

CACI INTERNATIONAL INC /DE/

FORM 10-K405

(Annual Report (Regulation S-K, item 405))

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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 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended June 30, 1997

Commission File Number 0-8401

CACI International Inc

(Exact name of Registrant as
specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

54-1345888

(I.R.S. Employer Identification No.)

1100 North Glebe Road, Arlington, VA 22201

(Address of principal executive offices)

(703) 841-7800

(Registrant's telephone number,
including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
None	None

Securities registered pursuant to Section 12(g) of the Act:

CACI International Inc Common Stock, \$0.10 par value

(Title of each class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of August 15, 1997, was approximately \$46,746,000.

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of August 15, 1997: CACI International Inc Common Stock, \$.10 par value, 10,692,000 shares.

Documents Incorporated by Reference

(1) The information relating to directors and officers contained in the proxy statement of the Registrant to be filed in connection with its 1997 Annual Meeting of Shareholders is incorporated by reference into Part III, Items 10, 11, 12, and 13 of this Form 10-K.

(2) The financial information required in Items 6, 7, and 8 of this form are contained in the Annual Report to Shareholders for the fiscal year ended June 30, 1997 and is incorporated herein as Exhibit 13.

BUSINESS INFORMATION

Unless the context indicates otherwise, the terms "the Company" and "CACI" as used in Parts I and II, include both CACI International Inc and its wholly-owned subsidiaries. The term "the Registrant", as used in Parts I and II, refers to CACI International Inc only.

PART I

ITEM 1. BUSINESS

Background

CACI International Inc (the "Registrant") was organized as a Delaware corporation under the name of "CACI WORLDWIDE, INC." on October 8, 1985. By a merger effected on June 2, 1986, the Registrant became the parent of CACI, Inc., a Delaware corporation, and CACI N.V., a Netherlands corporation.

The Registrant is a holding company and its operations are conducted through wholly-owned subsidiaries which are located in the U.S. and Europe.

Overview

CACI founded its business in 1962 in simulation technology, and has strategically diversified within the information technology (IT) industry. With 1997 revenues of \$273 million, CACI serves clients in major segments of government and commercial markets primarily throughout North America and Western Europe, delivering client solutions for systems integration, year 2000 conversion, reengineering, logistics and engineering support, electronic commerce, intelligent document management (IDM), product data management (PDM), software development and reuse, communications planning, and market analysis. Many of the Company's client relationships have existed for five years or more.

The Company's service and value have enabled it not only to sustain high rates of repeat business and long-term client relationships, but also to compete effectively for new clients and new contracts. The Company is organized to seek competitive business opportunities and has designed its operations to support major programs through centralized business development and industry alliances. CACI has structured its new business development organization to respond to the globally competitive marketplace. The Company employs full-time marketing, sales, communications, and proposal development specialists who support Company marketing and sales activities.

The Company's primary markets -- both domestic and international -- are agencies of national governments, major corporations, state and local governments, and other business organizations. The market for CACI's information systems and advanced technology services is created by the complex systems and information environment in which clients operate, whether as a result of governmentally mandated programs or commercial initiatives.

The Company offers marketing systems software and database products, targeted to clients who need systems and analysis for retail sales of consumer products, direct marketing campaigns, franchise or branch site location projects, and similar requirements.

In its simulation technology business, the Company offers simulation languages, software products, and services that enable clients to visualize the impact of proposed changes or new technologies before implementation. CACI's simulation offerings include solutions for military training and war-gaming exercises; manufacturing; wide area communications networks (i.e., WANs), including satellites, land lines and metro area networks (i.e., MANs); local area computer networks (i.e., LANs); the study of business processes; and the design of distributed computer systems architectures.

CACI provides electronic commerce (EC) solutions to the federal government. Its complete suite of EC products is available on a GSA schedule and provides a flexible but fully-featured configuration to enable easy management of purchases and contracts.

In CACI's Logistics business, the Company has generated commercial business from solutions built on CACI's thirty-year history of logistics and engineering support for the Department of Defense (DoD). CACI's proprietary PDM product, C-GATE (TM), enables clients to standardize and improve the way they manage the life cycle of systems, products, and material assets, resulting in cost savings and increased productivity.

The Company's IDM solutions provide a range of enabling technologies - imaging, document management, workflow, and groupware - that facilitate the management of large document collections and allow organizations to achieve higher operational efficiencies and mission effectiveness. CACI provides IDM and related litigation support services to the Department of Justice (DoJ) and commercial legal clients.

CACI's RENovate(TM) reengineering methodology combines technology tasks and methodologies to plan, integrate, and manage technology change - without losing existing investments in technology.

In response to the Year 2000 challenge, CACI offers a wide range of solutions, including an independently validated conversion methodology based upon a Software Engineering Institute Level 3-certified process reengineering approach. CACI's systems integration solutions, applied

throughout the federal and commercial arenas, improve organizational performance by enhancing system infrastructure through such activities as migrating legacy systems to more powerful environments, automating procurement, and reusing legacy software and data.

The Company operates through wholly-owned subsidiaries established to serve specific market segments or conduct business in specific geopolitical jurisdictions.

CACI's major operating subsidiary in Europe, CACI Limited, is headquartered in London, England, and operates primarily in support of CACI's information systems, marketing systems and simulation technology lines of business in the U.K. and Western Europe.

At June 30, 1997, CACI employed approximately 3,450 people. This total includes 350 part-time employees. The corporation currently operates from its headquarters at Three Ballston Plaza, 1100 N. Glebe Road, Arlington, Virginia. CACI has operating offices and facilities in over 60 other locations throughout the U.S., Western Europe and Canada.

General Description of CACI Systems, Technologies and Products

Representative systems applications include:

- . Airport and airspace traffic planning
- . Ammunition management information systems
- . Automated procurement
- . Business support systems
- . Computer aided logistics/data information systems
- . Configuration management
- . Electronic commerce
- . Electronic data interchange
- . Engineering support
- . Executive decision support systems
- . Imaging services
- . Information management systems
- . Intelligent document management systems and services
- . Legal systems and litigation support services
- . Manufacturing planning systems
- . Marketing and customer database management systems
- . Process reengineering
- . Product data management
- . Retail market modeling
- . Simulation and modeling languages, products and services
- . Site location planning and analysis systems
- . Software development and reuse
- . Systems reengineering
- . Systems integration
- . State motor vehicle registration and related management information systems
- . Telecommunications network support
- . Training
- . Weapon systems/equipment configuration management systems
- . Year 2000 date reconfiguration services

CACI products are installed in numerous locations worldwide, and many are designed to run on a variety of commercially available computers. Representative CACI software and marketing systems include:

Simulation Technology:

SIMFACTORY (R) II.5 General Factory Simulator. A software product for factory planners to study alternative plant and equipment configurations.

COMNET II.5 (R) Network Simulation Software. A software product for communications engineers to study wide area networks of satellites, land lines, switching systems, and protocols.

COMNET III (TM) Network Simulation Software. An object-oriented high-fidelity wide area network, local area network and metro area network telecommunications simulator for capacity planning and failure analysis.

COMNET Baseline (TM) Telecommunications Simulation Software. An automatic network traffic and topology-gathering tool.

COMNET Predictor (TM) Network Planning Software. An analytical capacity planning tool for the day-to-day network manager that predicts

the impact of changes to very large telecommunications networks before implementation.

COMNET Profiler (TM) Telecommunications Simulation Software. A tool for analyzing application traffic.

NETWORK II.5 (R) Computer Architecture Simulation Software. A software product for engineers to study alternative combinations of computers and data storage devices.

SIMSCRIPT II.5 (R) Simulation Programming Language. A language designed especially for analysts to build computer-based representations ("models") of complex activities, e.g., airways and airport traffic; maintenance procedures for fleets of ships; warfare studies of military equipment and tactics; and communications networks.

SIMPROCESS (R) III Object-oriented Analytical Simulation Software. A prototyping tool for business process reengineering that enables managers to model a current business process, then explore alternative approaches before implementation.

MODSIM II (R) Simulation Programming Language. A computer programming and graphics environment that provides an object-oriented approach to structuring software. This approach provides an intuitive development framework to programmers, one that allows code to be reused.

MODSIM III (TM) Simulation Programming Language. A graphical computer programming and simulation environment that generates C++ code.

SIMOBJECT (R) Software System. A software framework for the reduction of time and cost in building simulation models.

VeriSpec (TM) Simulation Validation Software. A tool for validation of the performance of design specifications for sophisticated computed hardware and software design.

Marketing Data and Information Products:

InSite-USA (TM) and InSite (TM) for Windows 95 (U.S. and U.K. versions) Marketing and Demographics Information Systems. PC-based geographic information systems combining software, data and mapping capabilities to enable planners to study markets to help determine the location of retail outlets, branch networks, sales territories, potential customers, and competitors. (Windows is a registered trademark of Microsoft Corporation.)

ACORN (SM) (A Classification of Residential Neighborhoods) Demographic Information System. A system that analyzes consumers according to the type of residential area in which they live, used to identify the prime prospects for all types of consumer goods and services.

Market*Master (TM) Demographic Information System. A database marketing system that enables companies to analyze their customer files by product holding and usage for the purpose of cross-selling other products and services.

SITE (R) Demographic Information Software and Reports. Detailed demographic and applied market research database services for any geographic area, such as county, zip code, TV broadcast area, congressional district, or retail trade area.

UpFront (R) Graphical Interface Software. A graphical user interface that enables software to be used in an object-oriented manner.

Electronic Commerce Products:

SACONS (R) Automated Contracting System. A commercial off-the-shelf system that provides clients an automated, cost effective, way to complete procurement activities and improve productivity.

SACONS (R)-EDI Module. An automated, electronic commerce add-on module to the SACONS system that creates and receives data transmissions using standard protocols.

SACONS (R)-Gateway Module. An add-on module to the SACONS system that centralizes protocols established by the U.S. Government as acceptable standards for electronic procurement with the government.

QuickBid (R) Automated Bid/Contracting System. A contracting system that allows commercial trading partners to effectively identify and compete for U.S. Government business via electronic data interchange (EDI).

QuickBid (R) Net Automated Bid/Contracting System. A World Wide Web-based value-added network (VAN) that allows identification and competition for U.S. Government business via the Internet.

Imaging and Document Management Products:

ADIIS (TM) Document Imaging Software System. A flexible document conversion and management system that includes advanced imaging, document retrieval, indexing, and workprocess management.

U.S. GOVERNMENT AGENCIES

CACI offers its entire range of information systems, technical services and proprietary products to defense and civilian agencies of the U.S. Government. These activities require CACI's expert knowledge of agency policies and operations. These assignments may combine a wide range of CACI's skills in information systems, systems engineering, logistics sciences, weapons systems, simulation, and automated document management systems. CACI also contracts with other national governments.

State and Local Governments

CACI is a leader in the supply of automated information systems for state governments' management of vehicle registration, licensing and wheeled vehicle revenue support, and for local governments' management of false alarm billing systems and housing registration systems. The Company also offers its software and systems integration services to this market segment.

Major Corporations

CACI's commercial market base consists primarily of large corporations (nominally characterized as the "Fortune 1000"). This market is a primary target of the Company's proprietary software and database products in its marketing systems and simulation technology lines of business. The market for CACI's proprietary simulation products is worldwide.

Other Services

The Company operates a language training, translation and interpretation organization.

CACI also provides information about its products and services on its World Wide Web home page at <http://www.caci.com>.

CACI Employment and Benefits

CACI's business success is highly correlated with the Company's ability to recruit, train, promote, and retain exceptional people at all levels of the organization. The most valuable asset and resource the Company has is its people. The Company is in continuing competition for highly skilled professionals in virtually all its high technology areas.

For these reasons, the Company has endeavored to develop and maintain competitive salary structures, incentive compensation programs, fringe benefits, opportunities for growth, and individual recognition and award programs to highlight the Company's intense interest in the success of its people in their careers.

In order to compete effectively in attracting and retaining highly skilled personnel, the Company and its subsidiaries provide substantial benefits to their employees. These benefits vary among the Company's subsidiaries, but generally include paid vacations and holidays, medical, dental, disability and life insurance, incentive bonuses, tuition reimbursement for job-related education and training, and other benefits under retirement and stock purchase plans.

The Company recruits people from various populations, including experienced professionals, university graduates, trade and technical school graduates, seasoned technicians, and entry-level employees. The Company's employee profile includes a high-percentage of college graduates, many with masters and doctoral degrees. The Company seeks professionals with academically certified credentials in computer-based information sciences, systems engineering, telecommunications, management systems, market research, economics, environmental sciences, military sciences, law, and other scientific and research-oriented disciplines.

The Company has structured its promotion and advancement policies to meet the current market environment. Individuals advance in relation to their demonstrated abilities to perform their leadership skills or their managerial achievements.

CACI's advancement criteria incorporate specific requirements to demonstrate a "client-service orientation" and to work synergistically within the Company. This philosophy is consistent with CACI's current market, and is a catalyst for individuals to support Company objectives.

The Company also requires all of its employees, consultants, officers, and directors to subscribe annually to and affirm the Company's published Code of Ethics and Business Conduct Standards. The Company has published policies that set high standards for the conduct of its business.

Marketplace, Description and Significant Activities

CACI operates in an industry which includes many highly competitive firms. At the same time, CACI is one of the larger public corporations in

its segment of the IT services industry. Although the Company is a premier supplier of proprietary computer-based simulation technology products worldwide, and is a major supplier of proprietary marketing systems products in both the U.S. and the U.K., CACI is not primarily a software product developer-distributor (See discussion following on Patents, Trademarks, Trade Secrets and Licenses).

Competition for new contracts centers on reputation, responsiveness to proposal requests, price, and many other factors. Competition for software products and services focuses on reputation, applicability to client needs and quality of product support and maintenance services, among other elements.

The Company has established the capability to combine knowledge of client challenges with significant expertise in the design, development and implementation of advanced IT solutions. This capability provides CACI with important opportunities to support large equipment manufacturers with the systems integration and software services they frequently require to compete for multi-million dollar contracts issuing from the U.S. Government.

CACI has developed strategic business relationships with companies such as Microsoft, Sun Microsystems, ComputerVision, Intergraph, Ingram Micro, PKS, Viasoft, Computer Associates, AT&T Global Information Solutions, and Lotus Development Corporation. These businesses have perspectives and objectives compatible with those of the Company, and offer products and services that complement CACI's. The Company intends to continue development of these relationships wherever they support CACI's growth objectives. The Company also seeks to expand its commercial business through these relationships.

Marketing and new business development is conducted by all the officers and managers of the Company, including the Chief Executive Officer, executive officers, vice presidents, and division and department managers. CACI's proprietary software and data products are sold primarily by full-time salespeople. For its information systems and services markets, the Company employs several marketing professionals who support the Company's targeting of major contract opportunities, primarily in the U.S. Government market. The Company also has established agreements for the sale of certain third party products in specified domestic and international markets.

CACI competes with a substantial number of firms, some of which are larger in size and have greater financial resources than CACI. The Company obtains much of its business on the basis of proposals submitted in response to requests from potential and current customers, who may also request proposals from other firms. Additionally, the Company faces indirect competition from certain government agencies that perform services for themselves similar to those marketed by CACI. The Company knows of no single competitor that is dominant in its fields of technology. The Company has a relatively small share of the available worldwide market for its products and services and has a goal of achieving growth through increased market share.

CACI's sales of proprietary software and data products are generally effected by limited duration or perpetual licenses. The Company generally prices its products in catalog fashion and via the Internet. Often, product prices are determined by the target computer on which the product will run, by the number of users or by frequency of usage.

For CACI's information systems and professional services contracts, the Company submits bids for work and products to be delivered. Commercial bids are frequently negotiated as to terms and conditions for schedule, specification, delivery, and payment. CACI's contracts and subcontracts include a wide range of contractual types, including firm fixed-price, cost reimbursement, labor-hour-and-materials expense, and variants thereof, including fixed-unit price, performance, and delivery contracts.

Often, the form of contract and terms will be specified by the client. This is especially the case with government clients. In these situations, the Company may seek alternative arrangements or choose not to bid in those cases where the contracting arrangement appears to expose the company to inappropriate risk. By Company policy, fixed-price contracts require the approval of a senior officer of the Company, and review and release approval by the Chief Executive Officer.

At any one time, the Company may have several hundred separate contract obligations. In 1997, the ten top revenue-producing contracts accounted for 43% of CACI's revenues, or \$117 million. One contract for automated litigation support to the Civil Division of DoJ, accounted for 13.2% of total 1997 Company revenues.

In 1997, seventy-seven percent (77%) of CACI's revenues came from U.S. Government contracts, the remaining twenty-three percent (23%) coming from commercial contracts and proprietary products sales. Fifty-two percent (52%) of the Company's revenues came from DoD contracts, nineteen percent (19%) from contracts with DoJ, and six percent (6%) from other civilian agency government clients.

The Company is working to diversify its business portfolio. The Company nonetheless, will aggressively seek additional work from DoD. In 1997, the DoD revenues grew by 8% (\$10.7 million) primarily as a result of the September 1, 1995, acquisition of Automated Sciences Group, Inc. (ASG) and the October 1, 1996, acquisition of Sunset Resources, Inc. (SRI).

The Company believes it is the largest supplier of litigation support and related automation services to the U.S. Government. The Company intends to seek additional litigation support work from the U.S. Government and offers significant economies to the Government through its specialization in this field.

During the past fiscal year, the Company examined a number of acquisition opportunities. On October 1, 1996, CACI acquired the business and most of the assets of SRI for \$6.2 million. SRI has focused on logistics and engineering support services to the Air Force, and is an expert

in electronic data interchange. The acquisition of this business complements CACI's 30-year history of logistics and engineering support for DoD.

On January 3, 1997, CACI Limited acquired the business of Sales Performance Analysis Limited (SPA) for \$2.6 million. SPA develops and markets a range of specialized software and services that enable companies to make more effective use of their field forces through optimal configuration of sales and service territories.

On May 14, 1997, the Company acquired the Simulation Engineering Division of Statistica, Inc. for \$0.8 million. This business focuses on building training software and hardware for the U.S. military, and expands CACI's presence in DoD simulation activities.

Seasonal Nature of Business

The Company's business in general is not seasonal, although the summer and winter holiday seasons affect both sales and revenue of the Company because of their impact on the Company's labor sales and on product and service sales by the Company's European operations. Variations in the Company's business also may occur at the expiration of major contracts until such contracts are renewed or new contracts obtained.

Research and Development

During fiscal years 1997, 1996 and 1995, the Company spent \$1,307,000, \$833,000, and \$984,000 respectively for research and development on current and future products.

Environmental Protection Requirements

There has been no significant adverse impact on the Company's business as a result of laws that have been enacted for the protection of the environment.

Patents, Trademarks, Trade Secrets and Licenses

The Company believes that its business is dependent to a significant extent on its technical and organizational knowledge, practices and procedures, in some of which it claims proprietary interests.

CACI claims copyright, trademark and proprietary rights in each of its proprietary computer software and data products and documentation. The Company presently owns approximately 40 registered U.S. trademarks and service marks. All of the Company's registered U.S. trademarks and service marks may be renewed indefinitely. CACI also is a party to agreements which give it the right to distribute computer software and other products owned by other companies, and receive income therefrom.

CACI owns one U.S. patent. While the Company believes that its patent is valid, it does not consider that its business is dependent on patent protection in any material way.

The Company has developed and holds proprietary rights in a number of computer software packages, databases and methodologies, including, but not limited to: ACORN (SM), ADIIS (TM), C-GATE (TM)#, COMNET II.5 (R), COMNET III (TM), COMNET Baseline (TM), COMNET Predictor (TM), COMNET Profiler (TM), FAR-TRIEVE (R), InSite-USA (TM)#, L-NET (R)#, Legal Workbench (TM), Market*Master (TM), MODSIM II (R), MODSIM III (TM), NETOBJECT (TM), NETWORK II.5 (R), Perfect-Mail (R)#, QuickBid (R), QuickBid (R) Net, RENovate (SM), RESTORE 2000 (SM), SACONS (R), SACONS-FEDERAL (R), SIMANIMATION (R), SIMBASE (TM), SIMFACTORY (R) II.5, SIMFLOW (R), SIMGRAPHICS (R), SIMLAB (R), SIMOBJECT (R), SIMPROCESS (R)III, SIMSCENARIO (R), SIMSCRIPT II.5 (R), SIMSNIPS (R), SIMSTRUCTOR (R), SimTrainer (R), SIMVIDEO (TM), SITELINE (R), Site-America (TM)#, SITE-POTENTIAL (R)#, Site Reporter (TM) Sourcebook-America (TM)#, SUPERSITE (R), The Virtual Consultant (TM), VeriSpec (TM), and ZIP-DEMOGRAPHICS (R)#.

[# The marks above indicated with a terminal pound sign (#) contain a hyphen to represent the bullet point which is an integral component of each mark and which cannot be printed due to electronic transmission limitations.]

In addition, subsidiaries of the Registrant claim foreign copyright, trademark, and proprietary rights in computer software products and databases including, but not limited to: ACORN (R) (and the related Arts*ACORN (R), Change*ACORN (R), Custom*ACORN (R), Financial*ACORN (R), Holiday*ACORN (R), Household*ACORN (R), Investor*ACORN (R), Property*ACORN (R), Scottish*ACORN (R)), ACORN Lifestyles (R), ALEX (R), CACI MARKET MASTER (R), CACI National Mortgage Database (R), CACI Savings Market Database (R), Charity Focus (TM), FINPIN (R), GEO-MARKETING (R), GEOMATCH (R), GEOREAD (R), GEOTRIEVE (R), InSite (TM), Lifestyle*Plus (TM)(and the related Auto*Plus (TM), Fuel*Plus (TM), HouseAge*Plus (TM), and MailOrder*Plus (TM)), Listline (TM), MONICA (R), PayCheck (TM), PIN (R), PINPOINT (R), PINPOINT ADDRESS CODE (R), ScoreBoards

(TM), SITE (R), TOTEM (TM), and UpFront (R).

Some of the Registrant's subsidiaries are parties to agreements pursuant to which they may have the right to distribute computer software products owned by others and obtain income therefrom.

Backlog

The Company's backlog as of July 31, 1997 was \$1.0 billion, of which \$117 million was for orders believed to be firm. Total backlog as of July 31, 1996 was \$705 million, of which \$84 million represented firm orders. The source of backlog is primarily contracts with the U.S. Government. It is presently anticipated that all of the firm backlog will be filled during the fiscal year ending June 30, 1998.

Business Segments, Foreign Operations, and Major Customer

The business segment, foreign operations and major customer information provided in the Company's Consolidated Financial Statements contained in this Report are incorporated herein by reference. In particular, see Note 10, Segment Information, to the Notes to Consolidated Financial Statements. The following information is provided about the amounts of revenue attributable to firm fixed-price contracts (including proprietary software product sales), time-and-materials contracts, and cost reimbursable contracts of the Company during each of the last three fiscal years: (dollars in

thousands)				
Fiscal Year Ended June 30,	Firm Fixed-Price	Time-and- Materials	Cost Reimbursable	Total
-----	-----	-----	-----	-----
1997	\$67,627	\$122,987	\$82,370	\$272,984
1996	56,813	109,429	78,373	244,615
1995	62,607	106,869	63,488	232,964

ITEM 2. PROPERTIES

As of June 30, 1997, CACI leased office space at 55 locations containing an aggregate of approximately 650,000 square feet located in 21 states and the District of Columbia. In five countries outside the U.S., CACI leased seven offices containing about 26,500 square feet. CACI's leases expire primarily over the next five years. In most cases, CACI anticipates that leases will be renewed or replaced by other leases.

All of CACI's offices are in modern and well-maintained buildings. The facilities are substantially utilized and adequate for present operations.

As of June 30, 1997, CACI International Inc maintained its corporate headquarters in approximately 153,000 square feet of space at 1100 North Glebe Road, Arlington, Virginia. See Note 8, Commitments and Contingencies, to the Notes to Consolidated Financial Statements, for additional information regarding the Company's lease commitments. It is also included in the Company's 1997 Annual Report to the stockholders.

ITEM 3. LEGAL PROCEEDINGS

Ceridian Corporation v. CACI Systems Integration, Inc.

Reference is made to Part II, Item 1, Legal Proceedings, in the Registrant's Quarterly Report on Form 10-Q for the period ending March 31, 1997, for the most recently filed information concerning the suit filed on October 6, 1995 by Ceridian Corporation ("Ceridian") in the District Court for Hennepin County, Minnesota, against Registrant's wholly-owned subsidiary, CACI Systems Integration Inc. ("CACI"), alleging breach of contract, breach of warranty, and repudiation by CACI in connection with a contract for the development of a manufacturing system. In January 1996, CACI filed its answer and counterclaims, denying Ceridian's allegations and seeking damages from Ceridian for breach of contract, intentional and negligent misrepresentation, and tortious interference with contract.

Since the filing of the Registrant's report indicated above, the parties have continued discovery and begun processing discovery and dispositive motions.

CACI, INC.-FEDERAL v. Arizona Department of Transportation

Reference is made to Part II, Item 1, Legal Proceedings, in the Registrant's Quarterly Report on Form 10-Q for the period ending March 31, 1997, for the most recently filed information concerning the lawsuit filed on June 25, 1996, by CACI, INC.-FEDERAL ("CACI"), the Registrant's wholly-owned subsidiary, in Superior Court for Maricopa County, Arizona, against the Arizona Department of Transportation ("ADOT"). This suit seeks the following: (i) a declaratory judgment that the disputes procedure mandated by the Arizona Procurement Code is unconstitutional; (ii) a declaratory judgment that ADOT cannot assert claims against CACI under the mandated disputes procedure; (iii) a declaratory judgment that ADOT is not entitled to recover consequential damages in connection the dispute; (iv) \$2,938,990 plus interest in

breach of contract damages; (v) the return of CACI property seized by ADOT in connection with the termination of the contract; and (vi) lawyers fees.

Since the filing of Registrant's report indicated above, the status of the case has changed as follows. On May 13, 1997, ADOT filed its answer denying CACI's claims and asserting counterclaims seeking in excess of \$100 million against CACI, primarily in the form of consequential damages. CACI expects the case to be placed on the inactive calendar while initial fact disclosures and extended discovery are being completed. CACI anticipates that the case will be ready for reinstatement to the active calendar in approximately nine (9) months.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders during the fourth quarter of the Registrant's fiscal year ended June 30, 1997, through the solicitation of proxies or otherwise.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Registrant's Common Stock became publicly traded on June 2, 1986, replacing paired units of common stock of CACI, Inc. and beneficial interests in common shares of CACI N.V. which had been traded in the over-the-counter market.

From July 1, 1995, to June 30, 1997, common shares of the Registrant have been quoted on the Nasdaq National Market System. The range of high and low sales prices for each quarter during this period is included in Exhibit 13 to this Report. It is also included in the Company's 1997 Annual Report to the Shareholders.

The Registrant has never paid a cash dividend. The present policy of the Registrant is to retain earnings to provide funds for the operation and expansion of its business. The Registrant does not intend to pay any cash dividends at this time.

At August 15, 1997, the number of record shareholders of the Registrant's Common Stock was approximately 10,692,000.

ITEM 6. SELECTED FINANCIAL DATA

The information required by this Item is included in Exhibit 13 to this Report. It is also included in the Company's 1997 Annual Report to Shareholders.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations is included in Exhibit 13 to this Report. It is also included in the Company's 1997 Annual Report to Shareholders.

Forward Looking Statements

This filing may contain "forward-looking" statements, as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning expectations of the Company's future performance in terms of revenue and earnings. The Company cautions investors that there can be no assurance that actual results will not differ materially from those projected or suggested in such forward-looking statements. 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; individual business decisions of customers and clients; developments in technology; competitive factors and pricing pressures; acts of God; our ability to achieve the objectives of our business plans; and changes in government laws or regulations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item is included in Exhibit 13 to this Report. It is also included in the Company's 1997 Annual Report to Shareholders.

ITEM 9. DISAGREEMENTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company had no disagreements with its independent accountant on accounting principles, practices or financial statement disclosures.

PART III

The Information required by Items 10, 11, 12, and 13 of Part III of Form 10-K has been omitted in reliance on General Instruction G(3) and is incorporated herein by reference to the Company's definitive proxy statement to be filed with the SEC pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES, AND REPORTS ON FORM 8-K

(a) Documents filed as part of this Report:

1. Financial Statements. The following financial statements, together with the report of Deloitte and Touche LLP, is included in Exhibit 13 to this Report. It is also included in the Company's 1997 Annual Report to Shareholders.

A. Independent Auditors' Report

B. Consolidated Statement of Operations

C. Consolidated Balance Sheets

D. Consolidated Statement of Shareholders' Equity E. Consolidated Statement of Cash Flows

F. Notes to Consolidated Financial Statements G. Range of High and Low Stock Sales Prices

2. Financial Statement Schedules. The following additional financial data should be read in conjunction with the Consolidated Financial Statements in the Annual Report. Schedules other than those listed below have been omitted because they are inapplicable or are not required.

Statement regarding computation of per share earnings		Exhibit 11
Valuation and Qualifying Accounts	Schedule II to	Exhibit 13
Selected Financial Information		Exhibit 13
Management's Discussion and Analysis		Exhibit 13
Independent Auditors' Consent to incorporation of the financial information related to the Independent Auditors' Report by reference from the Annual Report to Shareholders		Exhibit 13
Independent Auditors' Consent to incorporation by reference of the financial information related to the Independent Auditors' Report to the Registration Statement dated January 24, 1997 of CACI International Inc on Form S-8		Exhibit 13
Independent Auditors' Report on Consolidated Financial Statement Schedule		Exhibit 13

(a)(3) Exhibits (listed by numbers corresponding to the exhibit table of Item 601 regulation S-K).

(3) Articles of Incorporation and By-laws:

3.1 Certificate of Incorporation of the Registrant, as amended to date.

3.2 By-laws of the Registrant, as amended to date.

(4) Instruments Defining the Rights of Security Holders:

4.1 Clause FOURTH of the Registrant's Certificate of Incorporation, incorporated above as Exhibit 3.1.

(10) Material Contracts:

10.1 The 1986 Employee Stock Incentive Plan of the Registrant is incorporated by reference to the Registration Statement on Form S-8 filed with the Commission on October 13, 1987 (File No. 33-17864).

10.2 Employment Agreement between the Registrant and Dr. J. P. London dated August 17, 1995, is incorporated by reference from Exhibit 10.3 of the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 1995.

10.3 Form of Stock Option Agreement between the Registrant and certain employees is incorporated by reference from Exhibit 10.6 of the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 1991.

10.4 The Stock Purchase Agreement dated September 1, 1995, between the Registrant, CACI, Inc., Automated Sciences Group, Inc., and Conrad Hipkins, is incorporated by reference from Exhibit 10.5 of the Registrant's Annual Report of Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 1996.

10.5 The Acquisition and Merger Agreement dated December 21, 1995, between the Registrant, IMS Technologies, Inc., and certain other

parties, is incorporated by reference from Exhibit 10.6 of the Registrant's Annual Report of Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 1996.

10.6 The Revolving Credit Agreement dated July 26, 1996, between the Registrant, NationsBank, N.A., and certain other parties, is incorporated by reference from Exhibit 10.7 of the Registrant's Annual Report of Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended June 30, 1996.

10.7 The 1996 Stock Incentive Plan of the Registrant is incorporated by reference to the Registration Statement on Form S-8 filed with the Commission on January 24, 1997.

(11) Computation of Earnings per Common and Common Equivalent Share.

(13) 1997 Annual Report to Shareholders, financial portions of which have been incorporated by reference into this Form 10-K.

(21) The significant subsidiaries of the Registrant, as defined in Section 1-02(w) of regulation S-X, are:

CACI, Inc., a Delaware Corporation

CACI, INC.-FEDERAL, a Delaware Corporation CACI, INC.-COMMERCIAL, a Delaware Corporation CACI Products Company, a Delaware Corporation American Legal Services Corp., a Delaware Corporation CACI Field Services, Inc., a Delaware Corporation CACI N.V., a Netherlands Corporation CACI Limited, a U.K. Corporation

Automated Sciences Group, Inc., a Delaware Corporation IMS Technologies, Inc., a Delaware Corporation

(27) Financial Data Schedule

(b) - The Registrant filed a Current Report on 8-K on October 9, 1996, in which the Registrant reported that it had acquired the business and most of the assets of Sunset Resources, Inc.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on the 8th day of September, 1997.

CACI International Inc

By _____ /s/ _____
J. P. London
Chairman of the Board and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in capacities and on the dates indicated.

Signature	Title	Date
-----	-----	----
 /s/ ----- J. P. London	 Chairman of the Board, President and Director (Principal Executive Officer)	 September 8, 1997 -----
 /s/ ----- James P. Allen	 Executive Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	 September 8, 1997 -----
 /s/ ----- Richard L. Leatherwood	 Director	 September 8, 1997 -----
 /s/ ----- Alan S. Parsow	 Director	 September 8, 1997 -----
 /s/ ----- Larry L. Pfirman	 Director	 September 8, 1997 -----
 /s/ ----- Warren R. Phillips	 Director	 September 8, 1997 -----
 /s/ ----- Charles P. Revoile	 Director	 September 8, 1997 -----
 /s/ ----- William B. Snyder	 Director	 September 8, 1997 -----
 /s/ ----- Richard P. Sullivan	 Director	 September 8, 1997 -----
 /s/ ----- John M. Toups	 Director	 September 8, 1997 -----

EXHIBIT 3.1

CERTIFICATE OF INCORPORATION

of
CACI International Inc <FN1>

THE UNDERSIGNED INCORPORATOR(S), in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is CACI International Inc <FN1>

SECOND: The registered office of the corporation is to be located at 306 South State Street, in the City of Dover in the County of Kent, in the State of Delaware, 19901. The name of its registered agent at the address is the United States Corporation Company.

THIRD: The objects and purposes of the corporation are to engage in any lawful business and activity for which a corporation may be organized under the General Corporation Law of Delaware, including:

The corporation shall have the power to do any and all acts and things necessary or useful to its business and purposes, and shall have the general, specific and incidental powers and privileges granted to it by statute, including:

To enter into and perform contracts; to acquire and exploit patents, trademarks, rights of all kinds and related and other interests; to acquire, use, deal in and with, encumber and dispose of real and personal property without limitation including obligations and/or securities; to borrow and lend money for its corporate purposes; to invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds loaned or invested, or otherwise; to vary any investment or employment of capital of the corporation from time to time; to create and/or participate with other corporations and entities for the performance of all undertakings, as partner, joint venturer, or otherwise, and to share or delegate control therewith or thereto.

To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive or commission plans, trust and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries; and to provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of a stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

To invest in and merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other securities; and while owner of any such stock, bonds or other securities to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; and to guarantee the indebtedness of others and the payment of dividends upon any stock, the principal or interest or both of any bonds or other securities, and the performance of any contracts.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, partnerships or individuals, and to do every other act and thing incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, to the extent permitted by the laws of Delaware under which this corporation is organized, and to do all such acts and things and conduct business and have one or more offices and exercise its corporate powers in any and all places, without limitation.

FOURTH: <FN2> The total number of shares of all classes which the corporation shall have the authority to issue is Ninety Million (90,000,000), consisting of Forty Million (40,000,000) shares of Class A Common Stock of the par value of \$0.10 per share (hereinafter called "Class A Common Stock"), Forty Million (40,000,000) shares of Class B Common Stock of the par value of \$0.10 per share (hereinafter called "Class B Common Stock"), and Ten Million (10,000,000) shares of preferred stock (hereinafter called "Preferred Stock") of the par value of \$0.10 per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

- (c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (d) Whether that series shall have conversion privileges, and, if the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;
- (h) Any other relative rights, preferences and limitations of that series.

Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the common shares with respect to the same dividend period.

If upon voluntary or involuntary liquidation, dissolution or winding up of the corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

The powers, preferences and rights, and the qualifications, limitation and restrictions thereof, of each class of common stock, are as follows:

1. Voting

(a) While any shares of Class B Common Stock are issued and outstanding, and subject to the provisions of the following paragraph (b), at every meeting of the stockholders every holder of Class A Common Stock shall be entitled to one (1) vote in person or by proxy for each share of Class A Common Stock standing in his name on the stock transfer records of the corporation, and every holder of Class B Common Stock shall be entitled to ten (10) votes in person or by proxy for each share of Class B Common Stock standing in his name on the stock transfer records of the corporation, provided that at every meeting of the stockholders called for the election of directors the holders of Class A Common Stock, voting separately as a class, shall be entitled to elect one-quarter (1/4) of the number of directors to be elected at such meeting. If one-quarter (1/4) of such number of directors is not a whole number, then the holders of Class A Common Stock, voting separately as a class, shall be entitled to elect the next higher whole number of directors to be elected at such meeting. The holders of Class B Common Stock voting as a class shall be entitled to elect the remaining number of directors constituting the full board. Directors elected by the holders of a Class of Common Stock, voting separately as a class, may be removed, with or without cause, only by a vote of the holders of a majority of the shares of such Class of Common Stock then outstanding, voting separately as a class. If, during the interval between annual meetings of stockholders for the election of directors, the number of directors who have been elected by the holders of either Class of Common Stock voting separately as a class shall, by reason of resignation, death or removal, be reduced, the vacancy or vacancies in the directors elected by the holders of such Class of Common Stock voting separately as a class shall be filled by a majority vote of the remaining directors representing such Class then in office, even if less than a quorum, and if not so filled within forty (40) days after the creation of such vacancy or vacancies, the Secretary of the corporation shall call a special meeting of the holders of such Class of Common Stock and such vacancy or vacancies shall be filled at such special meeting. Any director elected to fill any such vacancy by the remaining directors then in office may be removed from office by vote of the holders of a majority of the shares of the represented Class of Common Stock then outstanding, voting separately as a class.

(b) If, while any shares of Class B Common Stock are issued and outstanding, Herbert W. Karr shall cease to be a holder of Class B Common Stock, or if any "Conversion Event", as defined in subparagraph (c) of paragraph 4 below, shall occur as to Herbert W. Karr, then and in any such event (a "Change-over Event"), the number of directors which may be elected by each Class of Common Stock shall be adjusted as follows:

(i) Prior to the first annual meeting of stockholders following the first anniversary of the Changeover Event (the "Second Annual Meeting"), the holders of Class A Common Stock and Class B Common Stock shall be entitled to elect directors as provided in the preceding paragraph (a).

(ii) Commencing with the Second Annual Meeting, and prior to the annual meeting following the second anniversary of the Change-over Event (the "Third Annual Meeting"), the holders of Class B Common Stock shall be entitled to elect the largest whole number of directors which is equal to or less than five-eighths (5/8) of the full Board, and the holders of Class A Common Stock shall be entitled to elect the remaining directors.

(iii) Commencing with the Third Annual Meeting, and prior to the Conversion Date (defined hereinafter), the holders of Class B Common Stock shall be entitled to elect the largest whole number of directors which is equal to or less than one-half (1/2) of the full Board, and the

holders of Class A Common Stock shall be entitled to elect the remaining directors.

(iv) At the close of business on the date (the "Conversion Date") that is sixty-one (61) days prior to the date on which the annual meeting following the third anniversary of the Changeover Event would be held in accordance with the certificate of incorporation and the by-laws of the corporation, all issued and outstanding shares of Class B Common Stock, and all shares of Class B Common Stock held in treasury, shall be deemed to be converted into an equal number of shares of Class A Common Stock, immediately and without further action; and thereafter no share of Class B Common Stock shall be issued. Commencing on the Conversion Date and continuing thereafter, the holders of Class A Common Stock shall be entitled to elect all the directors of the corporation as provided in subparagraph (d) of this paragraph 1.

(c) At any time when the number of issued and outstanding shares of Class A Common Stock is less than 10% of the aggregate number of issued and outstanding shares of Common Stock of both Class A and Class B, then the provisions of the preceding paragraphs (a) and (b) shall not be applicable to the election of directors, and all holders of Common Stock of Class A and Class B shall be entitled to vote as a single class for the election of directors, with each share of Common Stock of either class having one (1) vote. Directors elected by the holders of both Classes of Common Stock may be removed, with or without cause, only by a vote of the holders of a majority of both Classes of Common Stock voting together as a single class.

(d) If and whenever there are no shares of Class B Common Stock issued and outstanding, every holder of Class A Common Stock shall be entitled to one (1) vote on all matters, including the election of directors, for each share of Class A Common stock standing in his name on the stock transfer records of the corporation.

(e) Every reference in this certificate of incorporation to a majority or other proportion of shares of stock shall refer to such majority or other proportion of the votes of such shares of stock of any applicable class.

2. Dividends

(a) No cash dividend shall be declared or paid with respect to shares of Class B Common Stock unless a cash dividend with respect to Class A Common Stock, equal in amount per share to one hundred ten per cent (110%) of the amount per share declared with respect to the Class B Common Stock, is declared and paid for the same dividend period.

(b) In the event of any stock split, stock dividend or similar adjustment to either Class of Common Stock, the voting rights and dividend preferences of such Class shall be proportionately adjusted to maintain the voting rights and dividend rights of the two Classes of Common Stock in the same proportions as they existed immediately prior to said adjustment; provided, no such proportionate adjustment shall be made on account of the 30% stock dividend (the "Exchange Offer Dividend") described in the Form S-4 registration statement of the corporation filed with the Securities and Exchange Commission in October 1985.

(c) In the event of any stock split, stock dividend (other than the Exchange Offer Dividend) or similar adjustment to either Class of Common Stock, the Offer Price (as defined in subparagraph (b) of paragraph 4) and the conversion ratio for the conversion of Class B Common Stock into Class A Common Stock shall be equitably adjusted by the Board of Directors.

3. Restrictions on Transfer

(a) No person holding shares of Class B Common Stock (hereinafter called a "Class B Holder") may transfer, and the corporation shall not register the transfer of such shares of Class B Common Stock, whether by sale, assignment, gift, bequest, appointment or otherwise, except to a Permitted Transferee of such Class B Holder, which term shall have the following meanings:

(i) Except as provided in the following clause (ii), "Permitted Transferee" shall mean only a person who, immediately before the registration of any such Transfer, is a holder of record of one or more shares of Class B Common Stock.

(ii) With respect to shares of Class B Common Stock which are the subject of the Shareholders' Agreement dated as of December 1, 1985 among the corporation, Herbert W. Karr ("Karr"), J.P. London ("London"), and certain other holders of Class B Common Stock (the "Shareholders' Agreement"), "Permitted Transferee" shall mean a person to whom, in the opinion of counsel to the corporation, shares of Class B Common Stock may be transferred in conformity with the provisions of the Shareholders' Agreement.

(b) Notwithstanding anything to the contrary set forth herein, any Class B Holder may pledge such Holder's shares of Class B Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares shall not be transferred to or registered in the name of the pledgee and shall remain subject to the provisions of this paragraph 3. In the event of foreclosure or other similar action by the pledgee, or the transfer, pursuant to an attachment, lien or similar process, of Class B Common Stock to a bona fide creditor of any Class B Holder in satisfaction of an obligation owed to said creditor, such shares of Class B Common Stock must, as soon as reasonably practicable, be either (i) transferred to a Permitted Transferee of the pledgor or creditor or (ii) converted into shares of Class A Common Stock, as the pledgee or creditor may elect, in accordance with the restrictions on transfer and conversion as stated herein.

(c) Any purported transfer of shares of Class B Common Stock not permitted hereunder shall be void and of no effect, and the purported transferee shall have no rights as a stockholder of the corporation and no other rights against or with respect to the corporation. The corporation

may, as a condition to the transfer or the registration of transfer of shares of Class B Common Stock to a purported Permitted Transferee, require the furnishing of such affidavits or other proof as it deems necessary to establish that such transferee is a Permitted Transferee. The corporation may note on the certificates for shares of Class B Common Stock the restrictions on transfer and registration of transfer set forth in this paragraph 3.

4. Conversion of Class B to Class A

(a) Each share of Class B Common Stock may at any time be converted into one (1) fully paid and nonassessable share of Class A Common Stock subject to the provisions of this paragraph 4. Such right shall be exercised by the surrender to the corporation of the certificate representing such share of Class B Common Stock to be converted, at any time during normal business hours at the principal executive offices of the corporation, or if an agent for the registration of transfer of shares of Class B Common Stock is then duly appointed and acting (said agent being hereinafter called the "Transfer Agent") then at the office of the Transfer Agent, accompanied by (i) a written notice of the election by the holder thereof to convert, (ii) evidence satisfactory to the corporation's counsel of compliance with the provisions of the following paragraph (b), and (iii) (if so required by the corporation or the Transfer Agent) instruments of transfer in form satisfactory to the corporation and to the Transfer Agent, duly executed by such holder or his duly authorized attorney, and transfer tax stamps or funds therefor, if required pursuant to subparagraph (i) below.

(b) No share of Class B Common Stock shall be converted to Class A Common Stock unless the holder thereof has first offered to sell that share to the other Class B Holders and to the corporation, as follows:

(i) The Class B Holder wishing to convert (the "Converting Holder") shall give to the Secretary of the corporation a written notice (the "Notice") to that effect, which Notice shall be deemed to constitute an offer to sell, to the Offerees, at the Offer Price and upon the terms and conditions hereinafter set forth, the Class B shares that the Converting Holder proposes to convert (the "Offered Shares"). As promptly as practicable after the date on which he receives the Notice (the "Date of Receipt"), and in any event not more than five (5) days after the Date of Receipt, the Secretary shall (x) establish a record date not more than sixty

(60) days prior to the Date of Receipt for purposes of determining the record holders of Class B Common Stock entitled to purchase their pro rata portion of the Offered Shares (the "Offerers"), and

(y) give written notice simultaneously to all Offerees, informing each Offeree of the Converting Holder's offer to sell to that Offeree a pro rata portion of the Offered Shares, at an "Offer Price" per share equal to the mean between the high and low prices (or, if applicable, the mean between the closing bid and asked prices) for Class A Common Stock, as reported by NASDAQ or by any national securities exchange on which the Class A Common Stock is listed, on the business day immediately preceding the Date of Receipt. Simultaneous notice shall be deemed to have been given to all Offerees on the date (the "Offer Date") on which the Secretary sends to all Offerees, by delivery in hand or by deposit in the United States mail, registered or certified and postage prepaid, addressed to each Offeree at that Offeree's address appearing in the corporation's stock records as of the applicable record date, written notice as aforesaid. For purposes of this paragraph (b), the pro rata portion of Offered Shares to be offered to each Offeree shall be determined by the proportion that the amount of shares held of record by that Offeree as of the applicable record date bears to the aggregate amount of shares held of record by all Offerees as of that record date; provided, that the Secretary may apply rounding to avoid offering fractional shares.

(ii) Each Offeree may elect to purchase any or all of the shares offered to him by giving written notice thereof to the Secretary and the Converting Holder within fifteen (15) days after the Offer Date. Any shares so purchased shall be delivered against tender of the Offer Price in cash, certified or bank check, or wire transfer within seven (7) days after the giving of notice by the Offeree.

(iii) Commencing on the sixteenth (16th) day after the Offer Date, and continuing for fifteen (15) days until and including the thirtieth day after the Offer Date, the Notice given by the Converting Holder pursuant to the preceding clause (i) shall be deemed to constitute an offer to sell to the corporation at the Offer Price any and all of the Offered Shares that have been offered to but not accepted by the Offerees. The corporation may elect to purchase any or all of the Offered Shares within the fifteen (15) days described in the immediately preceding sentence.

(iv) Any shares of Class B Common Stock which have been offered to and have not been purchased by the Offerees and the Company, as provided in the preceding clauses (i)-(iii), shall be converted to shares of Class A Common Stock.

(c) Except as provided in clause (ii) of this paragraph (c), upon the occurrence of a Conversion Event, as defined in clause (i) of this paragraph (c), any and all shares of Class B Common Stock held by the shareholder as to whom the Conversion Event occurs shall be converted immediately and without further action into an equal number of shares of Class A Common Stock. Thereafter, any outstanding certificate representing any shares of Class B Common Stock so converted shall represent the corresponding shares of Class A Common Stock; and any holder of any such certificate shall be entitled to surrender it for issue of a certificate or certificates for shares of Class A Common Stock as provided in subparagraph (f) of this paragraph 4.

(i) A "Conversion Event" shall mean, as to any holder of Class B Common Stock, his death, or his permanent mental incapacity, or his being adjudged bankrupt, or the appointment of any receiver, agent, or other custodian of all or any part of his property that may include Class B Common Stock under any insolvency or similar law of any jurisdiction.

(ii) A Conversion Event shall not result in automatic conversion of any shares under this paragraph (c) if, before the occurrence of the Conversion Event, the affected shareholder had entered into a binding agreement to sell those shares (including a binding option to sell) to any Permitted Transferee, as defined in paragraph 3 of this Article FOURTH; provided, however, that if the sale is not consummated within sixty (60) days after the Conversion Event, then the shares shall be automatically converted as provided in this paragraph (c).

(d) If and whenever the aggregate amount of shares of Class B Common Stock held of record by Karr and London, plus the number of shares of Class B Common Stock which Karr or London has a present or future right to acquire pursuant to a binding agreement, is less than twenty-five percent (25%) of the total amount of issued and outstanding Class B Common Stock, plus the number of shares of Class B Common Stock which Karr or London has a present or future right to acquire pursuant to a binding agreement, then all issued and outstanding shares of Class B Common Stock, and all shares of Class B Common Stock held in treasury, shall be deemed to be converted into an equal number of shares of Class A Common Stock, immediately and without further action; and thereafter no share of Class B Common Stock shall be issued.

(e) The Board of Directors may at any time declare that each issued and outstanding share of Class B Common Stock is converted into 1.3 shares of Class A Common Stock, immediately and without further action, if the Board determines that such action is in the best interest of the stockholders generally. Without limiting the generality of the foregoing, the Board may do so if it determines that the existence of classes of shares with unequal voting power substantially impairs the maintenance of a public market for shares of Class A Common Stock. The Board may make reasonable provision to avoid conversion into fractional shares, including without limitation provision for rounding of conversion amounts, or for payment of cash in lieu of fractional shares.

(f) As promptly as practicable after the surrender for conversion of a certificate representing shares of Class B Common Stock, the corporation will deliver or cause to be delivered at the office of the Transfer Agent to or upon the written order of the holder of such certificate, a certificate or certificates representing the number of full shares of Class A Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Class B Common Stock, and all rights of the holder of such shares as such holder shall cease at such time and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock at such time; provided, however, that any such surrender and payment on any date when the stock transfer books of the corporation shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class A Common Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

(g) No adjustments in respect of dividends shall be made upon the conversion of any share of Class B Common Stock; provided, however, that if a share shall be converted subsequent to the record date for the payment of a dividend or other distribution on shares of Class B Common Stock but prior to such payment, the registered holder of such share at the close of business on such record date shall be entitled to receive the dividend or other distribution payable on such share on the payment date notwithstanding the conversion thereof or the corporation's default in payment of the dividend due on the payment date.

(h) The corporation covenants that it will at all times reserve and keep available, solely for the purpose of issue upon conversion of the outstanding shares of Class B Common Stock, such number of shares of Class A Common Stock as shall be issuable upon the conversion of all such outstanding shares; provided, that nothing contained herein shall be construed to preclude the corporation from satisfying its obligations in respect of the conversion of the outstanding shares of Class B Common Stock by delivery of purchased shares of Class A Common Stock which are held in the treasury of the corporation. The corporation covenants that if any shares of Class A Common Stock, required to be reserved for purposes of conversion hereunder, require registration with or approval of any governmental authority under any federal or state law before such shares of Common Stock may be issued upon conversion the corporation will cause such shares to be duly registered or approved, as the case may be. The corporation will endeavor to list the shares of Class A Common Stock required to be delivered upon conversion prior to such delivery upon each national securities exchange, if any, upon which the outstanding Class A Common Stock is listed at the time of such delivery. The corporation covenants that all shares of Class A Common Stock which shall be issued upon conversion of the shares of Class B Common Stock will, upon issue, be fully paid and nonassessable and not subject to any preemptive rights.

(i) The issuance of certificates for shares of Class A Common Stock upon conversion of shares of Class B Common Stock, shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Class B Common Stock converted, the person or persons requesting the issuance thereof shall pay to the corporation the any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the corporation that such tax has been paid.

5. Further Issue

(a) Except as otherwise provided in this paragraph 5, the directors may at any time and from time to time issue shares of authorized and unissued Class A Common Stock and Class B Common Stock upon such terms and for such lawful consideration as they may determine.

(b) If any Change-over Event (as defined in subparagraph (b) of paragraph 1 above) shall occur, then and thereafter no share of Class B Common Stock shall be issued except pursuant to the conversion or exercise, as the case may be, of convertible securities, options, warrants or other rights to acquire such shares that were outstanding or in existence on the date of the Change-over Event.

(c) After the completion of the contemplated exchange offer described in the Form S-4 registration statement of the corporation filed with the Securities and Exchange Commission in October 1985, no share of authorized and unissued Class B Common Stock, no security convertible into or exchangeable for shares of Class B Common Stock, and no option, warrant or other right to subscribe for, purchase or otherwise acquire shares of Class B Common Stock shall be issued except with the approval of the holders of a majority of the issued and outstanding shares of Class B Common Stock, voting as a class. The issuance of Class B Common Stock pursuant to the conversion or exercise of convertible securities, options, warrants or other rights previously approved in accordance with the preceding sentence shall not require additional approval

at the time of such conversion or exercise.

(d) After the completion of the contemplated exchange offer described in the Form S-4 registration statement of the corporation filed with the Securities and Exchange Commission in October 1985, no more than five million (5,000,000) shares of authorized and unissued Class B Common Stock shall be issued except with the approval of the holders of a majority of the issued and outstanding shares of Class A Common Stock, voting as a class; provided, however, that the following shares of Class B Common Stock shall not be included in the limitation provided in this paragraph (d):

(i) previously issued and reacquired shares sold by the Company from treasury shares;

(ii) shares issued and sold in exchange for a like number of shares of Class A Common Stock or issued and sold for a consideration per share not less than the fair market value of Class A Common Stock, determined as the mean between the high and low prices (or, if applicable, the mean between the closing bid and asked prices) for Class A Common Stock, as reported by NASDAQ or by any national securities exchange on which Class A Common Stock is listed, on the business day of the issuance;

(iii) shares issued in connection with a stock split, stock dividend, or other similar pro rata distribution made on substantially equivalent terms to holders of Class A Common Stock and holders of Class B Common Stock; and

(iv) shares issued pursuant to the terms of an employee stock incentive plan or similar employee benefit plan of the corporation.

6. No Preemptive Rights. No stockholder of the corporation shall be entitled as of right to subscribe for, purchase, or take any part of any new or additional issue of stock of any class.

7. Liquidation. Except as otherwise provided in this Article FOURTH, shares of Common Stock of Class A and Class B shall be equal in right. Without limiting the generality of the foregoing, all shares of Common Stock of Class A and Class B shall be entitled to share equally and ratably in the proceeds of any liquidation of the corporation.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and they shall not be personally liable for the payment of the corporation's debts except as they may be liable by reason of their own conduct or acts.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders.

(1) The number of directors comprising the Board of Directors of the corporation shall be such as from time to time shall be fixed by or in the manner provided in the by-laws, but shall not be less than five (5). Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have the power, unless and to the extent that the Board may from time to time by Resolution relinquish or modify the power, without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to, or repeal the by-laws of the corporation, except any by-law which pursuant to law or the by-laws of the corporation is required to be adopted, amended or repealed by the stockholders; to fix and vary the amount of capital of the corporation to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payments of dividends, and

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger) or any of them shall be open to the inspection of the stockholders.

(3) The Board of Directors in its discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the corporation and upon all stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) No contract or transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the board of committee thereon which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if the contract or transaction is fair as to the corporation and/or if the material facts relating thereto are disclosed to and/or known by the directors and/or stockholders and/or approved thereby, pursuant to Section 144 of Title 8 of the Delaware Code.

(5) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the Board which would have been valid if such by-law had not been made.

3/ (6) No director of the Board of Directors of the corporation shall be held liable for the monetary damages for breach of fiduciary duty while acting as a director on behalf of the corporation, except for:

1. Breach of the director's duty of loyalty to the corporation or its stockholders;
2. Acts or omissions not committed in good faith;
3. Acts or omissions which involve intentional misconduct or a knowing violation of law;
4. Acts taken in violation of Section 174 of Title 8, Delaware Code, as amended from time to time (dealing with the distribution of dividends and stock repurchases); or
5. Transactions from which the director derived an improper personal benefit.

<FN3> EIGHTH: The corporation may, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify or advance the expenses of all persons whom it may indemnify or for whom it may advance expenses.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

ELEVENTH: The name(s) and addresses of the incorporator(s) are as follows:

Charles P. Revoile 1815 North Fort Myer Drive Arlington, Virginia 22209

The powers of the incorporators shall terminate upon filing the certificate of incorporation, and the name and address of each person who is to serve as a director until the first annual meeting of stockholders or until his or their successors are elected and qualify, shall be as follows:

Joseph S. Annino	1815 North Fort Myer Drive Arlington, Virginia 22209
J. H. Berkson	1815 North Fort Myer Drive Arlington, Virginia 22209
Herbert W. Karr	1815 North Fort Myer Drive Arlington, Virginia 22209
J. P. London	1815 North Fort Myer Drive Arlington, Virginia 22209
Robert F. McIntosh	1815 North Fort Myer Drive Arlington, Virginia 22209
Warren R. Phillips	1815 North Fort Myer Drive Arlington, Virginia 22209
John DeNigris	1815 North Fort Myer Drive Arlington, Virginia 22209

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 3rd day of October, 1985.

/s/ (L.S.)

Charles P. Revoile

<FN1> Name changed from CACI Worldwide, Inc. to CACI, Inc. by Amendment to the Certificate of Incorporation dated June 2, 1986; and from CACI, Inc. to CACI International Inc by Amendment to the Certificate of Incorporation dated December 23, 1986.

<FN2> Article FOURTH amended December 23, 1986.

<FN3> Article SEVENTH (6) and Article EIGHTH amended December 23, 1986.

EXHIBIT 3.2

Revised as of December 17, 1993

BY-LAWS
of
CACI International Inc
(A Delaware Corporation)

ARTICLE I. OFFICES

Section 1. PRINCIPAL OFFICE

The principal office for the transaction of business of the Corporation is hereby fixed and located at 1100 North Glebe Road, County of Arlington, Commonwealth of Virginia. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said County.

Section 2. OTHER OFFICES

Branch of subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II. MEETING OF SHAREHOLDERS

Section 1. PLACE OF MEETINGS

All annual and other meetings of shareholders shall be held either at the principal office of the Corporation or at any other place which may be designated either by the Board of Directors pursuant to authority hereafter granted to said Board, or by written consent of all shareholders entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2. ANNUAL MEETING

The annual meetings of the shareholders shall be held on the third Friday of October of each year, at 9:00 o'clock a.m. or at such other date and time, not inconsistent with Delaware law, as may be approved by the Board of Directors; provided, however, should said day fall upon a legal holiday, then such annual meeting of shareholders shall be held at the same time and place on the next day thereafter which is not a legal holiday.

Written notice of each annual meeting shall be given to each shareholder entitled to vote thereat, either personally or by mail or other means of written communication, charges prepaid, addressed to such shareholder at his or her address appearing on the books of the Corporation or given by him or her to the Corporation for the purpose of notice. If a shareholder gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to such shareholder entitled thereto, not less than twenty (20) days nor more than sixty (60) days before such annual meeting, and shall specify the place, day, and hour of such meeting, and shall also state the general nature of the business or proposal to be considered or acted upon at such meeting before action may be taken at such meeting on:

- (a) A proposal to sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of the property or assets of the Corporation, except under Section 272 of the Delaware General Corporation Law, and except for a transfer to a wholly-owned subsidiary;
- (b) A proposal to merge or consolidate with another corporation, domestic or foreign;
- (c) A proposal to reduce the stated capital of the Corporation;
- (d) A proposal to amend the Articles of Incorporation;
- (e) A proposal to wind up and dissolve the Corporation; and
- (f) A proposal to adopt a plan of distribution of shares, securities, or any consideration other than money in the process of winding up.

Advance Notice of Stockholder Proposed Business at Annual Meeting:

At an Annual Meeting of the Shareholders, only such business shall be conducted as shall have been properly brought before the meeting:

(a) As specified in the notice of the meeting (or any supplement thereto);

(b) By, or at the direction of, the Board of Directors; or

(c) Otherwise properly brought before the meeting by a stockholder.

In addition to any other applicable requirements, for business to be properly brought before an Annual Meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the offices of the Secretary of the Corporation, not less than sixty (60) days prior to the first anniversary of the date of the last Annual Meeting of stockholders of the Corporation. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder purposes to bring before the Annual Meeting (i) a brief description of the business desired to be brought before the Annual Meeting and reasons for conducting such business at the Annual Meeting; (ii) the name and record address of the stockholder proposing such business; (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder; and (iv) any material interest of the stockholder in such business.

Notwithstanding anything in the By-laws to the contrary, no business shall be conducted at the Annual Meeting except in accordance with the procedures set forth in this section, provided, however, that nothing in this section shall be deemed to preclude discussion by any stockholder of any business properly brought before the Annual Meeting in accordance with said procedure.

The Chairman of the Annual Meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this section, and if he should so determine, he shall so declare to the meeting that any such business not properly brought before the meeting shall not be transacted.

Section 3. SPECIAL MEETINGS

Special Meetings of the shareholders, for any propose or purposes whatsoever, may be called any time by the Chairman of the Board, the President, or by the Board of Directors. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of shareholders.

Notices of any special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 4. ADJOURNED MEETINGS AND NOTICE THEREOF

Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by vote of a majority of the shares, the holders of which are either present in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting.

When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. In all other instances of adjournment, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5. ENTRY OF NOTICE

Whenever any shareholder entitled to vote has been absent from any meeting or shareholders, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be sufficient evidence that due notice of such meeting was given to such shareholder, as required by the law and the By-laws of the Corporation.

Section 6. VOTING

At all meetings of shareholders, every shareholder entitled to vote shall have the right to vote in person or by proxy the number of shares standing in his or her name on the stock records of the Corporation. Such vote may be given viva voce or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a shareholder at any election and before the voting begins.

Section 7. QUORUM.

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. When a quorum is present at any meeting, a majority in interest of the stock represented thereat shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, the Articles of Incorporation, or these By-laws, a larger or different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 8. CONSENT OF ABSENTEES

The proceedings and transactions of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the shareholders entitled to vote, not present in person or by proxy, sign a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made apart of the minutes of the meeting.

Section 9. ACTION WITHOUT MEETING

Any action, which under the provisions of Section 228 of the Delaware General Corporation Law may be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at any meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation.

Section 10. PROXIES

Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation; provided, that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the shareholder executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

ARTICLE III. DIRECTORS

Section 1. POWERS

Subject to limitations of the Articles of Incorporation, of the By-laws, and particularly Article II, Section 6 of these By-laws, and Section 141 of the Delaware General Corporation Law as to action to be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the By-laws, all corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First: To select and remove all other officers, agent, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or by By-laws, fix their compensation, and require from them security for faithful service.

Second: To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or the By-laws, as they may deem best.

Third: To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Article I, Section 1 hereof; to fix and locate from time to time, one or more branch or subsidiary offices of the Corporation within or without the State of Delaware as provided in Article I, Section 2 hereof; to designate any place within or without the State of Delaware for the holding of any shareholders' meetings; and to adopt, make, and use a corporate seal, and to prescribe the form of certificates of stock, and to alter the form of such seal and of such stock certificates from time to time, as in their judgment they may deem best; provided, such seal and such certificates shall at all times comply with the provisions of the law.

Fourth: To authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful, in consideration of money paid, labor done, or services actually rendered, debts or securities canceled, or tangible or intangible property actually received, or in case of shares issued as a dividend, against amounts transferred from surplus to stated capital.

Fifth: To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefore.

Sixth: To appoint an executive committee and other committees, and to delegate to the executive committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to declare dividends and to adopt, amend, or repeal By-laws. The executive committee shall be composed of two or more directors.

Seventh: To impose such restriction(s) on the transfer of the stock of the Corporation, specifically including by way of illustration only, and not of limitation, e.g., the requirement that such stock not be transferable on the books of the Corporation except with a simultaneous transfer of the stock of any other corporation(s), as is or may be permitted by law, and to remove any such restriction(s) thereon.

Section 2. NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of directors of the Corporation shall be a number between five (5) and nine (9) inclusive, as the Board of Directors from time to time by vote of a supermajority (a majority plus one) may set, until changed by amendment of the Articles of Incorporation or by a by-law amending this Section 2, Article III of these By-laws duly adopted by the vote or written assents of the shareholders entitled to exercise fifty-one percent (51%) of the voting power of the Corporation.

Section 3. ELECTION AND TERM OF OFFICE

The directors shall be elected at each annual meeting of the shareholders, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of the shareholders held for that purpose. All directors shall hold office at the pleasure of the shareholders or until their respective successors are elected. The shareholders may at any time, either at a regular or special meeting, remove any director and elect his or her successor.

NOMINATIONS OF DIRECTORS

Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of candidates for election as directors of the Corporation at any meeting of shareholders may be made (a) by, or at the direction of, a majority of the Board of Directors, or (b) by any shareholder of that class of stock entitled to vote for the election of directors of that class of stock. Only persons nominated in accordance with the procedures set forth in this section shall be eligible for election as directors. Such nomination, other than those made by, or at the direction of the board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the office of the Secretary of the Corporation not less than sixty (60) days prior to the first anniversary of the date of the last meeting of stockholders of the Corporation called for the election of directors. Such stockholder's notice to the Secretary shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director: (i) the name, age, business address, and residence address of the person; (ii) the principal occupation of the employment of the person; (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the person; and (iv) any other information related to the person 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; and (b) as to the stockholder giving the notice: (i) the name and record address of the stockholder, and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the stockholder. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein.

The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting that the defective nomination shall be disregarded.

Section 4. VACANCIES

Vacancies in the Board of Directors may be filled by the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his or her successor is elected at an annual or special meeting of the shareholders.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail at any annual or special meeting of the shareholders at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The shareholders may elect a director of directors at any time to fill any vacancy or vacancies of a director tendered to take effect at a future time; the Board or the shareholders shall have the power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5. PLACE OF MEETING

Regular meetings of the Board of Directors shall be held at any place within or without the State of Delaware which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 6. ORGANIZATION MEETING

Immediately following each annual meeting of shareholders, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meetings is hereby dispensed with.

Section 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held on the third Friday of January, April, and July of each year at 9:00 o'clock a.m. thereof; provided, however, that should said day fall upon a legal holiday, then said meeting shall be held at the same time and place on the next day thereafter which is not a legal holiday. Notice of regular meetings of the Board of Directors is required and shall be given in the same manner as notice of special meetings of the Board of Directors.

Section 8. SPECIAL MEETINGS

Special meetings of the board of Directors for any purpose or purposes may be called at any time by the President, by the Executive Committee, or by any three (3) members of the Board.

Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by mail or other form or written communication, charges prepaid, addressed to him or her at his or her address as it is shown upon the records of the Corporation, or if it is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the U.S. Mail or delivered to the telegraph company in the place in which the principal office of the Corporation is located at least one hundred twenty (120) hours prior to the time of holding of the meeting. In case such notice is delivered personally as above provided, it shall be so delivered at least forty eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery as above provided, shall be due, timely, legal and personal notice to such director.

NOTICE FOR A PARTICULAR SPECIFIED ACTION

Notwithstanding the above requirements for regular or special meetings, the Chairman of the Board, the Chief Executive Officer, or any two directors may require at least thirty (30) calendar days notice of any action, by writing delivered to the Secretary of the Corporation, before or during any regular or special meeting, and if such notice is given, no vote or written consent may be taken upon such action until the passage of such time (at another special meeting or by written consent). Provided, however, if eighty percent (80%) of the directors agree to waive such notice, the meeting or vote of consent on such action shall proceed without the requirement for extended notice.

Section 9. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. ENTRY OF NOTICE

Whenever any director has been absent from any special meeting of the Board of Directors, any entry in the minutes as to the effect that notice has been duly given shall be sufficient evidence that due notice of such special meeting was given to such director, as required by law and the By-laws of the Corporation.

Section 11. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the directors not present, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. QUORUM

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. With the exception of Section 4 of this Article, an action of the directors shall be regarded as the act of the Board of Directors only if a majority of the entire authorized number of directors shall vote affirmatively on such action.

Section 13. ADJOURNMENT

A quorum of the directors may adjourn any directors' meeting to meet again at a stated time, place, and hour; provided, however, that in the absence of a quorum, the directors present at any directors' meeting, either regular or special, may adjourn from time to time, until the time fixed for the next regular meeting of the Board.

Section 14. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law or these By-laws may be taken without a meeting if all members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors, any certificate or other document filed under any provisions of the Delaware General Corporation Law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws

authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 15. FEES AND COMPENSATION

Directors shall not receive any stated salary for their services as directors, but, by resolution of the Board of Directors, a fixed fee, with or without expenses of attending, may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

ARTICLE IV. OFFICERS

Section 1. OFFICERS

The officers of the Corporation shall be:

1. Chairman of the Board
2. President
3. Vice President
4. Secretary
5. Treasurer

The Corporation may also have, at the discretion of the Board of Directors, one or more additional vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than the President and Chairman of the Board of Directors need not be directors. One person may hold two or more offices, except those of President and Secretary.

Section 2. ELECTIONS

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 3 or 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his or her office at the pleasure of the Board of Directors, who may, either at a regular or special meeting, remove any such officers and appoint his or her successor.

Section 3. SUBORDINATE OFFICERS, ETC

The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at a regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the By-laws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD

The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors as prescribed by the By-laws.

Section 7. PRESIDENT

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general

supervision, direction, and control of the business and affairs of the Corporation. He shall preside at all meetings of the shareholders, and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-laws.

Section 8. VICE PRESIDENT

In the absence or disability of the President, the Chairman of the Board or in the event of his absence or disability, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions upon, the President. Absence and disability are defined as follows: absence is physical absence from the Corporation's principal place of business and unreachable by telephone for a period of forty-eight (48) hours. Disability is the inability of the President to perform his duties on an ongoing basis.

The Senior Vice President and each other Vice President shall have such other powers and perform such duties as are authorized by the laws of Delaware and as are delegated to them respectively from time to time by the board of Directors or the By-laws.

Section 9. SECRETARY

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those directors and shareholders present, the names of those present at the directors' meeting, the number of shares present or represented at shareholders' meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept, at the principal office or at the office of the Corporation's transfer agent, a share register or a duplicate share register showing the names of the shareholders and their addresses; the number and classes of shares held by each; the number and the date of certificates issued for the same; and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give or cause to be given, notice of all meetings of shareholders and the Board of Directors, as required by the By-laws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-laws.

Section 10. TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital surplus, and surplus shares. Any surplus, including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all times be open for inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and directors, when they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-laws.

ARTICLE V. MISCELLANEOUS

Section 1. RECORD DATE AND CLOSING STOCK BOOKS

A. Fixed Date

The Board of Directors may fix a time, in the future, not less than twenty (20) nor more than sixty (60) days preceding the date of any meeting of shareholders, and not more than sixty (60) days preceding the date fixed for the payment of any dividend or distribution, or for the allotment of rights, or when any change, conversion, or exchange of shares shall go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive any such dividend or distribution, or any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares, and in such case only shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, or to receive such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after any record date fixed as aforesaid. The Board of Directors may close the books of the Corporation against transfer of shares during the whole, or any part of any such period.

B. No Fixed Date

As an alternative to an action taken under Subsection A of this

Section 1 of Article V, if no record date has been or is fixed for the purpose of determining shareholders entitled to receive payment of any dividend, the record date for such purpose shall be at the close of business of the date on which the Board of Directors adopts the resolution relating thereto.

Section 2. INSPECTION OF CORPORATE RECORDS

The share register or duplicate share register, the books of account, and minutes of proceedings of the shareholders and directors shall be open to inspection upon the written demand of any shareholder or the holder of a voting trust certificate, at any reasonable time, and for a purpose reasonably related to his or her interests as a shareholder, and shall be exhibited at any time when required by the demand of ten percent (10%) of the shares represented at any shareholders' meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a shareholders' meeting shall be made in writing upon the President, Secretary, or Assistant Secretary of the Corporation.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. CONTRACTS, ETC.: HOW EXECUTED

The Board of Directors, except as the By-laws or Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

Section 5. ANNUAL REPORTS

The Board of Directors shall cause an annual report or statement to be sent to the shareholders of this Corporation not later than one hundred and twenty (120) days after the close of the fiscal or calendar year.

Section 6. CERTIFICATES OF STOCK

A certificate or certificates for shares of the capital stock of the Corporation shall be issued to each shareholder when any such shares are fully paid up. All such certificates shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary. Such certificates may be paired with, deemed to represent, and subjected to restrictions on transfer without simultaneous transfer of, certificates for: (a) shares of stock of any other corporation(s), (b) beneficial interests in such shares, (c) interests in voting trust(s), or (d) other kinds of interests in any other kind of entity.

Certificates for shares may be issued prior to full payment thereof, under such restrictions and for such purposes as the Board of Directors or the By-laws may provide; provided, however, that any such certificate so issued prior to full payment shall state the amount remaining unpaid and the terms of payment thereof.

Section 7. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The President or any Vice President and the Secretary or Assistant Secretary of this Corporation are authorized to vote, represent, and exercise on behalf of this Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all shares held by this Corporation or corporations, may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney.

Section 8. INSPECTION OF BY-LAWS

The Corporation shall keep in its principal office for the transaction of business the original or a copy of the By-laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the shareholders at all reasonable times during business hours.

Section 9. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the state of Delaware from time to time against all expense, liability, and loss (including attorneys' fees, judgments, fines, and, if approved by the Board of Directors, amounts

paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith.

If authorized by the Board of Directors, expenses incurred in connection with the defense of any civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he is not entitled to be indemnified by the Corporation.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled. Payments pursuant to the Corporation's indemnification of any person hereunder shall be reduced by any amounts such person may collect as indemnification under any policy of insurance purchased and maintained on his behalf by this or any other Corporation.

ARTICLE VI. AMENDMENTS

Section 1. POWER OF SHAREHOLDERS

New By-laws may be adopted or these By-laws may be amended or repealed by the vote of shareholders entitled to exercise fifty-one percent (51%) of the voting power of the Corporation or by the written assent of such shareholders.

Section 2. POWERS OF DIRECTORS

Subject to the right of shareholders as provided in Section 1 of this Article VI to adopt, amend, or repeal By-laws, By-laws other than a By-law or amendment thereof changing the authorized number of directors may be adopted, amended, or repealed by the Board of Directors.

ARTICLE VII. SEAL

The Corporation shall have a common seal, and shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the word Delaware.

EXHIBIT 11**CACI INTERNATIONAL INC AND SUBSIDIARIES****COMPUTATION OF EARNINGS PER COMMON
AND COMMON EQUIVALENT SHARE**

(dollars in thousands)

Year ended June 30,	1997	1996	1995

Net income	\$10,072	\$ 9,851	\$ 8,156
Average shares outstanding during the period	10,504	10,140	10,020
Dilutive effect of stock options after application of treasury stock method	501	576	591
	-----	-----	-----
Average number of shares and equivalent shares out- standing during the period	11,005	10,716	10,611
	-----	-----	-----
Earnings per common and common equivalent share	\$ 0.92	\$ 0.92	\$ 0.77
	=====	=====	=====

EXHIBIT 13

FINANCIAL CONTENTS

Selected Financial Information

Management's Discussion and Analysis

Schedule II: Valuation and Qualifying Accounts

Independent Auditors' Consent to incorporation of the financial information related to the Independent Auditors' Report by reference from the Annual Report to Shareholders

Independent Auditors' Consent to incorporation by reference of the financial information related to the Independent Auditors' Report to the Registration Statement dated January 24, 1997 of CACI International Inc on Form S-8

Independent Auditors' Report on Consolidated Financial Statement Schedule

Report of Independent Auditors

Statements of Operations

Balance Sheets

Statements of Cash Flows

Statements of Shareholders' Equity

Notes to Financial Statements

Quarterly Results

CACI INTERNATIONAL INC
FIVE-YEAR SELECTED FINANCIAL INFORMATION
(dollars in thousands, except per share)

INCOME STATEMENT DATA

Year ended June 30, 1997 1996 1995 1994 1993

Revenues	\$272,984	\$244,615	\$232,964	\$183,700	\$145,148
Costs and expenses					
Direct costs	148,433	133,184	126,442	97,584	75,804
Indirect costs and selling expenses	99,808	89,160	87,688	71,126	57,797
Depreciation and amortization	6,852	5,510	4,981	4,341	3,367
	-----	-----	-----	-----	-----
Total operating expenses	255,093	227,854	219,111	173,051	136,968
Income from operations	17,891	16,761	13,853	10,649	8,180
Interest expense	1,105	605	478	420	471
Shareholder lawsuit & merger costs	-	-	-	494	901
Excess facilities and lease termination cost	-	-	-	-	1,921
	-----	-----	-----	-----	-----
Income before income taxes	16,786	16,156	13,375	9,735	4,887
Income taxes	6,714	6,305	5,219	3,699	1,907
	-----	-----	-----	-----	-----
Net income	\$ 10,072	\$ 9,851	\$ 8,156	\$ 6,036	\$ 2,980
	=====	=====	=====	=====	=====
Earnings per share	\$ 0.92	\$ 0.92	\$ 0.77	\$ 0.57	\$ 0.29
	=====	=====	=====	=====	=====

BALANCE SHEET DATA

June 30, 1997 1996 1995 1994 1993

Total assets	\$118,860	\$103,308	\$74,642	\$70,999	\$58,417
Long-term obligations	10,568	2,414	2,340	2,492	2,898
Working capital	42,014	28,675	26,517	22,009	21,937
Shareholders' equity	70,774	55,338	44,485	37,738	30,497

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION & RESULTS OF OPERATIONS

The following discussion and analysis is provided to enhance the understanding of, and should be read in conjunction with, the Financial Statements and the related Notes. All years refer to the Company's fiscal year which ends on June 30.

REVENUES

The table below sets forth, for the periods indicated, the customer mix in revenues with related percentages of total revenues.

(dollars in thousands, except as percents)

1997 1996 1995

Department of Defense	\$141,172	51.7%	\$130,432	53.3%	\$120,104	51.6%
Federal Civilian						
Agencies	69,615	25.5	59,178	24.2	55,541	23.8
Commercial	55,132	20.2	47,479	19.4	48,286	20.7
State & Local						
Governments	7,065	2.6	7,526	3.1	9,033	3.9
	-----	----	-----	----	-----	----
Total	\$272,984	100.0%	\$244,615	100.0%	\$232,964	100.0%
	=====	=====	=====	=====	=====	=====

Total revenues in 1997 increased by \$28.4 million, or 12%, from \$244.6 million to \$273.0 million, primarily due to 1996 and 1997 acquisitions coupled with internal growth in Federal Civilian Agencies and increased demand for commercial products and services.

All of the acquisitions have been accounted for as a purchase and the results of their operations included in the Company's revenues since the date of acquisition. The following reflects the year-to-year effect of applying this accounting treatment. Acquisitions made during the last two years accounted for \$21.6 million of the 1997 revenue growth. On September 1, 1995, the Company acquired Automated Sciences Group, Inc. (ASG) which contributed approximately \$2.8 million to 1997 first quarter revenues versus \$1.2 million for the same quarter last year. On January 1, 1996, IMS Technologies, Inc. (IMS) was acquired and contributed \$8.3 million to the first six months ending December 31, 1996. On October 1, 1996, the Company acquired the majority of the business and assets of Sunset Resources, Inc. (SRI), which added 1997 revenues of approximately \$11.5 million. On May 14, 1997, the Company acquired the Simulation Engineering Division of Statistica, Inc. which added revenues of approximately \$0.2 million.

Total revenues in 1996 increased by 5% from \$233.0 million to \$244.6 million, primarily due to the ASG and IMS acquisitions discussed above, which contributed approximately \$12.0 million and \$8.6 million to 1996 revenues, respectively. Lack of internal growth in 1996 was partially attributable to the extensive delays in approval of federal government budgets during the year, which resulted in delays in new federal procurements.

The Department of Defense (DoD) revenue increase in 1997 was primarily attributable to the ASG and SRI acquisitions discussed above. The 1996 DoD revenue increase was primarily attributable to the ASG and IMS acquisitions partially offset by the give-back to the prime contractor of a Navy contract by the Company on April 1, 1995. This subcontract generated approximately \$6.2 million in revenues in 1995, but was breakeven in terms of its profitability.

Federal Civilian Agencies revenues are primarily derived from Department of Justice (DoJ) litigation support efforts. The litigation support business with DoJ has grown substantially over many years. However, these services are dependent on the level of DoJ litigation that the Company is supporting at any period of time and have significant year-to-year fluctuations. Revenues from DoJ were \$53.2 million, \$47.4 million and \$49.2 million in 1997, 1996 and 1995, respectively. The year-to-year comparisons of revenues from Federal Civilian Agencies were enhanced by \$7.1 million and \$8.3 million from the ASG and IMS acquisitions in 1997 and 1996, respectively.

Commercial revenues are derived primarily from the Company's Marketing Systems Group located in the U.K., to a lesser degree from the Simulation Systems Group, and from commercial litigation support. In 1997, Commercial revenues increased by \$7.7 million primarily in the Marketing Systems Group, where increased demand for services raised revenues to \$33.0 million from \$28.8 million in 1996. In 1996, revenues declined \$0.8 million largely as a result of a delay in the introduction of a Windows 95 version of its InSite™ product until mid-year. Revenues from the Simulation Systems Group increased by 16% in 1997 to \$11.2 million. The nature of the Company's proprietary software products business is inherently less predictable than the Company's longer-term contract work with the U.S. Government and may fluctuate from year-to-year.

State & Local Governments revenues were \$7.1 million and \$7.5 million in 1997 and 1996, respectively. The \$0.4 million revenue decline in 1997 was principally due to reduced demand from various state motor vehicle departments. The \$1.5 million decline in 1996 revenues resulted primarily from an early termination of one of these efforts.

The Company's total backlog at July 31, 1997, increased to \$1.0 billion, or 42%, from prior year's \$705 million.

RESULTS OF OPERATIONS

In 1997, income from operations grew \$1.1 million to \$17.9 million, or 6.6% of revenues. There were several unusual or infrequently recurring items included in 1997 operating income which in the aggregate offset each other. On the positive side, the Company recovered \$1.5 million on several old contract claims and prior year indirect rate settlements on its government contracts. A \$0.3 million pretax gain was recognized on the sale of a small, non-strategic software product business that had generated approximately \$1.5 million of annual revenues. Offsetting these were \$1.7 million of losses from productivity problems experienced in fixed unit price document management work in the litigation support business. This loss included a \$0.5 million provision to cover anticipated losses in 1998 before productivity improvements can be fully effected to return the activity to a profitable condition.

In 1996, income from operations grew \$2.9 million to \$16.8 million, and as a percent of revenues improved to 6.8% from 5.9%. This margin improvement was the result of increased revenues, management's control of discretionary costs, \$0.9 million in favorable settlements of contract claims, and a shift in contract mix from lower to higher margin business.

The following table sets forth the relative percentages that certain items of expense and earnings bear to revenues.

	1997	1996	1995
Revenues	100.0%	100.0%	100.0%
Costs and expenses			
Direct costs	54.4	54.4	54.3
Indirect & selling expenses	36.6	36.5	37.7
Depreciation & amortization	2.4	2.3	2.1
Total operating expenses	93.4	93.2	94.1
Income from operations	6.6	6.8	5.9
Interest expense	0.5	0.2	0.2
Income before income taxes	6.1	6.6	5.7
Income taxes	2.4	2.6	2.2
Net income	3.7%	4.0%	3.5%

During the last three years, as a percentage of revenues, total direct costs remained relatively stable at 54.4%, 54.4% and 54.3%. Direct costs include direct labor and other direct costs (i.e., non-labor) which are generally passed through to the customer without significant mark-up. Direct labor, the principal device of profit-bearing revenues, was 63.1%, 65.9% and 63.3% of total direct costs in 1997, 1996 and 1995, respectively. The higher 1996 percentage partially contributed to the higher overall margins in that year.

Indirect costs & selling expenses include fringe benefits, marketing and bid & proposal costs, indirect labor, and other indirect discretionary costs. From 1995 to 1997, fringe benefits, representing the largest category of indirect expenses, have been increasing as a percentage of revenues from 12.1% to 12.5% to 12.8%, respectively. The primary contributors to the fringe costs increases are higher-than-proportional increases in insurance and holiday & vacation benefits costs. However, indirect costs as a percentage of revenues remained relatively stable in 1997, 36.6% versus 36.5% in 1996. In 1996 indirect costs as a percentage of revenues declined to 36.5% from the previous year's 37.7%, principally due to control in the growth of management costs while revenues were increasing sharply. The decline in indirect costs as a percent of revenues in 1996 was due primarily to management's efforts to reduce discretionary costs by \$1.5 million to offset the negative effects on revenues resulting from delays in the 1996 federal government budget process. Throughout these periods, the Company has maintained a high level of marketing and bid & proposal activity.

Depreciation & amortization expenses increased by \$1.3 million in 1997 to \$6.9 million. Approximately \$0.3 million of the increase is the result of the additional goodwill amortization associated with the ASG, IMS and SRI acquisitions. The remainder of the increase is the result of the increased level of fixed asset acquisitions, primarily purchases of computing and network equipment. Approximately half of the 1996 depreciation & amortization expense increase of \$0.5 million was the result of the increased level of fixed asset acquisitions, primarily purchases of computing and network equipment, coupled with the addition of ASG and IMS fixed assets. The remainder of the growth was the result of ASG and IMS goodwill amortization.

Interest expense increased in 1997 and 1996 by \$0.5 million and \$0.1 million, respectively. The increases were the result of higher average borrowings during these periods to \$15.6 million and \$8.6 million, respectively, from the 1995 average of \$6.9 million. The increased

borrowings were primarily the result of the acquisitions previously discussed.

The effective income tax rates in 1997, 1996 and 1995 were 40%, 39% and 39%, respectively. The increase in the effective tax rate in 1997 is primarily the result of the increase in certain non-deductible amortization of goodwill expense associated with acquisitions.

EFFECTS OF INFLATION

Approximately 30% of the Company's business is conducted under cost-reimbursable contracts which automatically adjust revenues to cover increased costs from inflation. About 45% of the business is under time-and-materials contracts where labor rates are often fixed for several years. The Company generally is able to price these contracts in a manner to accommodate rates of inflation as experienced in recent years. The remaining portion of the Company's business is fixed-price and is primarily for product sales or other short-term efforts that would not be adversely affected by inflation.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal sources of cash are from operating activities and bank borrowings. The Company's primary requirement for working capital is to carry billed and unbilled receivables, a majority of which are due under prime contracts with the U.S. Government.

During the past three years, the Company has consistently generated positive cash flow from operations sufficient to meet its normal working capital requirements and capital expenditures. In 1997 and 1996, the Company drew on its revolving line of credit to fund the previously mentioned acquisitions. In January 1997 and 1996, due primarily to the mid-year acquisitions of Sales Performance Analysis Limited (SPA) and IMS, respectively, borrowings under the line of credit peaked at \$19.2 million and \$15.2 million, respectively. However, as a result of internally generated cash flows, the year-end 1997 and 1996 line of credit balances were reduced to \$8.8 million and \$10.0 million, respectively. Also see Note 9, Business Acquisitions, to the Notes of the Consolidated Financial Statements.

In anticipation of continuing its strategy of acquisitions, on July 26, 1996, the Company entered into a new three-year unsecured revolving line of credit. The new agreement permits borrowings of up to \$50 million, with a sublimit of \$30 million in the first year and \$40 million in the second year available for acquisitions. Also see Note 4, Note Payable, of the Notes to the Consolidated Financial Statements.

In 1997, operations provided \$15.0 million of cash compared to \$6.6 million in 1996. The \$8.4 million increase in 1997 is largely the result of a change in accounts receivable balances in the two years. In 1996, receivables increased by \$5.5 million, thus reducing cash available from operations in that year due to late payment practices in several customer accounts. This situation improved in 1997 and permitted the Company to grow without an increase in receivables. There were only minor increases in working capital requirements in 1997 to detract from earnings before depreciation and amortization.

Investing activities used cash of approximately \$17.8 million in 1997, versus \$18.0 million for the same period last year. Acquisitions, discussed above, accounted for the majority of the investments, with most of the remaining investments allocated to the purchase of office and computer-related equipment.

During 1997, the Company's financing activities provided cash of approximately \$3.2 million, primarily from a \$1.2 million decrease in borrowings under the Company's revolving line of credit and from \$4.4 million in proceeds and derived income tax benefits from exercises of stock options. In 1996, the Company's financing activities provided \$11.2 million, primarily from a \$10.0 million increase in borrowings under the Company's revolving line of credit and from a \$1.2 million in proceeds and derived income tax benefits from exercises of stock options.

On October 1, 1996, the Company completed its acquisition of the business and most of the assets of SRI for an adjusted purchase price of \$6.2 million. On January 3, 1997, the Company acquired the business of SPA for \$2.6 million. On May 14, 1997, the Company purchased the Simulation Engineering Division of Statistica, Inc. for \$0.8 million. All acquisitions were financed with borrowings under the existing line of credit.

The Company maintains a \$50 million unsecured revolving credit facility in the U.S., and a 500,000 pound sterling unsecured line of credit in London, England. These credit facilities expire on July 1999, and December 1997, respectively. At June 30, 1997, the Company had approximately \$42 million available for borrowing under its revolving lines of credit.

While the Company did not purchase any of its shares in 1996 and 1997, it has repurchased its shares in the open market in prior years. The Company has never paid any cash dividends as its policy is to invest earnings in the growth of the Company.

The Company believes that the combination of internally generated funds, available bank credit and cash on hand will provide for the required liquidity and capital resources for the foreseeable future.

SCHEDULE II

CACI INTERNATIONAL INC AND SUBSIDIARIES VALUATION AND QUALIFYING ACCOUNTS FOR YEARS ENDED JUNE 30, 1997, 1996 AND 1995

(dollars in thousands)

Description	Balance at Beginning of Period	Additions at Cost	Deductions	Other Changes Add (Deduct)	Balance at End of Period
-----	-----	-----	-----	-----	-----
Reserves deducted from assets to which they apply:					
Allowances for doubtful receivables	\$2,245	\$1,006	\$(590)	\$327	\$2,988
	=====	=====	=====	=====	=====
1996					

Reserves deducted from assets to which they apply:					
Allowances for doubtful receivables	\$1,415	\$ 382	\$(103)	\$551	\$2,245
	=====	=====	=====	=====	=====
1995					

Reserves deducted from assets to which they apply:					
Allowances for doubtful receivables	\$1,664	\$ 493	\$(754)	\$ 12	\$1,415
	=====	=====	=====	=====	=====

1997

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Annual Report of CACI International Inc and subsidiaries on Form 10-K of our report dated August 12, 1997, appearing in the 1997 Annual Report to Shareholders of CACI International Inc and subsidiaries for the year ended June 30, 1997.

/s/

Deloitte & Touche LLP
Washington, D.C.
September 12, 1997

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in the Registration Statement dated January 24, 1997, of CACI International Inc on Form S-8 of our reports dated August 12, 1997, appearing in the Annual Report to Shareholders and incorporated by reference in this Annual Report on Form 10-K of CACI International Inc for the year ended June 30, 1997.

/s/

Deloitte & Touche LLP
Washington, D.C.
September 12, 1997

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of CACI International Inc
Arlington, Virginia

We have audited the consolidated financial statements of CACI International Inc and subsidiaries (the Company) as of June 30, 1997 and 1996, and for each of the three years in the period ended June 30, 1997, and have issued our report thereon dated August 12, 1997; such consolidated financial statements and report are included in the 1997 Annual Report to Shareholders of CACI International Inc and subsidiaries and are incorporated herein by reference. Our audits also included the consolidated financial statement schedule of the Company, listed in the index at Item 14(a)2. This consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/

Deloitte & Touche LLP
Washington, D.C.
August 12, 1997

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders CACI International Inc
Arlington, Virginia

We have audited the accompanying consolidated balance sheets of CACI International Inc and subsidiaries (the Company) as of June 30, 1997, and 1996, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended June 30, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 1997, and 1996, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 1997, in conformity with generally accepted accounting principles.

/s/

Deloitte & Touche LLP
Washington, D.C.
August 12, 1997

CACI INTERNATIONAL INC
CONSOLIDATED STATEMENTS OF OPERATIONS
(amounts in thousands, except per share data)

Year ended June 30, 1997 1996 1995

Revenues	\$272,984	\$244,615	\$232,964
Costs and expenses			
Direct costs	148,433	133,184	126,442
Indirect costs and selling expenses	99,808	89,160	87,688
Depreciation and amortization	6,852	5,510	4,981
	-----	-----	-----
Total	255,093	227,854	219,111
Income from operations	17,891	16,761	13,853
Interest expense	1,105	605	478
	-----	-----	-----
Income before income taxes	16,786	16,156	13,375
Income taxes	6,714	6,305	5,219
	-----	-----	-----
Net income	\$ 10,072	\$ 9,851	\$ 8,156
	=====	=====	=====
Earnings per share	\$ 0.92	\$ 0.92	\$ 0.77
	=====	=====	=====
Weighted average shares outstanding	11,005	10,716	10,611

See Notes to Consolidated Financial Statements

CACI INTERNATIONAL INC
CONSOLIDATED BALANCE SHEETS
(dollars in thousands)

ASSETS

June 30,	1997	1996

Current assets		
Cash and equivalents	\$2,015	\$1,778
Accounts receivable		
Billed	59,294	59,330
Unbilled	11,549	7,770

Total accounts receivable	70,843	67,100
Income taxes receivable	2,984	1,627
Deferred income taxes	114	133
Prepaid expenses and other	3,576	3,593
	-----	-----
Total current assets	79,532	74,231
Property and equipment, net	11,605	9,055
Accounts receivable, long-term	7,015	7,289
Goodwill	15,459	10,548
Other assets	4,486	1,813
Deferred income taxes	763	372
	-----	-----
Total assets	\$118,860	\$103,308
	=====	=====

CACI INTERNATIONAL INC
CONSOLIDATED BALANCE SHEETS (continued)
(dollars in thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY

June 30,	1997	1996

Current liabilities		
Note payable	\$ -	\$ 9,987
Accounts payable and accrued expenses	19,854	19,920
Accrued compensation and benefits	12,527	13,406
Deferred income taxes	5,137	2,243
	-----	-----
Total current liabilities	37,518	45,556
 Note payable, long-term	 8,800	 -
Deferred rent expenses	1,627	2,274
Deferred income taxes	141	140
 Shareholders' equity		
Common stock		
\$.10 par value, 40,000,000 shares		
authorized, 14,215,000 and 13,755,000		
shares issued	1,422	1,376
Capital in excess of par	10,595	6,239
Retained earnings	72,700	62,628
Cumulative currency translation adjustments	(281)	(1,243)
Treasury stock, at cost (3,526,000 shares)	(13,662)	(13,662)
	-----	-----
Total shareholders' equity	70,774	55,338
	-----	-----
 Total liabilities and shareholders' equity	 \$118,860	 \$103,308
	=====	=====

See Notes to Consolidated Financial Statements

CACI INTERNATIONAL INC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)

Year ended June 30, 1997 1996 1995

CASH FLOWS FROM OPERATING ACTIVITIES

Net income	\$10,072	\$9,851	\$8,156
Reconciliation of net income to net cash provided by operating activities			
Depreciation and amortization	6,852	5,510	4,981
(Gain) loss on sale of property and equipment	(657)	11	(12)
Provision (benefit) for deferred income taxes	392	811	(516)
Changes in operating assets and liabilities			
Accounts receivable	(275)	(5,636)	(1,534)
Prepaid expenses and other assets	354	177	426
Accounts payable and accrued expenses	(873)	1,558	(4,811)
Accrued compensation and vacation	(990)	(1,667)	2,664
Deferred rent expense	(638)	(462)	(49)
Income taxes payable (receivable)	791	(3,571)	64
	-----	-----	-----
Net cash provided by operating activities	15,028	6,582	9,369
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	(6,544)	(4,198)	(4,172)
Proceeds from sale of property and equipment	373	62	91
Purchase of businesses	(10,351)	(13,372)	-
Capitalized software costs and other	(1,292)	(463)	133
	-----	-----	-----
Net cash used in investing activities	(17,814)	(17,971)	(3,948)

CACI INTERNATIONAL INC
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(dollars in thousands)

Year ended June 30, 1997 1996 1995

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds under line of credit	\$116,472	\$109,173	\$ 79,684
Payments under line of credit	(117,658)	(99,186)	(82,429)
Proceeds from stock options	4,401	1,205	470
Purchase of common stock for treasury	-	-	(2,154)
Net cash provided by (used in) financing activities	3,215	11,192	(4,429)
Effect of exchanges rates on cash and equivalents	(195)	(21)	63
	-----	-----	-----
Net increase (decrease) in cash and equivalents	237	(218)	1,055
Cash and equivalents, beginning of year	1,778	1,996	941
	-----	-----	-----
Cash and equivalents, end of year	\$ 2,015	\$ 1,778	\$ 1,996
	=====	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid during the year for income taxes, net of refunds	\$ 924	\$ 7,240	\$ 4,632
	=====	=====	=====
Cash paid during the year for interest	\$ 1,035	\$ 609	\$ 515
	=====	=====	=====

See Notes to Consolidated Financial Statements

CACI INTERNATIONAL INC
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(amounts in thousands)

Cumulative currency translation adjustments	Treasury stock		Common stock Total		Capital	Retained earnings
	-----		-----		in excess	
	Shares	Amount	Shares	Amount	of par	
			shareholder's equity			
BALANCE, July 1, 1994			13,490	\$1,349	\$4,591	\$44,621
\$(1,315)	3,251	\$(11,508)	\$37,738			
Net income			-	-	-	
8,156	-	-	-	8,156		
Currency translation adjustments			-	-	-	
- 275	-	-	-	275		
Exercise of stock options (including \$184 income tax benefit)			78	8	462	
-	-	-	-	470		
Treasury shares purchased			-	-	-	
- 275	-	275	(2,154)	(2,154)		
-----	-----	-----	-----	-----	-----	
BALANCE, June 30, 1995			13,568	1,357	5,053	
52,777	(1,040)	3,526	(13,662)	44,485		
Net income			-	-	-	
9,851	-	-	-	9,851		
Currency translation adjustments			-	-	-	
- (203)	-	-	-	(203)		
Exercise of stock options (including \$618 income tax benefit)			187	19	1,186	
-	-	-	-	1,205		
-----	-----	-----	-----	-----	-----	
BALANCE, June 30, 1996			13,755	1,376	6,239	
62,628	(1,243)	3,526	(13,662)	55,338		
Net income			-	-	-	
10,072	-	-	-	10,072		
Currency translation adjustments			-	-	-	
- 962	-	-	-	962		
Exercise of stock options (including \$2,720 income tax benefit)			460	46	4,356	
-	-	-	-	4,402		
-----	-----	-----	-----	-----	-----	
BALANCE, June 30, 1997			14,215	\$ 1,422	\$10,595	\$72,700
\$ (281)	3,526	\$(13,662)	\$ 70,774			
=====	=====	=====	=====	=====	=====	

See Notes to Consolidated Financial Statements

CACI INTERNATIONAL INC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BUSINESS ACTIVITIES

The Company is an international information systems and high technology services corporation. It is a leader in computer-based information technology systems, custom software, integration and operations, imaging and document management, simulation, and proprietary database and software products. The Company provides worldwide services in support of U.S. national defense and civilian agencies, state governments, and commercial enterprises.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the statements of CACI International Inc and its wholly-owned subsidiaries (the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

REVENUE RECOGNITION

Revenues on cost-plus-fee contracts are recognized to the extent of costs incurred plus a proportionate amount of the fee earned. Revenues on fixed-price contracts are recognized on the percentage-of-completion method based on costs incurred in relation to total estimated costs. Revenues on time-and-material contracts are recognized to the extent of billable rates times hours delivered plus material expenses incurred. Revenues from software license sales are recognized upon delivery when there is no significant obligation to perform after the sale, but are recognized under the percentage-of-completion method when there is significant obligation for production, modification or customization after the sale. Revenues from maintenance support services on these products are nonrefundable and generally recognized on a straight-line basis over the term of the service agreement. Provisions for estimated losses on uncompleted contracts are recorded in the period such losses are determined.

The Company's U.S. Government contracts (approximately 77% of total revenues in 1997) are subject to subsequent government audit of direct and indirect costs. The majority of such incurred cost audits have been completed through June 30, 1995. Management does not anticipate any material adjustment to the consolidated financial statements for subsequent periods.

PROPERTY AND EQUIPMENT

Property and equipment is recorded at cost. Depreciation of equipment has been provided over the estimated useful life of the respective assets of three-to-ten years, using the straight-line method. Leasehold improvements are generally amortized using the straight-line method over the respective remaining lease term or the useful life of the improvements, whichever is shorter.

(dollars in thousands)

June 30,	1997	1996
-----	-----	-----
Equipment and furniture	\$30,553	\$24,007)
Leasehold improvements	2,198	2,186
	-----	-----
Property and equipment, at cost	32,751	26,193
Less accumulated depreciation and amortization	(21,146)	(17,138)
	-----	-----
Total property and equipment, net	\$11,605	\$ 9,055
	=====	=====

CAPITALIZED SOFTWARE COSTS

Costs incurred internally in creating a computer software product are charged to expense when incurred as research and development until technological feasibility has been established for the product. Technological feasibility is established upon completion of a detailed program design or, in its absence, completion of a working model. Thereafter, all software development costs are capitalized and subsequently reported at the lower of unamortized cost or estimated net realizable value. Capitalized costs are amortized based on current and future revenues for each product with annual minimum amortization equal to the straight-line amortization over the remaining estimated economic life of the product, which ranges from three-to-five years.

INCOME TAXES

The Company accounts for income taxes based upon the requirements of Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes." Under SFAS 109, the Company's deferred income taxes are recognized for the future tax consequences of differences between tax bases of assets and liabilities and financial reporting amounts, based upon enacted tax laws and statutory rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to amounts expected to be realized. Income tax expense is the tax payable for the period and the change during the period in deferred tax assets and liabilities.

U.S. income taxes have not been provided on \$17,714,000 in undistributed earnings of foreign subsidiaries that have been permanently reinvested outside the United States.

CURRENCY TRANSLATION

The assets and liabilities of the Company's foreign subsidiaries whose functional currency is other than the U.S. dollar are translated at the exchange rates in effect on the reporting date, and income and expenses are translated at the weighted average exchange rate during the period. The net effect of such translation gains and losses is not included in determining net income, but is accumulated as a separate component of shareholders' equity. Foreign currency transaction gains and losses are included in determining net income.

EARNINGS PER SHARE

Earnings per common share (EPS) are computed by dividing net earnings by the weighted average number of shares and equivalent shares outstanding during each of the years ended June 30, 1997, 1996 and 1995, of 11,005,000; 10,716,000; and 10,611,000, respectively. The weighted averages include the number of shares issuable upon exercise of stock options granted under the Employee Stock Incentive Plan after the assumed repurchase of shares with the related proceeds.

In March 1997, the Financial Accounting Standards Board issued SFAS No. 128, "Earnings Per Share" which simplifies the standards for computing EPS previously found in Accounting Principles Board Opinion No. 15 and makes them comparable to international EPS standards. The Statement is effective for financial statements issued for periods ending after December 15, 1997. Had this statement been effective for the years ended June 30, 1997, 1996 and 1995, earnings per share would have been presented as follows:

Year ended June 30,	1997	1996	1995
-----	-----	-----	-----
EPS	\$0.96	\$0.97	\$0.81
EPS-assuming dilution	0.92	0.92	0.77

STATEMENT OF CASH FLOWS

For purposes of the Statement of Cash Flows, short-term investments with an original maturity of three months or less are considered cash equivalents.

GOODWILL

The excess of cost over fair market value of net assets acquired is being amortized using the straight-line method, generally over 15 years. Accumulated amortization was \$2,952,000 and \$1,855,000 at June 30, 1997, and June 30, 1996, respectively.

RECENT ACCOUNTING PRONOUNCEMENTS

Effective for fiscal 1997, the Company adopted SFAS No. 123, "Accounting for Stock-Based Compensation," and, as permitted by this standard, will continue to apply the recognition and measurement principles of Accounting Principles Board Opinion No. 25 to its stock options. This statement requires footnote disclosure of the pro forma impact on net income and earnings per share of the compensation cost that would have been recognized if the fair value of all stock-based awards was recorded in the income statement. (See Note 6).

In June 1997, the Financial Accounting Standards Board (FASB) issued two SFASs: SFAS No. 130, "Reporting Comprehensive Income," and SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information." As specified by these statements, the Company will apply these statements beginning in fiscal 1999 and reclassify its financial statements for earlier periods provided for comparative purposes.

SFAS 130 establishes standards for reporting and display of comprehensive income and its components (revenues, expenses, gains, and losses) in a full set of general-purpose financial statements. This Statement requires that all items that are required to be recognized under accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements.

SFAS 131 establishes standards for the way that public business enterprises report information about operating segments in annual financial statements and requires that those enterprises report selected information about operating segments in interim financial reports issued to shareholders. It also establishes standards for related disclosures about products and services, geographic areas, and major customers. This Statement supersedes FASB Statement No. 14, "Financial Reporting for Segments of a Business Enterprise," but retains the requirement to report information about major customers. It amends FASB No. 94, "Consolidation of All Majority-Owned Subsidiaries," to remove the special disclosure requirements for previously unconsolidated subsidiaries.

At this point, the Company has not determined the impact of adopting SFAS 130 nor SFAS 131.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of the Company's accounts payable and accrued expenses approximate their fair value. The line of credit has a floating interest rate that varies with current indices and, as such, its recorded value approximates fair value.

USE OF ESTIMATES

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

RECLASSIFICATIONS

Certain reclassifications have been made to the prior years' financial statements in order for them to conform to the current presentation.

NOTE 2. CAPITALIZED SOFTWARE DEVELOPMENT COSTS

The costs capitalized and amortized for the years ended June 30, 1997, 1996 and 1995, included on the Balance Sheets as other assets, were as follows:

(dollars in thousands)	1997	1996	1995
Annual activity			
Balance, beginning-of-year	\$1,229	\$1,068	\$ 865
Capitalized during year	1,399	422	478
Amortized during year	(599)	(261)	(275)
	-----	-----	-----
Balance, end-of-year	\$2,029	\$1,229	\$1,068
	=====	=====	=====

NOTE 3. ACCOUNTS RECEIVABLE

Total accounts receivable are net of allowance for doubtful accounts of \$2,988,000 and \$2,245,000 at June 30, 1997, and June 30, 1996, respectively. Accounts receivable are classified as follows:

(dollars in thousands)	1997	1996
Billed and billable receivables		
Billed receivables	\$52,159	\$53,836
Billable receivables at end of period	7,135	5,494
	-----	-----
Total	59,294	59,330
Unbilled receivables		
Unbilled pending receipt of contractual documents authorizing billing	11,374	7,598
Unbilled retainages and fee withholds expected to be billed within the next 12 months	175	172
	-----	-----
	11,549	7,770
Unbilled retainages and fee withholds expected to be billed beyond the next 12 months	7,015	7,289
	-----	-----
Total unbilled receivables	18,564	15,059
	-----	-----
Total accounts receivable	\$77,858	\$74,389
	=====	=====

NOTE 4. NOTE PAYABLE

On July 26, 1996, the Company entered into a new revolving credit agreement which permits loans of up to \$50 million, with sublimits of \$30 million in the first year for acquisitions and \$10 million for dividends and repurchase of Company stock. The agreement permits various borrowing options based on London Interbank Offered Rate (LIBOR), Prime Rate and Federal Funds. The current LIBOR option is at the applicable LIBOR rate plus 0.80%. In addition, the Company pays a fee of 0.09% on the unused portion of the facility. The interest rate and unused fee can increase based on increases in the debt leverage ratio. At June 30, 1997, the Company's calculated \$34 million tangible net worth, as defined by the credit agreement, exceeded the base requirement by approximately \$17 million. The agreement contains customary financial covenants and ratios related to debt leverage ratios, fixed charges coverage, and working capital. Under these agreements, the Company had outstanding borrowings of \$8,800,000 and \$9,987,000 at June 30, 1997, and 1996, respectively. The applicable interest rate on the loan balance was 6.7% and 5.9% at June 30, 1997, and 1996, respectively.

In prior periods, the Company had a \$25 million revolving credit agreement scheduled to expire on March 31, 1997. Interest was charged on the outstanding borrowings at the lower of the bank's daily prime commercial lending rate or the Federal Funds rate plus 0.90% at June 30, 1996, and 1995. The credit agreement required, among other provisions, the maintenance of certain levels of net worth and working capital and placed certain restrictions on cash dividends and additional debt.

NOTE 5. INCOME TAXES

The provision (benefit) for income taxes for the years ended June 30, consists of:

(dollars in thousands)	1997	1996	1995
Current			
Federal	\$2,911	\$3,668	\$3,649
State and local	675	802	798
Foreign	597	1,024	291

Total current	----- 4,183 -----	----- 5,494 -----	----- 4,738 -----
Deferred			
Federal	2,050	693	207
State and local	454	152	46
Foreign	27	(34)	228
	-----	-----	-----
Total deferred	2,531	811	481
	-----	-----	-----
Total	\$6,714 =====	\$6,305 =====	\$5,219 =====

A reconciliation of the income tax provision (benefit) and the amount computed by applying the statutory U.S. income tax rate of 34% is as follows for the years ended June 30:

(dollars in thousands)	1997	1996	1995
Amount at statutory U.S. rate	\$5,707	\$5,493	\$4,548
State taxes, net of U.S. income tax benefit	745	630	557
Taxes on foreign earnings at different effective rates	29	(25)	102
Other expenses not deductible for tax purposes	74	130	63
Non-deductible goodwill	209	147	64
Foreign and research & development tax credits	(50)	(70)	(115)
Total	\$6,714	\$6,305	\$5,219
Effective tax rate	40.0%	39.0%	39.0%

The tax effects of temporary differences that give rise to significant deferred tax assets and deferred tax liabilities at June 30, 1997, and 1996, are as follows:

(dollars in thousands)	1997	1996
Deferred tax assets		
Accrued vacation and other expenses	\$3,973	\$3,685
Deferred rent	968	785
Foreign transactions	114	167
Pension	280	163
Other	270	-
Total deferred tax assets	5,605	4,800
Deferred tax liabilities		
Unbilled revenues	(8,651)	(5,679)
Depreciation	(205)	(540)
Capitalized software	(562)	(176)
Other	(588)	(283)
Total deferred tax liabilities	(10,006)	(6,678)
Net deferred tax liability	\$(4,401)	\$(1,878)

NOTE 6. STOCK INCENTIVE PLAN

Until September 24, 1996, the Company had an Employee Stock Incentive Plan ("1986 Plan") which provided that key employees could be awarded some or all of the following: non-qualified stock options; incentive stock options within the meaning of the Internal Revenue Code; and common stock. The stock option exercise prices were at fair market value on the date of grant. Accordingly, no compensation cost has been recognized for the incentive stock option grants. Had compensation cost for the Company's stock-based compensation plans been determined based on the fair value at grant dates for awards under those plans consistent with the method of accounting under SFAS 123, the Company's net income and earnings per share would have been reduced to the pro forma amounts indicated below:

(dollars in thousands, except per share)	1997	1996
Net income		
As reported	\$10,072	\$9,851
Pro forma	9,681	9,683
Earnings per share		
As reported	\$ 0.92	\$ 0.92
Pro forma	0.88	0.90

The fair value of each option is estimated on the date of grant using the Black-Sholes option-pricing model with the following additional assumptions:

Year ended June 30,	1997	1996
---------------------	------	------

Dividend yield	0%	0%
Volatility rate	47%	40%
Discount rate	6.2%	6.6%
Expected term (years)	3	3

At the Company's 1996 Annual Meeting on November 14, 1996, the shareholders approved a new Stock Incentive Plan ("1996 Plan"). The 1996 Plan permits award of incentive and non-qualified stock options, stock appreciation rights and stock grants to officers and employees of the Company, and would limit total awards and stock grants to 1,500,000 shares over the life of the Plan. Options for 114,000 shares have been granted under the 1996 Plan through June 30, 1997, and are exercisable for a period of ten years from the date of grant.

The period during which each option is exercisable is determined when granted, but in no event could options be granted under the 1986 Plan exercisable after December 31, 2000. Pursuant to the terms of the 1986 Plan, no grants of options or other securities could be made after September 24, 1996.

Stock option activity and price information regarding the Plan follows:

(shares in thousands)	Number of shares	Exercise price
Shares under option, July 1, 1994	1,381	\$ 1.87 - \$ 5.94
Granted	133	8.56 - 10.88
Exercised	(78)	1.87 - 5.94
Forfeited	(22)	1.87 - 4.44

Shares under option, June 30, 1995	1,414	1.87 - 10.88
Granted	198	10.00 - 14.44
Exercised	(187)	1.87 - 5.94
Forfeited	(46)	3.50 - 13.44

Shares under option, June 30, 1996	1,379	1.87 - 14.44
Granted	188	11.06 - 19.31
Exercised	(460)	1.87 - 13.44
Forfeited	(46)	1.87 - 14.63

Shares under option, June 30, 1997	1,061	1.87 - 19.31
	=====	
Options exercisable, June 30, 1997	745	1.87 - 14.44
	=====	

Exercise prices are based on the market price of the Company's common stock at the date the options are granted.

NOTE 7. PENSION PLAN

Through 1997, the Company had a defined contribution pension plan covering approximately 85% of its employees. The Company contributed to a trust an amount equal to 2.5% of a qualified employee's total fiscal year cash compensation, up to \$35,000 per year, and an amount equal to 5% of cash compensation in excess of \$35,000 per year subject to maximum contribution limitations. The total consolidated pension expense for the years ended June 30, 1997, 1996 and 1995 was \$3,117,000, \$2,745,000 and \$2,565,000, respectively. The Company funded current pension costs as they accrued annually.

Effective July 1, 1997, the Company merged its pension plan and voluntary 401(k) Plan into a single plan, the CACI \$SMART Plan. Current Company employees, who participated in the prior pension plan, had all their prior Company contributions become fully vested on June 30, 1997, and their balances transferred to the new CACI \$SMART Plan.

Effective July 1, 1997, employees will be immediately eligible to join the CACI \$SMART Plan. Employees can contribute up to 15% (subject to certain limitations and annual vesting) of their total compensation. For employees of participating subsidiaries, the Company will match contributions equal to 50% of the amount of the employee's contribution, up to 6% of the employee's total fiscal year cash compensation. In addition, the Company may also make discretionary profit sharing contributions to the plan. Employer contributions vest to the employees according to a vesting schedule entitling full vesting after five years of employment. Both plans are qualified under the Internal Revenue Code, as determined by the Internal Revenue Service.

NOTE 8. COMMITMENTS AND CONTINGENCIES

The Company conducts its operations from leased office facilities, all of which are classified as operating leases and expire primarily over the next five years.

The following is a schedule of future minimum lease payments under non-cancelable leases with a remaining term greater than one year as of June 30, 1997:

Year ended June 30,	Operating leases (dollars in thousands)
-----	-----
1998	\$10,559
1999	8,878
2000	6,671
2001	5,275
2002	3,094
Later years	33

Total minimum lease payments	\$34,510
	=====

Operating leases reflect the minimum lease payments net of a minimal amount of sub-lease income. Rent expense incurred from operating

leases for the years ended June 30, 1997, 1996 and 1995 amounted to \$9,778,000, \$8,938,000 and \$8,376,000, respectively.

The Company is involved in various lawsuits, claims and administrative proceedings arising in the normal course of business. Management is of the opinion that any liability or loss associated with such matters will not have a material adverse effect on the Company's operations and liquidity.

NOTE 9. BUSINESS ACQUISITIONS

All of the acquisitions were made in either 1997 or 1996 and have been accounted for as a purchase, and the results of their operations have been included in the Company's statement of operations since the date of acquisition. The purchase price for each acquisition was allocated to the acquired assets and liabilities using their respective fair values at the date of acquisition. The excess, if any, has been recorded as goodwill and is being amortized on a straight line basis over 15 years. All of the acquisition purchases have been primarily financed through borrowings under the Company's existing line of credit.

1997 ACQUISITIONS

On October 1, 1996, the Company acquired the business and most of the assets of Sunset Resources, Inc. (SRI) for \$6.2 million. SRI is an engineering and information technology firm that has focused on logistics and engineering support services to the Air Force and is an expert in electronic commerce. The excess of the purchase price over the fair value of the net assets acquired was \$4.6 million.

On January 3, 1997, the Company acquired the business of Sales Performance Analysis Limited (SPA), including the intellectual property rights to certain software products, for \$2.6 million. SPA develops and markets a unique range of specialized software products and services that enable companies to make more effective use of their field forces through the optimal configuration of sales and services territories. SPA's annual revenues prior to acquisition were \$2.0 million. The excess of the purchase price over the fair value of the net assets acquired is \$0.7 million. In addition, \$1.7 million was allocated to software which will be amortized over five years.

On May 14, 1997, the Company purchased the Simulation Engineering Division of Statistica, Inc., which specializes in computer modeling and simulation. The purchase price of \$0.8 million was based on the value of the tangible assets acquired. Consequently there was no goodwill recorded with this purchase.

1996 ACQUISITIONS

Effective September 1, 1995, the Company purchased all of the outstanding stock of Automated Sciences Group, Inc. (ASG) for \$4.9 million, payable in cash over four years. ASG provides information technology, engineering and environmental science services to the Department of Defense (DoD) and the Department of Energy. The purchase price is subject to a maximum \$500,000 holdback contingent on the collection of certain receivables to be determined by August 31, 1998.

Effective January 1, 1996, the Company purchased all of the outstanding stock of IMS Technologies, Inc. (IMS) for \$6.5 million in cash payable at closing, plus \$1.5 million in cash payable to the four founders of IMS over three years. IMS provides a wide range of computer systems development and systems integration for a variety of applications. These services are provided to DoD as well as Department of Justice, Department of Education, Internal Revenue Service, and Drug Enforcement Agency.

The goodwill, the amount that the purchase prices exceeded the fair values of the net assets acquired, was \$2.8 million for ASG and \$3.1 million for IMS.

PRO FORMA INFORMATION (UNAUDITED)

The following unaudited pro forma combined condensed statements of operations set forth the consolidated results of operations of the Company for the years ended June 30, 1997, 1996 and 1995, as if the above mentioned acquisitions had occurred at the beginning of both the year of acquisition and the year prior to the acquisition. This unaudited pro forma information does not purport to be indicative of the actual financial position or the results that would actually have occurred if the combinations had been in effect for the years ended June 30:

(dollars in thousands, except per share)	1997	1996	1995
Revenues	\$275,698	\$265,234	\$274,605
Net income	10,338	9,335	7,500
Earnings per share	0.94	0.87	0.71

NOTE 10. SEGMENT INFORMATION

Revenues from contracts with the U.S. Government for 1997, 1996 and 1995 amounted to approximately \$211,000,000 (77% of revenues), \$190,000,000 (78% of revenues) and \$176,000,000 (75% of revenues), respectively.

Information about operations in the U.S. and foreign countries (primarily in Western Europe), after the elimination of intercompany transactions, as of and for the years ended June 30, consists of:

(dollars in thousands)	1997	1996	1995
Revenues			
United States	\$239,645	\$215,311	\$202,943
Foreign	33,339	29,304	30,021
	-----	-----	-----
Combined	\$272,984	\$244,615	\$232,964
	=====	=====	=====
Income before income taxes			
United States	\$ 14,853	\$ 13,518	\$ 11,512
Foreign	1,933	2,638	1,863
	-----	-----	-----
Combined	\$ 16,786	\$ 16,156	\$ 13,375
	=====	=====	=====
Net income			
United States	\$ 8,837	\$ 8,215	\$ 6,908
Foreign	1,235	1,636	1,248
	-----	-----	-----
Combined	\$ 10,072	\$ 9,851	\$ 8,156
	=====	=====	=====
Identifiable assets			
United States	\$ 97,847	\$ 86,762	\$ 58,716
Foreign	21,013	16,546	15,926
	-----	-----	-----
Combined	\$118,860	\$103,308	\$ 74,642
	=====	=====	=====

NOTE 11. COMMON STOCK DATA (UNAUDITED)

The Company's stock trades on the Nasdaq National Market System. The range of high and low sales prices for each quarter during this period are as follows:

Quarter -----	1997		1996	
	High	Low	High	Low
-----	-----	-----	-----	-----
First	\$18 5/8	\$12	\$13 7/8	\$11 1/4
Second	22	16	13 1/2	11 1/4
Third	23 5/8	16 1/8	12 1/4	9 1/2
Fourth	19 5/8	13 5/8	15 3/4	9 7/8

NOTE 12. QUARTERLY FINANCIAL DATA (UNAUDITED)

The quarterly financial data is unaudited, but in the opinion of management, all adjustments necessary for a fair presentation of the selected data for these interim periods have been included.

The 1997 fourth quarter results from operations include a \$0.6 million after tax loss resulting from certain productivity problems experienced in a fixed unit price document management contract in the litigation support business. This loss includes a \$0.3 million net income provision to cover anticipated losses in 1998, before productivity improvements can be fully effected to return the activity to a profitable condition.

(dollars in thousands, except per share)

	First -----	Second -----	Third -----	Fourth -----
Year ended June 30, 1997				
Revenues	\$62,734	\$68,821	\$70,907	\$70,522
Costs and expenses	58,200	64,039	66,016	67,943
Income taxes	1,836	1,936	1,912	1,030
Net income	2,698	2,846	2,979	1,549
Earnings per share	0.25	0.26	0.27	0.14
Year ended June 30, 1996				
Revenues	\$57,610	\$59,332	\$62,324	\$65,349
Costs and expenses	53,989	55,457	58,080	60,933
Income taxes	1,397	1,528	1,657	1,723
Net income	2,224	2,347	2,587	2,693
Earnings per share	0.21	0.22	0.24	0.25

EXHIBIT 21

The significant subsidiaries of the Registrant, as defined in Section 1-02(w) of regulation S-X, are:

CACI, Inc., a Delaware Corporation

CACI, INC.-FEDERAL, a Delaware Corporation CACI, INC.-COMMERCIAL, a Delaware Corporation CACI Products Company, a Delaware Corporation American Legal Services Corp., a Delaware Corporation CACI Field Services, Inc., a Delaware Corporation CACI N.V., a Netherlands Corporation CACI Limited, a U.K. Corporation

Automated Sciences Group, Inc., a Delaware Corporation IMS Technologies, Inc., a Delaware Corporation

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM EXHIBIT 13 TO FORM 10-K FOR FY1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

PERIOD TYPE	YEAR
FISCAL YEAR END	JUN 30 1997
PERIOD END	JUN 30 1997
CASH	2,015,000
SECURITIES	0
RECEIVABLES	73,831,000
ALLOWANCES	(2,988,000)
INVENTORY	0
CURRENT ASSETS	79,532,000
PP&E	32,751,000
DEPRECIATION	(21,146,000)
TOTAL ASSETS	118,860,000
CURRENT LIABILITIES	37,518,000
BONDS	8,800,000
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	1,422,000
OTHER SE	69,352,000
TOTAL LIABILITY AND EQUITY	118,860,000
SALES	0
TOTAL REVENUES	272,984,000
CGS	0
TOTAL COSTS	148,433,000
OTHER EXPENSES	105,618,000
LOSS PROVISION	1,042,000
INTEREST EXPENSE	1,105,000
INCOME PRETAX	16,786,000
INCOME TAX	6,714,000
INCOME CONTINUING	10,072,000
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	10,072,000
EPS PRIMARY	\$0.92
EPS DILUTED	\$0.92

End of Filing

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