Dodge Rd.

Omaha, NE 68154

Residence Address: 639 N. 157th Cir.
Omaha, NE 68154

- 4. Stock Class and Ownership:Class A Common Stock; 3,600 shares
- 5. Business Experience: The Nominee's business experience during the past five years is as follows:

1994 - Present Hancock & Dana P.C. Partner

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:
None

Dr. William H. Evers Jr.

- | | | |
|----|-----------------------|---|
| 1. | Age: | 56 |
| 2. | Principal Occupation: | President & CEO of Systems, Technology & Science, LLC, (private consulting company) |
| 3. | Business Address: | 10117 Walker Lake Drive
Great Falls, VA 22066-3501 |

Residence Address: Same

4. Stock Class and Ownership: Class A Common Stock; 3,000 shares

5. Business Experience: The Nominee's business experience during the past five years is as follows:

1998 - Present Systems, Technology & Science, LLC President & CEO 1996 - 1998 Kaiser Associates, Inc. Vice Chairman 1994 - 1996 United States Department of Defense BMDO Deputy Director

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:

None

Lawrence I. Batt

1. Age: 53

2. Principal Occupation: President of Lawrence I. Batt, P.C. (law firm)

3. Business Address: 209 South 19th Street, Suite 400
Omaha, NE 68102

Residence Address: 10041 Fieldcrest Drive
Omaha, NE 68114

4. Stock Class and Ownership: None

5. Business Experience: The Nominee's business experience during the past five years is as follows:

1975 - Present Lawrence I. Batt, P.C. President

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:

None

Louis B. Lloyd

1. Age: 57

2. Principal Occupation: President and CEO of Belfinance Haussman
(a private investment company)

3. Business Address: 156 West 56th St., 2001 New York, NY 10019

Residence Address: 444 E. 82nd St., 18A New York, NY 10028

4. Stock Class and Ownership: None

5. Business Experience: The Nominee's business experience during the past five years is as follows:

1994 - Present Belfinance Haussman President & CEO

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:

Antigua Enterprises and National Wireless

John W. Woodmansee Jr.

1. Age: 65

2. Principal Occupation: President and CEO of Tactical & Rescue Equipment, LLC, (design and manufacturing firm specializing in tactical and rescue equipment)

3. Business Address: 5832 Gallant Fox Ln.

Plano, TX 75093-4511

Residence Address: Same

4. Stock Class and Ownership: None

5. Business Experience: The Nominee's business experience during the past five years is as follows:

1998 - Present Tactical & Rescue Equipment, LLC President & CEO

1997 - 1998	M & W Medical Management, Inc.	CEO & Chairman
1994 - 1997	Perot Systems Corporation	Director and President of North American Operations and Sales

6. Directorships: The Nominee is a director of the following companies which are registered pursuant to the Securities Exchange Act of 1934 or are registered as an investment company under the Investment Company Act of 1940:
None

With Respect to all Nominees:

Except as set forth above, there is no other information related to any nominee that is required to be disclosed in solicitations for proxies for elections of directors pursuant to Rule 14a under the Securities Exchange Act of 1934, as amended.

The undersigned has executed this document this 13th day of September, 1999.

/s/ Alan S. Parsow

Alan S. Parsow

End of Filing

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