

CACI INTERNATIONAL INC /DE/

Form 8-K

November 21, 2017

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 16, 2017

CACI International Inc

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

001-31400

54-1345888
(IRS Employer

of Incorporation)

(Commission File Number) 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))

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 16, 2017. 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 (the “Board”):

| Director Name | For | Against | Abstain | Broker Non-Votes |
|----------------------|------------|-----------|---------|------------------|
| Kenneth Asbury | 20,919,103 | 82,477 | 4,638 | 1,654,314 |
| Michael A. Daniels | 20,740,423 | 260,723 | 5,072 | 1,654,314 |
| James S. Gilmore III | 20,940,126 | 60,352 | 5,740 | 1,654,314 |
| William L. Jews | 20,941,377 | 59,808 | 5,033 | 1,654,314 |
| Gregory G. Johnson | 20,915,604 | 85,549 | 5,065 | 1,654,314 |
| J.P. London | 20,901,474 | 98,362 | 6,382 | 1,654,314 |
| James L. Pavitt | 20,942,260 | 57,745 | 6,213 | 1,654,314 |
| Warren R. Phillips | 18,129,704 | 2,870,766 | 5,748 | 1,654,314 |
| Charles P. Revoile | 20,076,800 | 923,671 | 5,747 | 1,654,314 |
| William S. Wallace | 20,943,383 | 57,406 | 5,429 | 1,654,314 |

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 2017 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 20,744,654 | 202,518 | 59,046 | 1,654,314 |

Proposal 3

Shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2018:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 22,349,118 | 301,386 | 10,028 | – |

Proposal 4

Shareholders approved, on an advisory basis, the frequency of future advisory votes on the compensation of the Company's named executive officers:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 15,846,103 | 14,434 | 5,129,966 | 15,715 | 1,654,314 |

The Company has determined that, consistent with the Board's recommendation and the vote of the shareholders, it will hold annual votes on the compensation of the Company's named executive officers until the next vote on the frequency of shareholder votes on the compensation of executives is conducted (which would be at the 2023 Annual Meeting of Shareholders unless presented earlier).

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 21, 2017 By: /s/ J. William Koegel, Jr.
J. William Koegel, Jr.
Executive Vice President, General Counsel and Secretary