

CACI INTERNATIONAL INC /DE/
Form SC 13D/A
August 29, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)

CACI
INTERNATIONAL
INC
(Name of Issuer)

COMMON STOCK,
\$.10 PAR VALUE
(Title of class of
securities)

127190304
(CUSIP number)

Jason Wathen
Blue Harbour
Group, LP
646 Steamboat Road
Greenwich,
Connecticut 06830
(203) 422-6540
(Name, address and
telephone number of
person authorized to
receive notices and
communications)

AUGUST 28, 2012
(Date of event which
requires filing of this
statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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1	NAME OF REPORTING PERSON:	Blue Harbour Group, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 1,941,074
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 1,941,074
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	1,941,074
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	8.6%
14	TYPE OF REPORTING PERSON:	PN

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1 NAME OF REPORTING PERSON: Blue Harbour Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) ☐ GROUP:
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	1,941,074
EACH	9	SOLE DISPOSITIVE POWER:	0
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER:	1,941,074

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,941,074

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.6%

14 TYPE OF REPORTING PERSON: OO

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1 NAME OF REPORTING PERSON: Clifton S. Robbins

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) ☐ GROUP:
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:	0
	8	SHARED VOTING POWER:	1,941,074
	9	SOLE DISPOSITIVE POWER:	0
	10	SHARED DISPOSITIVE POWER:	1,941,074

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,941,074

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.6%

14 TYPE OF REPORTING PERSON: IN

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This Amendment No. 1 is filed to amend Items 3 and 5 of the Schedule 13D filed with the Securities and Exchange Commission on June 13, 2012 (the "Schedule 13D") by and on behalf of Blue Harbour Group, LP, a Delaware limited partnership ("Manager"), Blue Harbour Holdings, LLC, a Delaware limited liability company ("Manager GP"), and Clifton S. Robbins, a citizen of the United States of America ("Mr. Robbins"). Reference is hereby made to the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

The following Items of the Schedule 13D are hereby amended as follows:

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated to read in its entirety as follows:

The 1,941,074 shares of Common Stock reported herein by the Reporting Persons were acquired by the Manager for an aggregate purchase price of approximately \$88,629,438 (excluding brokerage commissions). The shares of Common Stock that are reported on this Amendment No. 1 to Schedule 13D were acquired with working capital of the Manager, which at any given time may include funds borrowed on margin in the ordinary course and on customary terms.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated to read in its entirety as follows:

(a) – (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 1 to Schedule 13D are incorporated herein by reference. As of the close of business on the date of this Amendment No. 1 to Schedule 13D, the Reporting Persons beneficially own an aggregate of 1,941,074 shares of Common Stock, which shares of Common Stock may be deemed to be beneficially owned by each of the Manager, Manager GP, and Mr. Robbins, and which represent approximately 8.6% of the outstanding shares of Common Stock. All percentages set forth in this paragraph are based on 22,666,506 shares of Common Stock outstanding as of August 24, 2012, as set forth in the Company's Annual Report on Form 10-K for the Company's fiscal year ended June 30, 2012.

For purposes of disclosing the number of shares beneficially owned by each of the Reporting Persons, each of Manager, Manager GP and Mr. Robbins may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Manager, Manager GP and Mr. Robbins disclaims beneficial ownership of such shares for all other purposes.

(c) Except as set forth above or in the attached Schedule I, no Reporting Person has effected any transaction in shares of Common Stock during the sixty (60) days preceding the date of this Amendment No. 1 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 29, 2012

BLUE HARBOUR GROUP, LP

By: Blue Harbour Holdings, LLC, its
general partner

By:/s/ Clifton S. Robbins
Name: Clifton S. Robbins
Title: Managing Member

BLUE HARBOUR HOLDINGS, LLC

By:/s/ Clifton S. Robbins
Name: Clifton S. Robbins
Title: Managing Member

/s/ Clifton S. Robbins
Clifton S. Robbins

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Schedule I

Transactions in Shares of Common Stock by Reporting Persons

Reporting Person	Date	Transaction	Number of Shares of Common Stock	Price Per Share*
Manager	8/2/2012	Purchase	21,500	\$55.29
Manager	8/20/2012	Purchase	14,000	\$52.19
Manager	8/21/2012	Purchase	500	\$52.25
Manager	8/22/2012	Purchase	17,849	\$52.25
Manager	8/23/2012	Purchase	54,204	\$52.22
Manager	8/24/2012	Purchase	64,447	\$52.20
Manager	8/27/2012	Purchase	60,207	\$52.19
Manager	8/28/2012	Purchase	2,224	\$52.25

* Shares of Common Stock were sold or purchased (as applicable) over the day, and the aggregate amount and average price (excluding brokerage commissions) are indicated.