

CACI INTERNATIONAL INC /DE/

FORM 8-K (Unscheduled Material Events)

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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

May 27, 1998

CACI International Inc

(Exact name of registrant as specified in its Charter)

Delaware

(State of 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.

On May 18, 1998, the Registrant signed a Letter of Intent to acquire all of the issued and outstanding stock of QuesTech, Inc. ("QuesTech") for \$18.375 per share in cash. The estimated total purchase price of the acquisition, including the assumption of existing debt, is approximately \$42 million. The agreement does not include the acquisition of QuesTech's wholly-owned subsidiary, QuesTech Packaging, Inc. The acquisition is subject to due diligence, approval of a detailed acquisition agreement by each Company's Board of Directors and by the stockholders of QuesTech, and approval by the appropriate regulatory agencies. It is anticipated that the transaction will close within five months.

QuesTech is an information technology company specializing in the development and application of information technology for government and industry. Headquartered in Falls Church, Virginia, with worldwide offices, QuesTech's 700 employees provide a broad spectrum of scientific, engineering and management services in electronics, software engineering, systems engineering and other advanced information technology fields. QuesTech reported 1997 revenues of approximately \$78 million.

A copy of CACI's May 19, 1998 press release regarding CACI's execution of a Letter of Intent to acquire QuesTech is attached as an Exhibit to this report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(99)(a) Press Release dated May 19, 1998, announcing CACI's execution of a Letter of Intent to acquire QuesTech.

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/
Jeffrey P. Elefante
Executive Vice President,
General Counsel and Secretary

Exhibit (99)(a)

CACI Announces Intent to Acquire QuesTech A Strategic Play into the Information Warfare & Intelligence Markets

ARLINGTON, VA -- May 19, 1998 -- CACI International Inc (Nasdaq: CACI) announced today it has signed a letter of intent to acquire all of the outstanding common shares of QuesTech, Inc. (Nasdaq: QTEC) for \$18-3/8 per share in cash. The total value of the acquisition, including the assumption of existing debt, is approximately \$42 million. The agreement assumes the disposition by QuesTech of their wholly owned subsidiary, QuesTech Packaging, Inc., involved in commercial packaging techniques. The CACI offer has been approved by QuesTech's Board of Directors and is contingent upon the signing of a definitive agreement, completion of customary due diligence and regulatory review, approval by CACI's Board of Directors, and the approval of QuesTech's shareholders. The transaction, which CACI hopes to close in three to four months, will be financed through bank borrowings.

Dr. J. P. (Jack) London, Chairman and CEO of CACI International, stated, "The acquisition of QuesTech is a tremendous strategic fit for CACI - positioning us in the very important information warfare and intelligence markets. QuesTech's value-added capabilities will enhance CACI's solutions offering, and will provide further technology and customer diversification. QuesTech's operating groups perform a variety of scientific, engineering, and management tasks, many of them involving highly sophisticated emerging technologies that we've identified as core distinctions. QuesTech's skilled personnel have made major technical contributions in the areas of intelligence, surveillance, command and control, modeling and simulation, artificial intelligence, and electronic warfare/information security for their clients in the fields of command, control and communications (C3) and intelligence services."

QuesTech is an information technology company that specializes in the development and application of information technology for government and industry. The company provides a broad spectrum of scientific, engineering, and management services in electronics, software engineering, systems engineering, and many other advanced information technology fields. With headquarters in Falls Church, Virginia, and offices worldwide, QuesTech has over 700 employees. QuesTech, with a three-year growth rate of 13%, reported 1997 revenues of \$78 million.

"This transaction clearly reflects commitment to our growth strategy. The acquisition should be accretive to our earnings and is expected to enhance shareholder value. We will emphasize building a long and successful relationship with QuesTech's existing management team and employees, and their customers," added Dr. London.

CACI International Inc is an information technology products and services provider that specializes in developing and integrating systems, software, and simulation products in support of government agencies and commercial enterprises worldwide. Celebrating 35 years in business, the company has approximately 3700 employees and operates out of approximately 75 offices in the U.S. and Europe. In March, CACI was named the highest-ranking systems integrator in a Federal Computer Week Government Technology Group report on competitiveness and past performance in the federal marketplace. Additional information may be found at CACI's web site -- www.caci.com.

Several comments set forth above represent forward-looking statements. These statements are subject to important factors that could cause actual results to differ materially from the statements made today. The factors which could cause a material difference in results include, but are not limited to the following: regional and national economic conditions; changes in interest rates; changes in government spending policies and/or decisions concerning specific programs; the individual business decisions of our customers and clients; developments in technology; competitive factors and pricing pressures; changes in the regulation of our business; and our own ability to obtain the results now projected or anticipated.

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For additional information contact:

James Allen
Chief Financial Officer
(703) 841-7946
jallen@caci.com

Jody Brown
Public Relations Director
(703) 841-7801
jbrown@caci.com

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