

CACI INTERNATIONAL INC /DE/

FORM 8-K (Unscheduled Material Events)

Filed 12/19/1994 For Period Ending 12/19/1994

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

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

December 19, 1994

CACI International Inc

(Exact name of registrant as specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

0-8401

(Commission File Number)

54-1345888

(IRS Employer Identification No.)

1100 N. Glebe Road

Arlington, Virginia 22201

(Address of principal executive offices)(Zip Code)

(703) 841-7800

Registrant's telephone number, including area code

ITEM 5. OTHER EVENTS.

As previously reported in the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 1994, the Company reached agreement on the terms of settlement for two pending shareholder suits against the Company and certain of its directors entitled *CHRYSOGELOS v. LONDON, et al.*, and *PFIRMAN v. LONDON, et al.* By orders dated November 15, 1994, and December 1, 1994, respectively, the Delaware Chancery Court and the Federal District Court for the District of Columbia decreed that all issues of the litigations have been resolved by the settlement, and ordered that the cases be dismissed on the merits with prejudice.

Under the terms of the final settlement, the Company agreed to: (1) amend its By-laws to change the size of its Board of Directors from seven (7) to a number between five (5) and nine (9) as a majority of the Board plus one may set (accomplished December, 1993); (2) elect six mutually-acceptable candidates to the Board (accomplished December, 1993); (3) establish a fund of up to \$600,000 available on a claims-made basis to pay a portion of any loss as defined by the settlement documents suffered by those who sold Common Stock between April 26, 1990 and December 1, 1990; (4) undertake a self-tender for 1.3 million shares at \$6.00 per share if the average closing price of the Company's stock is below \$6.00 per share for twenty consecutive trading days before February 28, 1995; and (5) reimburse the plaintiffs for their reasonable legal fees and expenses up to a total of \$598,000.

A copy of the Company's December 19, 1994 Press Release regarding court acceptance of final settlement, and copies of the final orders executed by both courts are attached as Exhibits to this report.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(99) (a) Press Release dated December 19, 1994 announcing court acceptance of final settlement terms;

(b) Final Order and Judgment of the Delaware Chancery Court in Civil Action No. 11910, *CHRYSOGELOS v. LONDON, et al.* dated November 15, 1994;

(c) Final Order of the United States District Court for the District of Columbia, Civil Action No. 3119, *PFIRMAN v. LONDON, et al.* dated December 1, 1994.

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\
- - - -----

Dated: Dec. 19, 1994

Jeffrey P. Elefante
Sr. Vice President, General Counsel &
Corporate Secretary

CACI International Inc Announces Court Approval of Settlement of Shareholder Suits Filed in Early 1991

Arlington, VA - CACI International Inc (NASDAQ: CACI) announced today that both the Delaware Chancery Court and the United States District Court for the District of Columbia have accepted the proposed settlement of two shareholder lawsuits originally filed in Delaware and the District of Columbia in early 1991 on the terms previously announced.

By orders dated November 15, 1994 and December 1, 1994, respectively, the Delaware Chancery Court and the Federal District Court decreed that all issues of the litigations have been resolved by the settlement and ordered that the cases be dismissed. In the quarter ended September 30, 1993, the Company reported a \$300,000 extraordinary charge against earnings that will cover the cost of the settlement.

CACI Chairman and CEO, Jack London, said, "We are pleased to have reached a final settlement of these matters. While the settlement does not acknowledge any wrongdoing on the part of the Board of Directors on any aspect of the suits, the Board believes that the settlement will allow the Company to concentrate its efforts on building the Company going forward."

CACI is an international information technology products and services corporation. The company specializes in developing and integrating systems, software, and simulation products in support of government agencies and commercial enterprises worldwide.

For further information, contact:

Samuel R. Strickland
CACI International Inc
(703) 841-7800

Douglas Poretz
Poretz Ltd.
(703) 506-1778

EXHIBIT 99-b

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

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JOHN CHRYSOGELOS, on Behalf of Himself      )
and All Others Similarly Situated,          )
                                           )
                Plaintiff,                   )
                                           )
        - against -                         )
                                           )
J.P. LONDON, JOHN DeNIGRIS, THOMAS H.      )
MOORER, JOHN H. BAKER, PAUL J. COLEMAN,    ) Civil Action No. 11910
J.H. BERKSON, and WARREN R. PHILLIPS       )
                                           )
                Defendants,                 )
                                           )
        - and -                             )
                                           )
CACI INTERNATIONAL INC., a                  )
Delaware Corporation,                       )
                                           )
                Nominal Defendant.          )
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FINAL ORDER AND JUDGMENT

A hearing having been held before this Court of November 15, 1994, pursuant to this Court's Order of August 16, 1994, 1994 (the "Scheduling Order"), upon a Stipulation and Agreement of Compromise and Settlement, dated July 1994 (the "Stipulation"), of the above-captioned action (the "Action"), which is incorporated herein by reference; it appearing that due notice of said hearing has been given in accordance with the aforesaid Scheduling Order; the respective parties having appeared by their attorneys of record; the Court having heard and considered evidence in support of the proposed Settlement; the attorneys for the respective parties having been heard; an opportunity to be heard having been given to all other persons requesting to be heard in accordance with the Scheduling Order; the Court having determined that notice to the Class Members and Shareholders pursuant to the aforesaid Scheduling Order was adequate and sufficient; and the entire matter having been heard and considered by the Court;

IT HEREBY IS ORDERED, ADJUDGED AND DECREED this 15th day of November, 1994, that:

1. Notice to the Class pursuant to Chancery Rule 23(d) and notice to CACI shareholders pursuant to Chancery Rule 23.1, has been given in an adequate and sufficient manner, constituting the best notice practicable, complying in all respects with such Rules and due process, including, but not limited to, the forms of notice and the methods of identifying and giving notice.

2. Pursuant to Court of Chancery Rules 23(a), 23(b)(1) and (2) and 23.1:

- (a) the Court finds that (i) the Class, as defined below is so numerous that joinder of all members is impracticable, (ii) there are questions of law and fact common to the Class, (iii) the claims of the plaintiffs are typical of the claims of the Class, and (iv) the plaintiffs will fairly and adequately protect the interests of the Class;
- (b) the action is hereby certified as a class action on behalf of all persons who owned CACI Class A common stock at any time during the period on and from April 26, 1990, through and including December 1, 1990, in each case excluding CACI, the Individual Defendants, the officers and directors of CACI during any period of fiscal year 1990 or any portion thereof, members of their immediate families, subsidiaries or other corporations under common control, successors and assigns (the "Class" and each member of the Class A "Class Member");
- (c) plaintiffs are hereby certified as Class representatives and their respective counsel are certified as Class Counsel; and
- (d) the Court finds that plaintiffs, with their respective counsel, will fairly and adequately enforce the derivative claims brought on behalf of CACI; and
- (e) the Court finds that the requirements of Court of Chancery Rules 23(b)(1) and (2) and 23.1 have been satisfied.

3. The proposed Settlement is approved as fair, reasonable, adequate, and in the best interests of the shareholders of CACI and the Class, and shall be consummated in accordance with its terms and conditions.

4. This Action is dismissed with prejudice and on the merits and without award of court costs, and all Released Claims, as defined in the Stipulation, hereby are extinguished.

5. Plaintiffs and each and every shareholder and Class Member are permanently barred and enjoined from asserting directly, individually, derivatively or in any other capacity against Defendants or any of them (or any of the other Released Parties mentioned in the Stipulation) any and all of the Released Claims or any claim, right, demand or cause of action which could have been asserted based upon a Released Claim.

6. Neither this Final Judgment nor the Stipulation is an admission or concession by any of the Defendants of any actual or potential fault, omission, liability or wrongdoing. This Judgment is not a finding of the validity or invalidity of any claims in the actions or of any wrongdoing by any of the Defendants. Neither this Judgment nor the Stipulation or the fact of settlement, nor settlement proceedings, nor the settlement negotiations, nor any related document shall be used as an admission of any actual or potential fault or omission by any person or be offered or received in evidence as an admission, concession, presumption or inference against any party in any proceeding other than such proceedings as may be necessary to consummate or enforce the Stipulation of Settlement.

7. Plaintiff's counsel are awarded the sum of \$550,000 as legal fees and \$48,000 as reimbursement of their out-of-pocket expenses. Such sums shall be allocated by Plaintiffs' counsel among those Plaintiffs' counsel who have contributed to the settlement in such proportion as Plaintiffs' counsel determine is fair and equitable.

8. Without affecting the finality of this Final Order and Judgment in any way, this Court reserves jurisdiction over all matters relating to the administration and consummation of this settlement.

/s/

Vice Chancellor

FINAL ORDER

THOMAS PENFIELD JACKSON
United States District Judge

List of Counsel Entitled to Notification:

Herbert Milstein, Esquire
Cohen, Milstein, Hausfeld & Toll
1100 New York Avenue, N.W.
West Tower - Suite 500
Washington, DC 20005

Robert N. Kaplan, Esquire
Frederic S. Fox, Esquire
Kaplan, Kilsheimer & Fox
685 Third Avenue
New York, NY 10017

I. Stephen Rabin, Esquire
Law offices of I. Stephen Rabin
685 Third Avenue
New York, NY 10017

Ellyn R. Weiss, Esquire
Foley, Hoag & Eliot
1615 L Street, N.W.
Washington, DC 20036

John H. Henn, Esquire
Brandon F. White, Esquire
Foley, Hoag & Eliot
One Post Office Square
Boston, MA 02109

Calvin H. Cobb, Jr., Esquire
J. William Koegel, Jr., Esquire
Steptoe & Johnson
1330 Connecticut Avenue, N.W.

Washington, DC 20036

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