

CACI INTERNATIONAL INC /DE/
Form SC 13D
July 07, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

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)

JUNE 30, 2010
(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 [].

| | | | |
|--------------|---|---|-----------|
| 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 | 7 | SOLE VOTING POWER: | 0 |
| SHARES | 8 | SHARED VOTING POWER: | 1,694,342 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER: | 1,694,342 |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,694,342 | |
| 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): | 5.6% | |
| 14 | TYPE OF REPORTING PERSON: | PN | |

| | | | |
|--------------|---|---|-------------------------------------|
| 1 | NAME OF REPORTING PERSON: | Blue Harbour Strategic Value Partners Master Fund, 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: | WC | |
| 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: | Cayman Islands, British West Indies | |
| NUMBER OF | 7 | SOLE VOTING POWER: | 0 |
| SHARES | 8 | SHARED VOTING POWER: | 1,128,095 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER: | 1,128,095 |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,128,095 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | <input checked="" type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | 3.7% | |
| 14 | TYPE OF REPORTING PERSON: | PN | |

The aggregate amount in Row 11 excludes shares directly and beneficially owned by Blue Harbour Institutional Partners Master Fund, L.P.

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| | | | |
|--------------|---|---|-------------------------------------|
| 1 | NAME OF REPORTING PERSON: | Blue Harbour Institutional Partners Master Fund, L.P. | |
| 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: | WC | |
| 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: | Cayman Islands, British West Indies | |
| NUMBER OF | 7 | SOLE VOTING POWER: | 0 |
| SHARES | 8 | SHARED VOTING POWER: | 566,247 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER: | 566,247 |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 566,247 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | <input checked="" type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | 1.9% | |
| 14 | TYPE OF REPORTING PERSON: | PN | |

The aggregate amount in Row 11 excludes shares directly and beneficially owned by Blue Harbour Strategic Value Partners Master Fund, LP

| | | | |
|--------------|---|--|-----------|
| 1 | NAME OF REPORTING PERSON: | Blue Harbour GP, LLC | |
| 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 | 7 | SOLE VOTING POWER: | 0 |
| SHARES | 8 | SHARED VOTING POWER: | 1,694,342 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER: | 1,694,342 |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,694,342 | |
| 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): | 5.6% | |
| 14 | TYPE OF REPORTING PERSON: | OO | |

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| | | | |
|--------------|---|---|-----------|
| 1 | NAME OF REPORTING PERSON: | Blue Harbour Holdings, LLC | |
| 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 | 7 | SOLE VOTING POWER: | 0 |
| SHARES | 8 | SHARED VOTING POWER: | 1,694,342 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER: | 1,694,342 |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,694,342 | |
| 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): | 5.6% | |
| 14 | TYPE OF REPORTING PERSON: | OO | |

| | | | |
|--------------|---|---|-----------|
| 1 | NAME OF REPORTING PERSON: | Clifton S. Robbins | |
| 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: | United States of America | |
| NUMBER OF | 7 | SOLE VOTING POWER: | 0 |
| SHARES | 8 | SHARED VOTING POWER: | 1,694,342 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER: | 1,694,342 |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,694,342 | |
| 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): | 5.6% | |
| 14 | TYPE OF REPORTING PERSON: | IN | |

ITEM 1. SECURITY AND ISSUER

The title and class of equity security to which this Statement on Schedule 13D relates is the common stock, par value \$.10 per share (“Common Stock”), of CACI International Inc, a Delaware corporation (the “Company”). The address of the Company’s principal executive offices is 1100 North Glebe Road, Arlington, VA 22201.

ITEM 2. IDENTITY AND BACKGROUND.

This Statement on Schedule 13D is being filed by and on behalf of Blue Harbour Group, LP, a Delaware limited partnership (“Manager”), Blue Harbour Strategic Value Partners Master Fund, LP, a Cayman Islands exempted limited partnership (the “Fund”), Blue Harbour Institutional Partners Master Fund, L.P., a Cayman Islands exempted limited partnership (“BHIP” and, together with the Fund, the “Funds”), Blue Harbour GP, LLC, a Delaware limited liability company (“Fund GP”), 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”). Manager, the Fund, BHIP, Fund GP, Manager GP and Mr. Robbins are herein sometimes referred to each as a “Reporting Person” and collectively as the “Reporting Persons.”

The address of the principal office of each of Manager, the Fund, BHIP, Manager GP and Fund GP is 646 Steamboat Road, Greenwich, Connecticut 06830, and Mr. Robbins’ business address is c/o Manager at the foregoing address. Mr. Robbins is the Chief Executive Officer of Manager.

Each of the Fund and BHIP is principally involved in the business of investing in securities. Fund GP is principally involved in the business of serving as the general partner of the Funds. Manager is principally involved in the business of providing investment advisory and investment management services to the Funds and its affiliates and, among other things, exercises all voting and other powers and privileges attributable to any securities held for the account of each of the Funds. Manager GP is principally involved in the business of serving as the general partner of Manager.

During the last five years, none of the Reporting Persons nor, to the best of their knowledge, any of their officers and directors, has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

The 1,694,342 shares of Common Stock reported herein by the Reporting Persons were acquired by the Funds for an aggregate purchase price of approximately \$70,861,259 (excluding brokerage commissions). The shares of Common Stock that are reported on this Statement on Schedule 13D were acquired with working capital of each of the Funds, which at any given time may include funds borrowed on margin in the ordinary course and on customary terms.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons have acquired the Company’s Common Stock for investment purposes, and such purchases have been made in the Reporting Persons’ ordinary course of business.

In pursuing such investment purposes, the Reporting Persons may further purchase, hold, vote, trade, dispose or otherwise deal in the securities of the Company at times, and in such manner, as they deem advisable to benefit from changes in market prices of such securities, changes in the Company's operations, business strategy or prospects, or from a sale or merger of the Company. To evaluate such alternatives, the Reporting Persons will routinely monitor the Company's operations, prospects, business development, management, competitive and strategic matters, capital structure, and prevailing market conditions, as well as alternative investment opportunities, liquidity requirements of the Reporting Persons and other investment considerations.

Consistent with its investment research process, the Reporting Persons may engage in communications regarding such matters with members of management and the Board of Directors of the Company, other current or prospective shareholders, industry analysts, existing or potential strategic partners or competitors, investment and financing professionals, sources of credit and other investors. Such factors and discussions may materially affect, and result in, the Reporting Persons modifying their ownership of securities of the Company, exchanging information with the Company pursuant to appropriate confidentiality or similar agreements, proposing changes in the Company's operations, governance or capitalization, or in proposing one or more of the other actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

The Reporting Persons reserve the right to formulate other plans and/or make other proposals, and take such actions with respect to their investment in the Company, including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D, or acquire additional securities of the Company or dispose of all the securities of the Company beneficially owned by them, in public market or privately negotiated transactions. The Reporting Persons may at any time reconsider and change their plans or proposals relating to the foregoing.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) – (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Statement on Schedule 13D are incorporated herein by reference. As of the close of business on the date of this Statement, the Fund beneficially owns an aggregate of 1,128,095 shares of Common Stock, representing approximately 3.7% of the outstanding shares of Common Stock, and BHIP beneficially owns an aggregate of 566,247 shares of Common Stock, representing approximately 1.9% of the outstanding shares of Common Stock. As of the date of this Statement, the 1,694,342 shares of Common Stock beneficially owned, in the aggregate, by the Funds, which shares of Common Stock may be deemed to be beneficially owned by each of the Fund GP, Manager, Manager GP, and Mr. Robbins, represent approximately 5.6% of the outstanding shares of Common Stock. All percentages set forth in this paragraph are based on 30,236,424 shares of Common Stock outstanding as of May 3, 2010, as set forth in the Company's Quarterly Report on Form 10-Q for the Company's fiscal quarterly period ended March 31, 2010.

The Fund is the direct owner of 1,128,095 shares of Common Stock reported on this Statement and BHIP is the direct owner of 566,247 shares of Common Stock reported on this Statement. For purposes of disclosing the number of shares beneficially owned by each of the Reporting Persons, Fund GP, as general partner of the Funds, Manager, as the investment manager of the Funds, Manager GP as the general partner of Manager, and Mr. Robbins, as controlling owner of Fund GP and Manager GP (in addition to serving as Chief Executive Officer of Manager) 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 Funds. Each of Fund GP, Manager, Manager GP and Mr. Robbins disclaims beneficial ownership of such shares for all other purposes. The Fund and BHIP each disclaim beneficial ownership of the shares held directly by the other.

(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 Statement.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as set forth herein, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to the Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT Agreement as to Joint Filing of Schedule 13D, dated July 7, 2010, by and among Manager, the Fund, BHIP,
1 Fund GP, Manager GP and Mr. Robbins.

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: July 7, 2010

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 STRATEGIC VALUE
PARTNERS MASTER FUND, LP

By: Blue Harbour GP, LLC, its general
partner

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

BLUE HARBOUR INSTITUTIONAL PARTNERS
MASTER FUND, L.P.

By: Blue Harbour GP, LLC, its general
partner

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

BLUE HARBOUR GP, LLC

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

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Title: Managing Member

By:/s/ Clifton S. Robbins
Clifton S. Robbins

Transactions in Shares of Common Stock by Reporting Persons

| Reporting Person | Date | Transaction | Number of Shares of Common Stock | Price Per Share* |
|------------------|-----------|-------------|-------------------------------------|------------------|
| Fund | 5/6/2010 | Purchase | 13,400 | 47.51 |
| BHIP | 5/6/2010 | Purchase | 6,600 | 47.51 |
| Fund | 5/7/2010 | Purchase | 6,922 | 46.93 |
| BHIP | 5/7/2010 | Purchase | 3,378 | 46.93 |
| Fund | 5/20/2010 | Purchase | 15,092 | 47.50 |
| BHIP | 5/20/2010 | Purchase | 7,410 | 47.50 |
| Fund | 5/21/2010 | Purchase | 71,600 | 46.97 |
| BHIP | 5/21/2010 | Purchase | 30,898 | 46.97 |
| BHIP | 6/4/2010 | Purchase | 5,800 | 45.99 |
| Fund | 6/30/2010 | Purchase | 73,700 | 42.79 |
| BHIP | 6/30/2010 | Purchase | 36,300 | 42.79 |
| Fund | 7/1/2010 | Purchase | 44,988 | 42.09 |
| BHIP | 7/1/2010 | Purchase | 31,012 | 42.09 |
| Fund | 7/2/2010 | Purchase | 8,287 | 41.98 |
| BHIP | 7/2/2010 | Purchase | 5,713 | 41.98 |

* 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.