

Section 1: 8-K (FORM 8-K)

**UNITED STATES
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

Date of Report (Date of earliest event reported): November 14, 2019

CACI International Inc

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31400

(Commission File Number)

54-1345888
(IRS Employer
Identification No.)

**1100 N. Glebe Road
Arlington, Virginia**
(Address of Principal Executive Offices)

22201
(Zip Code)

Registrant's Telephone Number, Including Area Code: (703) 841-7800

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instructions A.2. below):

- 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 240.14a-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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| Common Stock | CACI | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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 14, 2019.

The results detailed below represent the final voting results:

Proposal 1

The following ten nominees were elected to the Board of Directors of the Company:

| <u>Director Name</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------|------------|----------------|----------------|-------------------------|
| Michael A. Daniels | 20,337,926 | 232,746 | 11,379 | 1,827,731 |
| William L. Jews | 20,558,404 | 51,567 | 12,080 | 1,827,731 |
| Gregory G. Johnson | 20,336,864 | 273,763 | 11,424 | 1,827,731 |
| J.P. London | 20,349,027 | 262,401 | 10,623 | 1,827,731 |
| John S. Mengucci | 20,479,168 | 132,330 | 10,553 | 1,827,731 |
| James L. Pavitt | 20,364,018 | 246,857 | 11,176 | 1,827,731 |
| Warren R. Phillips | 18,284,533 | 2,325,469 | 12,049 | 1,827,731 |
| Debora A. Plunkett | 20,562,185 | 49,973 | 9,983 | 1,827,731 |
| Charles P. Revoile | 19,254,405 | 1,355,567 | 12,079 | 1,827,731 |
| William S. Wallace | 20,470,811 | 140,097 | 11,143 | 1,827,731 |

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 2019 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 19,901,305 | 659,281 | 61,465 | 1,827,731 |

Proposal 3

Shareholders approved an amendment to the Company’s 2002 Employee Stock Purchase Plan:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 20,574,453 | 27,435 | 20,163 | 1,827,731 |

Proposal 4

Shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2020:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 21,987,796 | 447,123 | 14,863 |

SIGNATURES

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 thereunto duly authorized.

CACI International Inc

Date: November 20, 2019

By: /s/ J. William Koegel, Jr.

J. William Koegel, Jr.
Executive Vice President, General Counsel and
Secretary

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