
Section 1: 11-K (11-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 11-K

**ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-31400

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

CACI \$MART PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CACI International Inc, 1100 North Glebe Road, Arlington, Virginia 22201

CACI \$MART Plan
Financial Statements and Supplemental Schedule
Years Ended December 31, 2018 and 2017

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Report of Independent Registered Public Accounting Firm

To the Plan Participants and the Plan Administrator of CACI \$MART Plan

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of CACI \$MART Plan (the Plan) as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the years then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2018 and 2017, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on the Plan’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2018, and reportable transactions for the year then ended, have been subjected to audit procedures performed in conjunction with the audit of the Plan’s financial statements. The information in the supplemental schedules is the responsibility of the Plan’s management. Our audit procedures included determining whether the information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedules. In forming our opinion on the information, we evaluated whether such information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Ernst & Young LLP

We have served as the Plan’s auditor since 2002.
Tysons, Virginia
June 20, 2019

CACI \$MART Plan

Statements of Net Assets Available for Benefits

(in thousands)

	December 31,	
	2018	2017
Assets		
Investments, at fair value	\$ 1,566,828	\$ 1,611,486
Receivables:		
Contributions receivable – employer	-	5,672
Contributions receivable – participants	5,330	4,781
Notes receivable – participants	<u>20,419</u>	<u>19,387</u>
Total receivables	<u>25,749</u>	<u>29,840</u>
Net assets available for benefits	<u>\$ 1,592,577</u>	<u>\$ 1,641,326</u>

See accompanying notes.

CACI \$MART Plan

Statements of Changes in Net Assets Available for Benefits

(in thousands)

	For the Years Ended	
	December 31,	
	<u>2018</u>	<u>2017</u>
Additions		
Investment income:		
Interest and dividends	\$ 24,945	\$ 18,169
Net (depreciation) appreciation in fair value of investments	(96,469)	244,020
Total investment (loss) income	(71,524)	262,189
Interest income on notes receivable from participants	971	796
Contributions:		
Participant	108,836	102,204
Employer	28,462	24,934
Rollover	38,084	23,651
Total contributions	175,382	150,789
Total additions	104,829	413,774
Deductions		
Benefits paid to participants	152,490	134,193
Administrative expenses	1,088	1,060
Total deductions	153,578	135,253
Net (decrease) increase	(48,749)	278,521
Net assets available for benefits:		
Beginning of year	1,641,326	1,362,805
End of year	\$ 1,592,577	\$ 1,641,326

See accompanying notes.

CACI \$MART Plan

Notes to Financial Statements

December 31, 2018

1. Description of the Plan

The following description of the CACI \$MART Plan (the Plan), which is sponsored and administered by CACI International Inc (the Company or Plan Sponsor), provides only general information about various terms, conditions and features of the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was adopted on September 1, 1985, as a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan has both a 401(k) and a profit-sharing feature. Company matching 401(k) and any profit-sharing contributions are made at the discretion of the Plan Sponsor. All contributions to the Plan are maintained in a trust fund consisting of separate accounts identifiable by individual participant.

Eligibility

In general, employees of the Plan Sponsor and its participating subsidiaries who are U.S. citizens or residents, regardless of age, are eligible to participate.

Contributions

Participants can elect to contribute up to 75% of their annual compensation in any combination of before-tax and after-tax (Roth) contributions subject to the Internal Revenue Service (IRS) maximum. Participants who are age 50 and older by each Plan year-end date have the opportunity to defer an additional amount up to the annual catch-up contribution limits as outlined under the Economic Growth and Tax Relief Reconciliation Act of 2001.

Participants may also contribute amounts representing distributions or transfers from other qualified defined benefit plans or defined contribution plans.

The Company makes matching contributions to eligible employees in an amount equal to 50% of the first 6% of pre-tax compensation deferred by eligible participants, subject to federal limits. Certain employees are not eligible for matching contributions.

Effective January 1, 2019, the Plan was amended whereby Company matching contributions will increase to 50% of the first 8% of pre-tax compensation deferred by eligible participants, subject to federal limits.

The Company also may elect to make annual discretionary profit-sharing contributions for all participants based on annual financial results. There were no discretionary profit-sharing contributions during the years ended December 31, 2018 and 2017.

Vesting

All participants vest immediately in their salary deferral contributions and the investment earnings thereon, and vest in the Company matching and discretionary profit-sharing contributions, and the investment earnings thereon, based on years of continuous service. Participants become 100% vested in Company matching and profit-sharing contributions after three years of continuous service.

Participant Accounts

The Plan establishes and maintains a separate account in the name of each individual participant. Participant accounts are credited with participant salary deferral contributions, Company matching contributions, and allocations of (1) any discretionary profit-sharing contributions and (2) Plan investment earnings. Participant accounts are reduced by an allocation of Plan administrative expenses. Allocation of profit sharing contributions are based on participants' annual compensation, and allocations of Plan investment earnings are based on participant account balances.

The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

1. Description of the Plan (continued)***Investments***

Participants direct the investment of their contributions, and Plan Sponsor contributions, into any of the investment options offered by the Plan, and may change their investment options daily.

Plan Administration

The Company is responsible for the overall administration of the Plan. T. Rowe Price Trust Company serves as trustee and custodian of the Plan, and T. Rowe Price Retirement Plan Services, Inc. provides investment management and recordkeeping services. As provided by the Plan document, administrative expenses of the Plan may be funded by the Plan or paid by the Plan Sponsor. Origination fees for loans made to participants are funded by individual account assets of the participant originating the loan.

During each of the years ended December 31, 2018 and 2017, the Plan funded administrative expenses of \$1.1 million, respectively. The Plan Sponsor paid all other administrative expenses.

Participant Loans

The Plan allows participants to borrow against their vested account balances. The minimum loan amount is \$1,000, and the maximum is the lesser of 50% of the vested balance of the participant's account or \$50,000, reduced by the highest outstanding balance of any loan during the preceding 12 months. Participants are permitted to have only one loan outstanding at a time.

Loan terms may be up to five years unless the borrowings are made to finance the purchase of a primary residence, in which case the term of the loan may be over a reasonable period of time that may exceed five years. Payments of interest and outstanding principal are made primarily through automatic payroll deductions.

Interest is charged over the term of the loan at the prime rate plus 1%, based on the rate on the last business day of the month prior to the month in which the loan is made. Outstanding loan balances are secured by vested participant account balances.

If a participant terminates employment with the Company, they may repay their loan in full prior to initiating a distribution or they may continue to make loan payments via ACH arrangement. If the loan is defaulted the participant's distribution will be reduced by the amount of the outstanding loan.

Retirement and Disability Benefits or Termination of Employment

Upon a participant's retirement, disability, or termination for other reasons, the normal forms of benefit for all participants, other than those whose pension account merged into the Plan in 1997, are lump sum or installment cash payments. For pension accounts that were merged into the Plan in 1997, the normal form of benefit is a joint and survivor annuity for a married participant or a single life annuity for a single participant. Alternative forms of distribution for this group include lump sum or installment cash payments or the purchase of a different form of annuity. Distributions to participants who have separated from service and have requested a distribution are made no later than 60 days after their date of termination. Outstanding loan balances that have been applied against these distributions are reported as benefits paid to participants in the accompanying financial statements.

Death Benefits

Upon death, a participant's designated beneficiary will receive a benefit distribution during the same period over which the participant would have received his or her benefit.

In-Service and Hardship Withdrawals

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants experiencing a severe financial hardship, as defined by the Plan. Hardship withdrawals are strictly regulated by the IRS and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual method of accounting in accordance with U.S. Generally Accepted Accounting Principles.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the Plan Sponsor to make estimates and assumptions that affect the amounts reported in the financial statements, accompanying notes, and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Participant Benefits

Benefit payments made to participants or transferred to another qualified plan at the direction of participants are recorded when paid.

Contributions

Participant contributions are allocated to participant accounts when the Company remits payroll deductions from eligible Plan participants. Employer contributions are recognized in the period in which they become obligations of the Company. As of December 31, 2017, the Plan received \$20.6 million of employer contributions that were allocated to participant accounts in January 2018 based on the matching contribution formula defined by the Plan. As of December 31, 2018, there were no unallocated employer contributions.

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. Forfeitures of non-vested Company matching and profit-sharing contributions are used to offset respective Company contributions generally for the Plan year in which such forfeitures occur. Company matching contributions were reduced by \$3.0 million and \$3.0 million during the years ended December 31, 2018 and 2017, respectively, by the offset of available forfeited balances. At December 31, 2018 and 2017, forfeited non-vested account balances available to offset future Company contributions totaled \$2.2 million and \$3.0 million, respectively. As of December 31, 2018 and 2017, net employer contributions receivable was zero and \$5.7 million, respectively. As of December 31, 2018, receivable amounts were entirely offset by available forfeiture balances.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)***Risk and Uncertainties***

The Plan provides for a number of investment options, primarily in stock, mutual funds and common trust funds with varying investment objectives and underlying security instruments including fixed income and equity securities. These investment securities are exposed to various risks including interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in risks could materially affect participants, account balances and the amounts reported in the accompanying financial statements.

New Accounting Standards

There were no newly adopted accounting standards in the current plan year.

3. Fair Value Measurements

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

The Plan follows a fair value hierarchy to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities.

Level 2 – inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amount of financial assets not measured at fair value on a recurring basis, including participant and employer contributions receivable and participant loans, approximates their fair value.

Investments measured at fair value on a recurring basis consisted of the following types of instruments (in thousands):

	Hierarchy	Fair Value at December 31,	
		2018	2017
Mutual funds:			
Bond funds	Level 1	\$ 22,367	\$ 21,554
Stock funds	Level 1	354,736	394,927
Total mutual funds		377,103	416,481
Participant-directed brokerage accounts	Level 1	3,281	1,904
Company stock	Level 1	55,076	49,202
Common trust funds measured at NAV (1)		1,131,368	1,143,899
Total investments measured at fair value		<u>\$1,566,828</u>	<u>\$ 1,611,486</u>

(1) Investments that are measured at fair value using the NAV per share practical expedient have not been categorized in the fair value hierarchy.

The Plan did not have any transfers between levels during the years ended December 31, 2018 and 2017.

3. Fair Value Measurements (continued)

Mutual funds – Mutual fund investments are valued using quoted market prices listed on nationally recognized securities exchanges.

Company stock – The value of the Plan's investment in CACI International Inc common stock is based on the closing market price of the Company's common stock on the last business day of the Plan year.

Participant-directed brokerage accounts – Participant-directed brokerage accounts are valued using quoted market prices listed on nationally recognized securities exchanges. The participant-directed brokerage accounts allow Plan participants to invest in a wide range of investments that are not available through the Plan's core investment options, including various publicly-traded securities and exchange-listed closed-end funds, as well as certain open-end mutual funds. These additional investments offer a spectrum of strategies and objectives beyond those available in the core investments of the Plan. Participant-directed brokerage accounts are administered by Charles Schwab & Co., Inc., a subservice organization to T. Rowe Price Retirement Plan Services, Inc.

Common trust funds – Common trust funds are valued based on the net asset value reported by the trust manager as of the financial statement dates, which may reflect recent transaction prices, evaluations based on pricing services or other observable input. The common trust funds are issued by T. Rowe Price and Prudential and hold investments in accordance with stated objectives. These common trust funds include:

- T. Rowe Price Retirement Active Trusts, which seek to emphasize potential capital appreciation during the early phases of retirement asset accumulation, balance the need for appreciation with the need for income as retirement approaches, and focus more on income and principal stability during retirement;
- T. Rowe Price Blue Chip Growth Trust, which focuses on "blue chip" companies with leading market positions, seasoned management teams, strong financial conditions, and above-average growth and profitability;
- T. Rowe Price International Growth Equity Trust D, which seeks long-term growth of capital through common stock of established, non-U.S. companies;
- T. Rowe Price US Small-Cap Core Equity Trust D, which seeks long-term capital growth by investing primarily in the stocks of small companies;
- T. Rowe Price US Value Equity Trust D, which seeks long-term capital appreciation and, secondarily, income by investing primarily in common stocks believed to be undervalued;
- T. Rowe Price Stable Value Fund (Stable Value Fund), which seeks maximum current income while maintaining stability of principal and invests in FBRICs. This fund is primarily invested in guaranteed investment contracts (GICs), bank investment contracts (BICs), synthetic investment contracts (SICs), and separate account contracts (SACs). GICs, BICs, SICs, and SACs are types of investment contracts that are designed to provide principal stability and a competitive yield. Participant-directed redemptions have no restrictions. The Stable Value Fund requires a reasonable amount of time to liquidate the Plan's share in the fund.
- Prudential Core Plus Bond Fund, which seeks to outperform the Barclay's U.S. Aggregate Bond Index over a full market cycle, through investments in U.S. Treasury, agency, corporate, mortgage-backed, and asset-backed securities.

Under the trusts' governing documents, the trustee may require 90 days' prior written notice before redemption or withdrawal can occur.

4. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate the Plan subject to the provisions of ERISA. Upon Plan termination, as directed by the Plan Sponsor, participants would become 100% vested in all Plan Sponsor contributions made or due upon the date of termination, and the Trustee would either distribute benefits to participants or deliver the Plan assets to the trustee of another qualified plan.

5. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated May 30, 2014, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the U.S. require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. The 2017 and 2016 Plan years are currently under audit with the IRS.

6. Parties-in-Interest Transactions

Certain Plan investments are managed by, and certain administrative and record-keeping services are provided by, T. Rowe Price Retirement Plan Services, Inc. Also, T. Rowe Price Trust Company serves as trustee of the Plan. Mercer Investment Consulting, Inc. & Mercer (US) Inc. provide investment and monitoring services for the Plan. These affiliated companies qualify as parties-in-interest to the Plan in regard to transactions involving Plan assets, and therefore the management and other fees earned by these companies are done so through transactions to which statutory exemptions apply. The Plan also invests in the common stock of the Company. In addition, notes receivable from participants are considered to be party-in-interest transactions for which a statutory exemption from the prohibited transaction regulation exists.

Supplemental Schedule

CACI \$MART Plan

Schedule H, Line 4i, Schedule of Assets (Held at End of Year)

EIN #54-1345888—Plan Number 002

December 31, 2018

Identify of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost**	Current Value (in thousands)
PIMCO Inflation Response Multi-Asset Fund Institution	Mutual Fund		\$ 2,826
Vanguard Total Bond Market Index, Institutional	Mutual Fund		19,541
* T. Rowe Price Financial Services Fund I	Mutual Fund		17,880
* T. Rowe Price Health Sciences Fund I	Mutual Fund		78,050
* T. Rowe Price Communications & Tech Fund I	Mutual Fund		58,530
* T. Rowe Price Science & Technology Fund I	Mutual Fund		40,624
Vanguard Institutional Index	Mutual Fund		72,969
Vanguard Mid-Cap Index, Institutional	Mutual Fund		53,785
Vanguard Small Cap Index, Institutional	Mutual Fund		17,844
Vanguard Treasury Money Market Investment	Mutual Fund		495
Vanguard Total International Stock Index, Institutional	Mutual Fund		14,559
Prudential Core Plus Bond	Common Trust		38,791
* T. Rowe Price International Growth Equity Trust D	Common Trust		29,028
* T. Rowe Price Retirement Balance Active Trust B	Common Trust		4,496
* T. Rowe Price Retirement 2005 Active Trust B	Common Trust		7,147
* T. Rowe Price Retirement 2010 Active Trust B	Common Trust		17,590
* T. Rowe Price Retirement 2015 Active Trust B	Common Trust		34,666
* T. Rowe Price Retirement 2020 Active Trust B	Common Trust		92,083
* T. Rowe Price Retirement 2025 Active Trust B	Common Trust		126,914
* T. Rowe Price Retirement 2030 Active Trust B	Common Trust		145,795
* T. Rowe Price Retirement 2035 Active Trust B	Common Trust		110,598
* T. Rowe Price Retirement 2040 Active Trust B	Common Trust		109,185
* T. Rowe Price Retirement 2045 Active Trust B	Common Trust		78,747
* T. Rowe Price Retirement 2050 Active Trust B	Common Trust		44,235
* T. Rowe Price Retirement 2055 Active Trust B	Common Trust		16,259
* T. Rowe Price Retirement 2060 Active Trust B	Common Trust		3,914
* T. Rowe Price Blue Chip Growth Trust T2	Common Trust		104,773
* T. Rowe Price U.S. Small-Cap Core Equity Trust D	Common Trust		42,279
* T. Rowe Price U.S. Value Equity Trust D	Common Trust		26,956
* T. Rowe Price Stable Value Common Trust Fund	Stable Value Fund		97,912
* CACI International Inc	Company Stock		55,076
* Plan Participants	Participant loans (maturing 2019 to 2033 with interest rates of 4.25%-10.50%)		20,419
* Participant-Directed Brokerage Accounts (1)	Participant-Directed Brokerage Accounts		3,281
			<u>\$ 1,587,247</u>

* Represents a party-in-interest.

** Historical cost information is not required to be presented, as all investments are participant-directed.

(1) Certain investments in these accounts are issued by a party-in-interest to the plan.

Supplemental Schedule

CACI \$SMART Plan

Schedule H, Line 4j, Schedule of Reportable Transactions

EIN #54-1345888—Plan Number 002

December 31, 2018

(in thousands)

Identify of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/ (Loss)
* T. Rowe Price Health Sciences Fund	Mutual Fund	\$ 4,179	\$ -	\$ -	\$ 4,179	\$ -
* T. Rowe Price Health Sciences Fund	Mutual Fund	-	91,830	65,222	91,830	26,608
* T. Rowe Price Health Sciences Fund I	Mutual Fund	95,140	-	-	95,140	-
* T. Rowe Price Health Sciences Fund I	Mutual Fund	-	5,291	5,313	5,291	(22)
* T. Rowe Price Blue Chip Growth Trust T1	Common Trust	6,988	-	-	6,988	-
* T. Rowe Price Blue Chip Growth Trust T1	Common Trust	-	125,944	65,250	125,944	60,694
* T. Rowe Price Blue Chip Growth Trust T2	Common Trust	127,744	-	-	127,744	-
* T. Rowe Price Blue Chip Growth Trust T2	Common Trust	-	8,677	9,055	8,677	(378)

* A reportable transaction is a single transaction or any series of transactions within the plan year in excess of 5% of the current value of the plan assets. All of the transactions noted above are Category (iii) reportable transactions; Series of transactions involving securities of the same issue which, when aggregated, involve an amount in excess of 5% of the current value of plan assets. There were no category (i), (ii), or (iv) reportable transactions during calendar year 2018.

