

CACI INTERNATIONAL INC /DE/

Form 8-K

November 22, 2011

# **U. S. 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**

**November 17, 2011**

**(Date of Report Date of Earliest Event Reported)**

## **CACI International Inc**

**(Exact name of registrant as specified in its Charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-31400**  
**(Commission**

**file number)**  
**1100 N. Glebe Road,**

**54-1345899**  
**(IRS Employer**

**Identification No.)**

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**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 240.142-12)
- ☐ 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 18, 2011, CACI International Inc and certain of its subsidiaries ( CACI ) entered into a second amendment (the Amendment ) to its Credit Agreement (as amended, restated and modified from time to time prior to the date hereof, the Credit Agreement ), dated as of October 21, 2010, with the lenders named therein and Bank of America, N.A., as administrative agent.

Under the Credit Agreement, CACI is subject to a minimum fixed charge coverage ratio covenant, tested on a quarterly basis. For purposes of that covenant, fixed charges include restricted payments, other than certain specified restricted payments. The Amendment (a) eliminates the fixed amount of specified restricted payments that can be deducted from fixed charges in 2012 and thereafter, and (b) broadens the category of restricted payments that are excluded from the covenant calculation by excluding any restricted payment made when CACI s consolidated total leverage ratio is less than 3:1 on a pro forma basis after giving effect to such restricted payment.

The Amendment also modifies the margins applicable to the determination of the interest rate and unused fees under the Credit Agreement, by decreasing the applicable margins depending on CACI s consolidated total leverage ratio (a) for Eurodollar rate loans from a range of 2.0% to 3.5% to a range of 1.25% to 2.5%, (b) for base rate loans from a range of 1.0% to 2.5% to a range of 0.25% to 1.5%, (c) for fees for unused amounts on the Revolving Loan from a range of 0.35% to 0.50% to a range of 0.20% to 0.40%, and extends the maturity date of the credit facility from October 21, 2015 to November 18, 2016, adjusting the amortization payments. The Amendment also increases from \$200 million to \$300 million the permitted aggregate amount of incremental facilities that may be added by amendment to the credit facility.

All other terms of the Credit Agreement remain the same. Additional information regarding the terms of the Credit Agreement, as previously amended, is contained in CACI s current reports on Form 8-K, filed October 27, 2010 and May 18, 2011, which are incorporated herein by reference.

This summary does not purport to be complete and is qualified in its entirety by the complete text of the Credit Agreement, as amended previously and pursuant to the Amendment, filed as Exhibits 10.1, 10.2 and 10.3 hereto and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of CACI International Inc (the Company ), for which proxies were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, was held on November 17, 2011.

The results detailed below represent the final voting results:

**Proposal 1**

The following nine nominees were elected to the Board of Directors of the Company (the Board of Directors ):

| Director Name          | For        | Withheld | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| Paul M. Cofoni         | 20,953,320 | 422,922  | 2,232,940        |
| James S. Gilmore III   | 20,985,933 | 390,379  | 2,232,940        |
| Gregory G. Johnson     | 20,997,590 | 378,722  | 2,232,940        |
| Richard L. Leatherwood | 20,928,133 | 448,179  | 2,232,940        |
| J.P. London            | 20,902,780 | 473,532  | 2,232,940        |

| Director Name      | For        | Withheld | Broker Non-Votes |
|--------------------|------------|----------|------------------|
| James L. Pavitt    | 20,996,019 | 380,293  | 2,232,940        |
| Warren R. Phillips | 21,055,618 | 320,694  | 2,232,940        |
| Charles P. Revoile | 20,924,320 | 451,992  | 2,232,940        |
| William S. Wallace | 21,129,613 | 246,699  | 2,232,940        |

#### Proposal 2

Shareholders approved, on an advisory basis, the compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the 2011 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 20,884,755 | 467,302 | 24,255  | 2,232,940        |

#### Proposal 3

Shareholders recommended, on an advisory basis, that future advisory votes on the company's executive compensation be held every year:

| Every Year | Every Two Years | Every Three Years | Abstain | Broker Non-votes |
|------------|-----------------|-------------------|---------|------------------|
| 20,625,480 | 97,325          | 633,115           | 20,392  | 2,232,940        |

The Board of Directors intends, consistent with the above vote, to hold future advisory votes on executive compensation every year.

#### Proposal 4

Shareholders approved amendments to the 2006 Stock Incentive Plan:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 15,586,547 | 5,760,820 | 28,945  | 2,232,940        |

#### Proposal 5

Shareholders approved the adjournment of the meeting, if necessary, to solicit additional proxies:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 16,914,628 | 6,602,556 | 92,068  |

**Proposal 6**

Shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditor for fiscal year 2012:

| For        | Against | Abstain |
|------------|---------|---------|
| 23,394,495 | 199,529 | 15,228  |

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

**Exhibit**

| Number | Description  |
|--------|--|
| 10.1   | The Credit Agreement dated October 21, 2010, between CACI International Inc, Bank of America, N.A. and a consortium of participating banks (incorporated by reference to Exhibit 10.1 to CACI's Form 8-K, filed October 27, 2010).                             |
| 10.2   | Amendment dated May 17, 2011 to the Credit Agreement dated October 21, 2010, between CACI International Inc, Bank of America, N.A. and a consortium of participating banks (incorporated by reference to Exhibit 10.2 to CACI's Form 8-K, filed May 19, 2011). |
| 10.3*  | Amendment dated November 18, 2011 to the Credit Agreement dated October 21, 2010, between CACI International Inc, Bank of America, N.A. and a consortium of participating banks).  |

\* filed herewith

**SIGNATURE**

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

By: /s/ Arnold D. Morse  
Arnold D. Morse

Senior Vice President,

Chief Legal Officer and Secretary

Dated: November 22, 2011