

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

February 16, 2006
(Date of Report)

CACI International Inc
(Exact name of registrant as specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

0-8401

Commission File Number)

54-1345899

*(IRS Employer
Identification Number)*

**1100 N. Glebe Road
Arlington, Virginia 22201**
(Address of Principal executive offices)(ZIP code)

(703) 841-7800
*(Registrant's telephone number,
including area code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEMS 1.01, 7.01, and 8.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT; REGULATION FD DISCLOSURE;
OTHER EVENTS**

In Arlington, VA, February 16, 2006, CACI International Inc announced today that it has signed an amended and restated definitive agreement to purchase substantially all of the assets of Information Systems Support, Inc. (ISS) for \$145 million in cash, subject to certain closing adjustments. It is anticipated that the transaction will close on or about March 1, 2006. Reference is made to the Registrant's Current Reports on Form 8-K filed with the Commission on December 22, 2005 and January 31, 2006 for additional information on the transaction.

A copy of the Registrant's press release is attached as Exhibit 99 to this current report on Form 8-K.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit 99 Press Release dated February 16, 2006, announcing that the Registrant has executed an amended and restated agreement to acquire substantially all of the assets of Information Systems Support, Inc.

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

CACI International Inc

Registrant

By: /s/ Arnold D. Morse

Arnold D. Morse
Senior Vice President,
Acting Director, Legal Division,
and Assistant Secretary

News Release

CACI International Inc - 1100 North Glebe Road - Arlington Virginia 22201

CACI Signs Amended Purchase Agreement to Acquire Information Systems Support, Inc.

Valuation Revised After January 31 Delay Announcement

Arlington, Va., February 16, 2006 - CACI International Inc (NYSE: CAI) announced today that it has entered into an amended and restated asset purchase agreement to purchase substantially all of the assets of Information Systems Support, Inc. (ISS). On January 31, both companies announced a delay in the closing after ISS informed CACI of the loss of a significant recompetition contract, which required a revised valuation of ISS. The valuation process has now been completed and the parties have entered into a revised agreement.

ISS is an award-winning and ISO:9001-certified information technology solutions provider primarily to the U.S. Government. Headquartered in Gaithersburg, Maryland, ISS offers solutions in three main service areas: information technology, communications, and logistics. At the time of closing, ISS will have approximately 950 employees, more than 70 percent of whom hold Secret or higher clearances, serving major clients such as the U.S. Army, Navy, Air Force, other Defense Department agencies, and federal civilian agencies such as the Departments of Justice and Transportation, the General Services and Social Security Administrations, and the Library of Congress. CACI anticipates closing on or about March 1, 2006, and will issue revised revenue and earnings guidance at that time.

Under terms of the agreement, CACI will pay \$145 million in cash, subject to certain closing adjustments. Since this transaction is an asset purchase, it will give rise to substantial future cash tax benefits, estimated at a present value of approximately \$17 million. The acquisition will be financed through the company's existing cash and borrowings under its revolving credit facility.

Dr. J.P. (Jack) London, CACI Chairman, President, and CEO, said, "We are pleased to welcome the Information Systems Support team to CACI. The acquisition of ISS broadens our presence in vital, high-growth areas of the U.S. national security market, and brings us new clients, complementary to our customer base, who have increasing requirements, priority funding, and new locations targeted for expansion. Our new ISS colleagues also provide outstanding expertise and talents that are a great fit with CACI's corporate culture of quality client service, honesty and integrity, and excellence in all we do."

London continued, "The acquisition of ISS continues our strong mergers and acquisitions (M&A) program, which is a key element of CACI's strategic growth plans. Along with positive organic growth and increased contract awards, our M&A activity continues to help us expand support for our clients, create opportunities for our employees, and deliver high returns for our shareholders."

CACI International Inc provides the IT and network solutions needed to prevail in today's new era of defense, intelligence, and e-government. From systems integration and managed network solutions to knowledge management, engineering, simulation, and information assurance, we deliver the IT applications and infrastructures our federal customers use to improve communications and collaboration, secure the integrity of information systems and networks, enhance data collection and analysis, and increase efficiency and mission effectiveness. Our solutions lead the transformation of defense and intelligence, assure homeland security, enhance decision-making, and help government to work smarter, faster, and more responsively. CACI, a member of the Russell 1000 and S&P SmallCap 600 indices, provides dynamic careers for approximately 9,500 employees working in over 100 offices in the U.S. and Europe. CACI is the IT provider for a networked world. Visit CACI on the web at www.caci.com.

There are statements made herein which do not address historical facts and, therefore could be interpreted to be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are subject to factors that could cause actual results to differ materially from anticipated results. The factors that could cause actual results to differ materially from those anticipated include, but are not limited to, the following: regional and national economic conditions in the United States and the United Kingdom, including conditions that result from terrorist activities or war; changes in interest rates; currency fluctuations; failure to achieve contract awards in connection with

recompetes for present business and/or competition for new business; the risks and uncertainties associated with client interest in and purchases of new products and/or services; continued funding of U.S. Government or other public sector projects, based on a change in spending patterns, or in the event of a priority need for funds, such as homeland security, the war on terrorism or rebuilding Iraq; government contract procurement (such as bid protest, small business set asides, etc.) and termination risks; the results of government investigations into allegations of improper actions related to the provision of services in support of U.S. military operations in Iraq; individual business decisions of our clients; paradigm shifts in technology; competitive factors such as pricing pressures and/or competition to hire and retain employees (particularly those with security clearances); material changes in laws or regulations applicable to our businesses, particularly in connection with (i) government contracts for services, (ii) outsourcing of activities that have been performed by the government, (iii) competition for task orders under Government Wide Acquisition Contracts ("GWACs") and/or schedule contracts with the General Services Administration; and (iv) expensing of stock options; our own ability to achieve the objectives of near term or long range business plans; and other risks described in the company's Securities and Exchange Commission filings.

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