CACI INTERNATIONAL INC /DE/

FORM 10-Q/A
(Amended Quarterly Report)

Filed 5/15/1998 For Period Ending 3/31/1998

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Industry	Computer Services
Sector	Technology
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

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

For the Quarter Ended March 31, 1998

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 X No .

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of March 31, 1998: CACI International Inc Common Stock, $0.10 par value, 10,817,000 shares.

CACI INTERNATIONAL INC AND SUBSIDIARIES

PART I: FINANCIAL INFORMATION

PART 1

FINANCIAL INFORMATION

Item 1. Financial Statements

CACI INTERNATIONAL INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in thousands, except per share data)

	Three Months Ended March 31, 1998	1997
Revenues	$85,239	$70,907
Costs and expenses		
Direct costs	47,328	39,137
Indirect costs and selling expenses	30,449	24,594
Depreciation and amortization	2,116	1,857
Total operating expenses	79,893	65,588
Income from operations	5,346	5,319
Interest expense	627	428
Income before income taxes	4,719	4,891
Income taxes	1,613	1,912
Net income	$3,106	$2,979

EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE:

Basic earnings per share	$ 0.29	$ 0.28
Diluted earnings per share	$ 0.28	$ 0.27
Average shares outstanding	10,813	10,633
Average and equivalent shares outstanding	11,199	11,075

See notes to condensed consolidated financial statements (unaudited).

CACI INTERNATIONAL INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in thousands, except per share data)

	Nine Months Ended March 31, 1998	1997
Revenues	$235,053	$202,462
Costs and expenses		
Direct costs	127,915	107,334
Indirect costs and selling expenses	86,039	75,207
Depreciation and amortization	6,482	4,825
Total operating expenses	220,436	187,366
Income from operations	14,617	15,096
Interest expense	1,344	889
Income before income taxes	13,273	14,207
Income taxes	4,863	5,684
Net income	$8,410	$8,523

EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE:

	1998	1997
Basic earnings per share	$0.78	$0.82
Diluted earnings per share	$0.76	$0.78
Average shares outstanding	10,758	10,445
Average & equivalent shares outstanding	11,134	10,981

See notes to condensed consolidated financial statements (unaudited).

CACI INTERNATIONAL INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(dollars in thousands)

	March 31, 1998	June 30, 1997
ASSETS		
Current assets		
Cash & equivalents	$ 1,498	$ 2,015
Accounts receivable:		
Billed	74,395	59,294
Unbilled	11,165	11,549
Total accounts receivable	85,560	70,843
Income taxes	-	2,984
Deferred income taxes	114	114
Prepaid expenses and other	2,957	3,576
Current portion of deferred contract costs	2,609	-
Total current assets	92,738	79,532
Property and equipment, net	11,511	11,605
Accounts receivable, long term	6,034	7,015
Deferred contract costs, long term	206	-
Goodwill	38,013	15,459
Other assets	5,637	4,486
Deferred income taxes	719	763
Total assets	$ 154,858	$ 118,860
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable & accrued expenses	$ 20,545	$ 19,854
Accrued compensation and benefits	15,871	12,527
Income taxes payable	820	-
Deferred income taxes	4,230	5,137
Total current liabilities	41,466	37,518
Note payable, long-term	31,100	8,800
Deferred rent expenses	1,373	1,627
Deferred income taxes	142	141
Shareholders' equity		
Common stock - $.10 par value, 40,000,000 shares authorized, 14,343,000 and 14,215,000 shares issued	1,434	1,422
Capital in excess of par	11,993	10,595
Retained earnings	81,110	72,700
Cumulative currency translation adjustments	(98)	(281)
Treasury stock, at cost (3,526,000 shares)	(13,662)	(13,662)
Total shareholders' equity	80,777	70,774
Total liabilities & shareholders' equity	$154,858	$118,860

See notes to condensed consolidated financial statements (unaudited).

CACI INTERNATIONAL INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(dollars in thousands)

	Nine Months Ended March 31, 1998	1997
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 8,410	$ 8,523
Reconciliation of net income to net cash provided by operating activities		
Depreciation and amortization	6,482	4,825
Provision for deferred income taxes	(863)	473
Loss (gain) on sale of property & equipment	(49)	17
Changes in operating assets and liabilities		
Accounts receivable	(3,589)	(2,686)
Prepaid expenses and other assets	336	566
Accounts payable and accrued expenses	(1,750)	(3,726)
Accrued compensation and benefits	2,893	(1,246)
Deferred rent expense	(987)	(429)
Income taxes	3,831	123
Deferred contract costs	1,831	-
Net cash provided by operating activities	16,545	6,440
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of property and equipment	(4,148)	(4,629)
Purchase of businesses	(36,490)	(9,386)
Proceeds from sale of property & equipment	411	9
Other	(598)	(946)
Net cash used in investing activities	(40,825)	(14,952)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds under line-of-credit	124,850	90,272
Payments under line-of-credit	(102,550)	(85,258)
Proceeds from stock options	1,411	4,282
Net cash provided by financing activities	23,711	9,296
Effect of changes in currency rates on cash and equivalents	52	100
Net (decrease) increase in cash & equivalents	(517)	884
Cash and equivalents, beginning of period	2,015	1,776
Cash and equivalents, end of period	$ 1,498	$ 2,660
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the period for income taxes, net	$ 820	$ 1,764
Interest paid during the period	$ 1,159	$ 784

See notes to condensed consolidated financial statements (unaudited).

CACI INTERNATIONAL INC AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

A. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in the annual financial statements, prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information presented not misleading.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all necessary adjustments and reclassifications (all of which are of a normal, recurring nature) that are necessary for fair presentation for the periods presented. It is suggested that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes there to included in the Company's latest annual report to the Securities and Exchange Commission on Form 10-K for the year ended June 30, 1997.

Certain reclassifications have been made to the prior period's financial statements to conform to the current presentation.

B. Accounts Receivable

Total accounts receivable are net of allowance for doubtful accounts of $3,301,000 and $2,988,000 at March 31, 1998, and June 30, 1997, respectively. Accounts receivable are classified as follows:

(Dollars in thousands)	March 31, 1998	June 30, 1997
Billed and billable receivables		
Billed receivables	$ 65,724	$ 52,159
Billable receivables at end of period	8,671	7,135
Total billed receivables	74,395	59,294
Unbilled receivables		
Unbilled pending receipt of contractual documents authorizing billing	11,015	11,374
Unbilled retainages & fee withholds expected to be billed within the next 12 months	150	175
	11,165	11,549
Unbilled retainages & fee withholds expected to be billed beyond the next 12 months	6,034	7,015
Total unbilled receivables	17,199	18,564
Total accounts receivable	$ 91,594	$ 77,858

C. Deferred Contract Costs

Deferred contract costs include the cost of equipment acquired by the Company to provide communications services under contract. The costs are charged to expense as the associated service revenues are billed to the customer. As of March 31, 1998, approximately $2.6 million is classified as a current asset as this represents the amount to be recovered within the next twelve months.

D. Earnings per Share

In March 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128 ("SFAS No. 128"), "Earnings Per Share" ("EPS") which simplifies the standards for computing EPS previously found in APB Opinion No. 15 and makes them comparable to international EPS standards. SFAS No. 128 became effective during the period ended December 31,1997 and therefore, all prior periods presented have been restated in conformity with this Statement.

The table below reconciles the effect that potentially dilutive securities have on earnings per share.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	1998	1997	1998	1997
Net Income	$ 3,106	$ 2,979	$ 8,410	$ 8,523
Average shares outstanding	10,813	10,633	10,758	10,445
Basic earnings per share	$ 0.29	$ 0.28	$ 0.78	$ 0.82
Net Income	$ 3,106	$ 2,979	$ 8,410	$ 8,523
Average share outstanding	10,813	10,633	10,758	10,445
Dilutive effect of stock options after application of treasury stock method	386	442	376	536
Average and equivalent shares outstanding	11,199	11,075	11,134	10,981
Diluted earnings per share	$ 0.28	$ 0.27	$ 0.76	$ 0.78

E. Commitments and Contingencies

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.

F. Acquisitions

On November 1, 1997, the Company acquired the business and net assets of Government Systems, Inc. ("GSI"), a subsidiary of Infonet Services Corporation, a multinational communications network provider headquartered in El Segundo, California, for $28 million in cash, plus an additional $5.5 million to pay off existing debt of GSI, which has been recorded using the purchase method of accounting. GSI delivers international communications and network-related services to meet the networking needs of the U.S. Government and other organizations. These services include full implementation of dedicated private networks, integrated public and private networks, network installation, maintenance, and management and operations. GSI's major customers include the Department of Defense, the Federal Aviation Administration and Globalstar Limited Partnership. GSI's annual revenues, prior to acquisition, approximated $36 million. Approximately $23 million of the purchase consideration has been preliminarily allocated to goodwill, based upon the excess purchase price over the estimated fair value of net assets acquired, and will be amortized over 20 years.

The preliminary purchase price allocation may change during the year ending June 30,1998 as additional information concerning the net asset valuation is obtained. GSI contributed revenues of $13.5 million for the period from November 1, 1997 to March 31, 1998.

In order to meet the financing requirements of the above acquisition, on October 28, 1997, the Company amended its existing credit facility, extending its term from July 1, 1999 to July 1, 2000 and increasing the facility from $50 million to $70 million. All other significant terms and conditions remain the same.

Also in November 1997, CACI Limited in London, England, acquired 100% of the share capital of AnaData Limited ("AnaData"), which was recorded under the purchase method of accounting. The total consideration paid was $1.9 million in cash, which was financed from CACI Limited's working capital. AnaData develops and markets software products for managing marketing databases, and historically generated annual revenues of approximately $2.5 million. Based upon estimated fair values, $1 million of the purchase consideration has been allocated to software intellectual property rights which will be amortized over five years, and $0.4 million has been allocated to goodwill which will be amortized over 10 years. Since its acquisition, the operations of AnaData have generated $1.0 million in revenue through March 31, 1998.

G. Recent Pronouncements

In June 1997, the Financial Accounting Standards Board issued Statement of Financial Standards No. 130, "Reporting Comprehensive Income" ("SFAS No. 130") and Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS No. 131"). SFAS No. 130 establishes standards for the reporting and presenting of comprehensive income and its components (revenue, expenses, gains and losses) in a full set of general-purpose financial statements. SFAS No. 131 establishes standards for the manner in which public business enterprises report information about operating segments and the related disclosures about products and services, geographic area, and major customers. Both statements are effective for financial statements issued for fiscal years beginning after December 15, 1997. The Company is currently reviewing what effect the new standards will have on future reporting.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Results of Operations for the Three & Nine Months Ended March 31, 1998 & 1997.

REVENUES. The table below sets forth the customer mix in revenues with related percentages of total revenues for the three months and nine months ended on March 31, 1998 (FY98) and March 31, 1997 (FY97), respectively:

(Dollars in thousands, except as percents)

	Third Quarter				First Nine Months			
	FY98		FY97		FY98		FY97	
Department of Defense	$40,851	47.9%	$36,718	51.8%	$116,398	49.5%	$105,203	52.0%
Federal Civilian Agencies	25,213	29.6%	18,221	25.7%	64,840	27.6%	50,611	25.0%
Commercial	16,613	19.5%	14,639	20.6%	47,726	20.3%	41,240	20.4%
State & Local Governments	2,562	3.0%	1,329	1.9%	6,089	2.6%	5,408	2.6%
Total	$85,239	100.0%	$70,907	100.0%	$235,053	100.0%	$202,462	100.0%

For the three months ("quarter") and nine months ended March 31, 1998, the Company's total revenues increased by 20%, or $14.3 million, and by 16%, or $32.6 million, respectively, over the same periods last year. The increases were primarily the result of the acquisitions described below and increases in revenue from Year 2000 software renovation services.

On November 1, 1997, the Company acquired the business and net assets of Government Systems, Inc. ("GSI") which contributed approximately $8.7 million and $13.5 million of incremental revenues for the three and nine months ended March 31, 1998, respectively. In addition, in November 1997, CACI Limited in London England, acquired 100% of the share capital of AnaData Limited ("AnaData") which contributed $0.6 million and $1.0 million of incremental revenues for three and nine months ended March 31, 1998, respectively. In the prior year, the company purchased the net assets of Sunset Resources, Inc. ("SRI") on October 1, 1996, which generated incremental revenues of $4.4 million for the first three months of FY98.

Revenues from the Department of Defense ("DoD") increased 11.3%, or $4.1 million, for the quarter, and 10.6%, or $11.2 million, for the first nine months. The GSI and SRI acquisitions accounted for $4.3 million and $10.8 million of the growth, respectively.

A significant portion of the Federal civilian agencies revenue is derived from the Department of Justice ("DoJ") litigation support efforts. A significant portion of the services are dependent on the level of DoJ litigation that the Company is supporting at any period of time and have fluctuated from quarter to quarter. DoJ revenue for the third quarter of FY98 decreased slightly to $14.6 million versus $15.4 million for the same period last year. For the first nine months of FY98, revenue from DoJ was $43.6 million compared to $39.1 million for the same period last year due to a higher level of case support. Revenues from Federal civilian agencies also rose $3.7 million and $5.9 million for the third quarter and nine months end March 31, 1998, respectively as a result of the GSI acquisition. In addition, revenues increased $1.6 million and $2.3 million for the third quarter and nine months of FY98, respectively, over the same periods last year due to efforts in our Year 2000 business.

During the quarter and nine months ended March 31, 1998, commercial revenues increased by 13%, or $2.0 million, and 16%, or $6.5 million, respectively, over the same periods last year. These increases are primarily the result of growth in sales of territory optimization and marketing analysis software products and services in the United Kingdom. The nature of the Company's proprietary software products business is inherently less predictable than the Company's longer-term contract work with the Federal Government and may fluctuat e from quarter to quarter.

On a year-to-date basis, revenues from State and Local governments have remained consistent at 2.6% of revenues for FY98 and FY97. The increase of $1.2 million to revenues of $2.6 million for the quarter ended March 31, 1998, as compared to the quarter a year ago, was largely due to Year 2000 business.

The following table sets forth the relative percentages that certain items of expense and earnings bear to revenues for the quarter and nine months ended March 31, 1998 and March 31, 1997, respectively.

	Dollar Amount (in thousands)				Percentage of Revenue			
	Third Quarter		First Nine Months		Third Quarter		First Nine Months	
	FY98	FY97	FY98	FY97	FY98	FY97	FY98	FY97
Revenues	$85,239	$70,907	$235,053	$202,462	100.0%	100.0%	100.0%	100.0%
Costs and expenses:								
Direct costs	47,328	39,137	127,915	107,334	55.5%	55.2%	54.4%	53.0%
Indirect costs	30,449	24,594	86,039	75,207	35.7%	34.7%	36.6%	37.2%
Depreciation & amortization	2,116	1,857	6,482	4,825	2.5%	2.6%	2.8%	2.3%
Total operating expenses	79,893	65,588	220,436	187,366	93.7%	92.5%	93.8%	92.5%

Income from operations	5,346	5,319	14,617	15,096	6.3%	7.5%	6.2%	7.5%
Interest expense	627	428	1,344	889	0.7%	0.6%	0.6%	0.5%
Earnings before income taxes	4,719	4,891	13,273	14,207	5.6%	6.9%	5.6%	7.0%
Income taxes	1,613	1,912	4,863	5,684	1.9%	2.7%	2.0%	2.8%
Net income	$ 3,106	$ 2,979	$ 8,410	$ 8,523	3.7%	4.2%	3.6%	4.2%

INCOME FROM OPERATIONS. Operating income, as a percentage of revenues, in the FY98 periods was lower than in the comparable periods in FY97 primarily as a result of several income items in FY97, which did not recur in FY98. These items, which included a gain from the favorable rate settlement of prior year indirect cost audits, a gain on the sale of a non-strategic software product line and gains on several old contract claim settlements, added 1.1% and 0.7% to operating margins in the third quarter and nine-month periods of FY97, respectively. Higher depreciation and amortization expense, primarily related to acquisitions, further reduced the nine-month operating margin by 0.5% for FY98.

Direct costs, as a percentage of revenues, fluctuate from period to period due to changes in the contract mix between direct labor, which usually yields a higher margin, and other direct costs. On a quarter to quarter basis, the level of other direct costs was relatively consistent. For the nine-month periods, other direct costs are higher in FY98 primarily due to the acquisition of GSI.

Indirect costs include fringe benefits, indirect labor, marketing, and bid and proposal costs, and other discretionary costs. When excluding the impact, of the non-recurring gains discussed above, of $0.8 million and $1.5 million for the third quarter and nine months of FY97, respectively, indirect costs, as a percentage of revenues, remained consistent on a quarter to quarter comparison. For the first nine months of FY98 as compared to FY97, indirect costs, as a percentage of revenues, have declined due to the effect on total revenues of direct costs noted above.

The increase in depreciation and amortization of $0.3 million and $1.6 million for the quarter and the nine months ended March 31, 1998, respectively, is primarily attributable to the acquisitions discussed above which resulted in additional goodwill of $26.4 million.

INTEREST EXPENSE. Interest expense has increased by $0.2 million and $0.5 million for the quarter and nine months ended March 31, 1998, respectively, as compared to the same periods in the previous year. This is directly attributable to the increased borrowings of $33.5 million necessary to complete the GSI acquisition.

INCOME TAXES. The effective income tax rate for the nine months ended March 31, 1998 was 36.6% versus 40.0% for the same period last year. The decrease is primarily the result of a projected lower effective state income tax rate for FY98.

NET INCOME. Net income increased slightly to $3.1 million for the quarter and decreased slightly to $8.4 million for the nine months of FY98, as compared to the same periods in the previous year for the various reasons discussed above.

LIQUIDITY AND CAPITAL RESOURCES

Historically, the Company's positive cash flow from operations and available credit facilities provided adequate liquidity and working capital to fully fund the Company's operational needs and support the acquisition activities. Working capital was $51.3 million and $42.0 million as of March 31, 1998 and June 30, 1997, respectively. The increase in working capital in the first nine months of FY98 is primarily related to the GSI acquisition. Operating activities provided cash of $16.5 million and $6.4 million for the nine months ended March 31, 1998 and 1997, respectively. The increase in cash provided by operating activities is primarily due to the receipt of $3.3 million in income tax refunds, $2.9 million less in the timing of funds disbursed for accrued compensation and $2.0 million less in timing requirements for disbursements to vendors in the ordinary course of business.

The Company used $40.8 million in investing activities for the nine months ended March 31,1998 versus $15.0 million for the same period a year ago. This is due primarily to the GSI acquisition for $33.5 million.

The Company financed its investing activities from operating cash flows and from a net increase in borrowings of $28.1 million under its line of credit. Since the acquisition of GSI, the Company has paid down approximately $10.0 million of amounts borrowed.

On October 28, 1997, the Company increased its unsecured revolving credit agreement from $50 million to $70 million and extended the term to July 1, 2000. The Company also maintains a 500,000 pound sterling unsecured line of credit in London, England, which expires in November 1998. At March 31, 1998, the Company had approximately $39.7 million available for borrowings under its lines of credit. On March 31, 1998, the Company signed a commitment letter with NationsBank to increase the revolving unsecured credit agreement from $70 million to $125 million and to secure lower interest rates for a five-year term. The new facility, which will contain certain financial covenants similar to those currently maintained, is expected to be in place by the end of May 1998. Accordingly, the Company believes that the combination of internally generated funds, available credit and cash on hand will provide the required liquidity and capital resources for the foreseeable future.

YEAR 2000

Many computer systems will experience problems handling dates beyond the year 1999 and therefore will need to be modified prior to the year 2000 in order to remain functional.

The Company has been taking actions to ensure both the internal readiness of its computer systems and the compliance of its computer software products for handling dates beyond December 31, 1999. The Company is also assessing the year 2000 readiness of its key suppliers and subcontractors.

While these ongoing efforts will involve additional costs, the Company believes, based on information currently available, that it will be able to manage its total Year 2000 transition without any material adverse effect on its business operations, products or financial prospects.

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

Reference is made to Part I, Item 3, Legal Proceedings, in the Registrant's Quarterly Report on Form 10-Q for the period ending December 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 with 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 not changed.

ITEM 5. OTHER INFORMATION-FORWARD LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. Certain statements included in "Liquidity and Capital Resources" and information contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission, which should be read in conjunction with this Quarterly Report, may be considered forward-looking. 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:
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; changes in government laws or regulations; unusually intense competition for employees with cutting-edge technical skills; and our ability to manage the business to achieve forecast results.

CACI INTERNATIONAL INC AND SUBSIDIARIES
INDEX TO EXHIBITS

Exhibit Number	Title
11	Computation of Basic and Diluted Earnings Per Share
27	Financial Data Schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CACI International Inc
(Registrant)

Date: May 13, 1998	*By: /s/*
	Dr. J.P. London *Chairman of the Board,* *Chief Executive Officer, & Director* *(Principal Executive Officer)*
Date: May 13, 1998	*By: /s/*
	James P. Allen *Executive Vice President,* *Chief Financial Officer, & Treasurer* *(Principal Financial* *and Accounting Officer)*

EXHIBIT 11

CACI INTERNATIONAL INC AND SUBSIDIARIES

COMPUTATION OF EARNINGS PER SHARE

	Three Months Ended March 31, 1998	Three Months Ended March 31, 1997	Nine Months Ended March 31, 1998	Nine Months Ended March 31, 1997
Net income	$ 3,106	$ 2,979	$ 8,410	$ 8,523
Average shares outstanding during the period	10,813	10,633	10,758	10,445
Dilutive effect of stock options after application of treasury stock method	386	442	376	536
Average number of shares outstanding during the period	11,199	11,075	11,134	10,981
Basic earnings per share	$ 0.29	$ 0.28	$ 0.78	$ 0.82
Diluted earnings per share	$ 0.28	$ 0.27	$ 0.76	$ 0.78

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FORM 10Q FOR THE PERIOD ENDING MARCH 31, 1998, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

PERIOD TYPE	9 MOS
FISCAL YEAR END	JUN 30 1998
PERIOD END	MAR 31 1998
CASH	1498000
SECURITIES	0
RECEIVABLES	88861000
ALLOWANCES	(3301000)
INVENTORY	0
CURRENT ASSETS	92738000
PP&E	38251000
DEPRECIATION	(26740000)
TOTAL ASSETS	154858000
CURRENT LIABILITIES	34637000
BONDS	31100000
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	1434000
OTHER SE	79343000
TOTAL LIABILITY AND EQUITY	154858000
SALES	0
TOTAL REVENUES	235053000
CGS	0
TOTAL COSTS	127915000
OTHER EXPENSES	91474000
LOSS PROVISION	1047000
INTEREST EXPENSE	1344000
INCOME PRETAX	13273000
INCOME TAX	4863000
INCOME CONTINUING	4863000
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	8410000
EPS PRIMARY	0.78
EPS DILUTED	0.78

End of Filing