

CACI INTERNATIONAL INC /DE/  
Form SC 13D/A  
May 09, 2013

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

SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

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)

MAY 7, 2013  
(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 [ ].

CUSIP No. 127190304

13D/A

Page 2

|    |                                                                                         |                                                                         |
|----|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 1  | NAME OF REPORTING PERSON:                                                               | Blue Harbour Group, LP                                                  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                                       | (a) <input type="checkbox"/><br>(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                                                                |
| 7  | SOLE VOTING POWER:                                                                      | 0                                                                       |
| 8  | SHARED VOTING POWER:                                                                    | 2,257,491                                                               |
| 9  | SOLE DISPOSITIVE POWER:                                                                 | 0                                                                       |
| 10 | SHARED DISPOSITIVE POWER:                                                               | 2,257,491                                                               |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                           | 2,257,491                                                               |
| 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):                                     | 9.8%                                                                    |
| 14 | TYPE OF REPORTING PERSON:                                                               | PN                                                                      |

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH



CUSIP No. 127190304

13D/A

Page 3

|    |                                                                                         |                                                                         |
|----|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 1  | NAME OF REPORTING PERSON:                                                               | Blue Harbour Holdings, LLC                                              |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                                       | (a) <input type="checkbox"/><br>(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                                                                |
| 7  | SOLE VOTING POWER:                                                                      | 0                                                                       |
| 8  | SHARED VOTING POWER:                                                                    | 2,257,491                                                               |
| 9  | SOLE DISPOSITIVE POWER:                                                                 | 0                                                                       |
| 10 | SHARED DISPOSITIVE POWER:                                                               | 2,257,491                                                               |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                           | 2,257,491                                                               |
| 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):                                     | 9.8%                                                                    |
| 14 | TYPE OF REPORTING PERSON:                                                               | OO                                                                      |

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH



CUSIP No. 127190304

13D/A

Page 4

|    |                                                                                         |                                                                         |
|----|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 1  | NAME OF REPORTING PERSON:                                                               | Clifton S. Robbins                                                      |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                                       | (a) <input type="checkbox"/><br>(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                                                |
| 7  | SOLE VOTING POWER:                                                                      | 0                                                                       |
| 8  | SHARED VOTING POWER:                                                                    | 2,257,491                                                               |
| 9  | SOLE DISPOSITIVE POWER:                                                                 | 0                                                                       |
| 10 | SHARED DISPOSITIVE POWER:                                                               | 2,257,491                                                               |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                           | 2,257,491                                                               |
| 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):                                     | 9.8%                                                                    |
| 14 | TYPE OF REPORTING PERSON:                                                               | IN                                                                      |

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH





CUSIP No. 127190304

13D/A

Page 5

This Amendment No. 2 is filed to amend Items 3 and 5 of the Schedule 13D filed with the Securities and Exchange Commission on June 13, 2012, as amended and supplemented by Amendment No. 1 filed on August 29, 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 2,257,491 shares of Common Stock reported herein by the Reporting Persons were acquired by the Manager for an aggregate purchase price of approximately \$106,247,536 (excluding brokerage commissions). The shares of Common Stock that are reported on this Amendment No. 2 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. 2 to Schedule 13D are incorporated herein by reference. As of the close of business on the date of this Amendment No. 2 to Schedule 13D, the Reporting Persons beneficially own an aggregate of 2,257,491 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 9.8% of the outstanding shares of Common Stock. All percentages set forth in this paragraph are based on 23,067,835 shares of Common Stock outstanding as of May 3, 2013, as set forth in the Company's Quarterly Report on Form 10-Q for the Company's quarterly period ended March 31, 2013.

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. 2 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

---

CUSIP No. 127190304

13D/A

Page 6

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: May 8, 2013

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

CUSIP No. 127190304

13D/A

Page 7

Schedule I

## Transactions in Shares of Common Stock by Reporting Persons

| Reporting Person | Date     | Transaction | Number of<br>Shares of<br>Common Stock | Price Per<br>Share* |
|------------------|----------|-------------|----------------------------------------|---------------------|
| Manager          | 5/1/2013 | Purchase    | 208,000                                | \$ 57.75            |
| Manager          | 5/7/2013 | Purchase    | 128,000                                | \$ 60.13            |

\* 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.