

CACI INTERNATIONAL INC /DE/

Form 4

July 07, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blue Harbour Group, L.P.

2. Issuer Name and Ticker or Trading Symbol
CACI INTERNATIONAL INC /DE/
[CACI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2014

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

646 STEAMBOAT ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	07/02/2014		S	52,729	D	\$ 69.83	2,414,685	I	See footnote (2) (3)
Common Stock	07/03/2014		S	36,271	D	\$ 70.05	2,378,414	I	See footnote (2) (3)
Common Stock	07/07/2014		S	34,000	D	\$ 69.43	2,344,414	I	See footnote (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blue Harbour Group, L.P. 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
Blue Harbour Holdings, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
ROBBINS CLIFTON S 626 STEAMBOAT ROAD GREENWICH, CT 06830		X		

Signatures

/s/ Clifton S. Robbins, Managing Member of Blue Harbour Holdings, LLC, the General Partner of Blue Harbour Group, LP	07/07/2014
__Signature of Reporting Person	Date
/s/ Clifton S. Robbins, Managing Member of Blue Harbour Holdings, LLC	07/07/2014
__Signature of Reporting Person	Date
/s/ Clifton S. Robbins	07/07/2014
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.80 to \$70.05, inclusive. The Reporting Persons undertake to provide to CACI International Inc., any security holder of CACI International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) This Form 4 is filed by Blue Harbour Group, LP (the "Manager"), Blue Harbour Holdings, LLC ("Manager GP") and Clifton S. Robbins. Manager GP is the general partner of Manager. Mr. Robbins directly and indirectly through trusts or other entities controlled by Mr. Robbins is the controlling shareholder of Manager GP.

(3) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.86 to \$70.20, inclusive. The Reporting Persons undertake to provide to CACI International Inc., any security holder of CACI International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.09 to \$70.00, inclusive. The Reporting Persons undertake to provide to CACI International Inc., any security holder of CACI International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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