

CACI INTERNATIONAL INC /DE/
Form SC 13D/A
November 07, 2011

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)

NOVEMBER 7, 2011
(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 [].

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1	NAME OF REPORTING PERSON:	Blue Harbour Group, LP	
2	CHECK THE APPROPRIATE BOX IF A		(a) ☐
	MEMBER OF A GROUP:		(b) ☒
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):		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	7	SOLE VOTING POWER:	0
NUMBER OF	8	SHARED VOTING POWER:	1,315,954
SHARES	9	SOLE DISPOSITIVE POWER:	0
BENEFICIALLY	10	SHARED DISPOSITIVE	1,315,954
OWNED BY		POWER:	
EACH			
REPORTING	11	AGGREGATE AMOUNT BENEFICIALLY	1,315,954
PERSON WITH		OWNED BY EACH REPORTING PERSON:	
	12	CHECK BOX IF THE AGGREGATE AMOUNT	☐
		IN ROW (11) EXCLUDES CERTAIN SHARES:	
	13	PERCENT OF CLASS REPRESENTED BY	4.98%
		AMOUNT IN ROW (11):	
	14	TYPE OF REPORTING PERSON:	PN

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1	NAME OF REPORTING PERSON:	Blue Harbour Strategic Value Partners Master Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) ☐
3	SEC USE ONLY		(b) ☒
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Cayman Islands, British West Indies	
	7	SOLE VOTING POWER:	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	857,980
	9	SOLE DISPOSITIVE POWER:	0
	10	SHARED DISPOSITIVE POWER:	857,980
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	857,980
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	☒
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	3.3%
	14	TYPE OF REPORTING PERSON:	PN

The aggregate amount in Row 11 excludes shares directly and beneficially owned by Blue Harbour Institutional Partners Master Fund, L.P.

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1	NAME OF REPORTING PERSON:	Blue Harbour Institutional Partners Master Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) ☐
3	SEC USE ONLY		(b) ☒
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Cayman Islands, British West Indies	
	7	SOLE VOTING POWER:	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	457,974
	9	SOLE DISPOSITIVE POWER:	0
	10	SHARED DISPOSITIVE POWER:	457,974
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	457,974
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	☒
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.7%
	14	TYPE OF REPORTING PERSON:	PN

The aggregate amount in Row 11 excludes shares directly and beneficially owned by Blue Harbour Strategic Value Partners Master Fund, LP

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1	NAME OF REPORTING PERSON:	Blue Harbour GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A		(a) ☐
3	MEMBER OF A GROUP:		(b) ☒
	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):		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	7	SOLE VOTING POWER:	0
NUMBER OF	8	SHARED VOTING POWER:	1,315,954
SHARES	9	SOLE DISPOSITIVE POWER:	0
BENEFICIALLY	10	SHARED DISPOSITIVE	1,315,954
OWNED BY		POWER:	
EACH			
REPORTING			
PERSON WITH			
11	AGGREGATE AMOUNT BENEFICIALLY	1,315,954	
	OWNED BY EACH REPORTING PERSON:		
12	CHECK BOX IF THE AGGREGATE AMOUNT		☐
	IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY	4.98%	
	AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	OO	

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1	NAME OF REPORTING PERSON:	Blue Harbour Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A		(a) ☐
	MEMBER OF A GROUP:		(b) ☒
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):		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	7	SOLE VOTING POWER:	0
NUMBER OF	8	SHARED VOTING POWER:	1,315,954
SHARES	9	SOLE DISPOSITIVE POWER:	0
BENEFICIALLY	10	SHARED DISPOSITIVE	1,315,954
OWNED BY		POWER:	
EACH			
REPORTING			
PERSON WITH			
11	AGGREGATE AMOUNT BENEFICIALLY	1,315,954	
	OWNED BY EACH REPORTING PERSON:		
12	CHECK BOX IF THE AGGREGATE AMOUNT		☐
	IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY	4.98%	
	AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	OO	

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1	NAME OF REPORTING PERSON:	Clifton S. Robbins	
2	CHECK THE APPROPRIATE BOX IF A		(a) ☐
	MEMBER OF A GROUP:		(b) ☒
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):		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States of America	
	7	SOLE VOTING POWER:	0
NUMBER OF	8	SHARED VOTING POWER:	1,315,954
SHARES	9	SOLE DISPOSITIVE POWER:	0
BENEFICIALLY	10	SHARED DISPOSITIVE	1,315,954
OWNED BY		POWER:	
EACH			
REPORTING			
PERSON WITH			
11	AGGREGATE AMOUNT BENEFICIALLY	1,315,954	
	OWNED BY EACH REPORTING PERSON:		
12	CHECK BOX IF THE AGGREGATE AMOUNT		☐
	IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY	4.98%	
	AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	IN	

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This Amendment No. 2 is filed to amend Item 5 of the Schedule 13D filed with the Securities and Exchange Commission on July 7, 2010, as amended and supplemented by Amendment No. 1 filed on October 4, 2011 (the "Schedule 13D") by and on behalf of Blue Harbour Group, LP, a Delaware limited partnership ("Manager"), Blue Harbour Strategic Value Partners Master Fund, LP, a Cayman Islands exempted limited partnership (the "Fund"), Blue Harbour Institutional Partners Master Fund, L.P., a Cayman Islands exempted limited partnership ("BHIP" and, together with the Fund, the "Funds"), Blue Harbour GP, LLC, a Delaware limited liability company ("Fund GP"), 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 Item of the Schedule 13D is hereby amended as follows:

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 Fund beneficially owns an aggregate of 857,980 shares of Common Stock, representing approximately 3.3% of the outstanding shares of Common Stock, and BHIP beneficially owns an aggregate of 457,974 shares of Common Stock, representing approximately 1.7% of the outstanding shares of Common Stock. As of the date of this Amendment No. 2 to Schedule 13D, the 1,315,954 shares of Common Stock beneficially owned, in the aggregate, by the Funds, which shares of Common Stock may be deemed to be beneficially owned by each of the Fund GP, Manager, Manager GP, and Mr. Robbins, represent approximately 4.98% of the outstanding shares of Common Stock. All percentages set forth in this paragraph are based on 26,405,574 shares of Common Stock outstanding as of the close of business on September 19, 2011, as set forth in the Company's definitive proxy statement on Schedule 14A filed on October 6, 2011.

The Fund is the direct owner of 857,980 shares of Common Stock reported on this Amendment No. 2 to Schedule 13D and BHIP is the direct owner of 457,974 shares of Common Stock reported on this Amendment No. 2 to Schedule 13D. For purposes of disclosing the number of shares beneficially owned by each of the Reporting Persons, Fund GP, as general partner of the Funds, Manager, as the investment manager of the Funds, Manager GP as the general partner of Manager, and Mr. Robbins, as controlling owner of Fund GP and Manager GP (in addition to serving as Chief Executive Officer of Manager) 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 Funds. Each of Fund GP, Manager, Manager GP and Mr. Robbins disclaims beneficial ownership of such shares for all other purposes. The Fund and BHIP each disclaim beneficial ownership of the shares held directly by the other.

(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.

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(e) As of the close of business on November 7, 2011, the Reporting Persons cease to be subject to beneficial ownership filing requirements under Section 13 of the Securities Exchange Act of 1934, as amended, as their beneficial ownership of Common Stock is now below 5% of the shares of Common Stock presently outstanding.

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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: November 7, 2011

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 STRATEGIC VALUE PARTNERS MASTER FUND, LP

By: Blue Harbour GP, LLC, its general
partner

By: /s/ Clifton S. Robbins
Name: Clifton S. Robbins
Title: Managing Member

BLUE HARBOUR INSTITUTIONAL PARTNERS MASTER FUND, L.P.

By: Blue Harbour GP, LLC, its general
partner

By: /s/ Clifton S. Robbins
Name: Clifton S. Robbins
Title: Managing Member

BLUE HARBOUR GP, LLC

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

By: /s/ Clifton S. Robbins
Clifton S. Robbins

Schedule I

Transactions in Shares of Common Stock by Reporting Persons

Reporting Person	Date	Transaction	Number of Shares of Common Stock	Price Per Share*
BHIP	9/30/11	Purchase	97,000	\$50.39
FUND	10/19/11	Sale	4,805	\$53.39
BHIP	10/19/11	Sale	2,595	\$53.39
FUND	10/20/11	Sale	779	\$53.26
BHIP	10/20/11	Sale	421	\$53.26
FUND	10/21/11	Sale	14,960	\$53.31
BHIP	10/21/11	Sale	8,088	\$53.31
FUND	10/24/11	Sale	141,721	\$53.74
BHIP	10/24/11	Sale	76,631	\$53.74
FUND	11/3/11	Sale	61,217	\$58.37
BHIP	11/3/11	Sale	35,541	\$58.37
FUND	11/4/11	Sale	37,900	\$57.09
BHIP	11/4/11	Sale	22,001	\$57.09
FUND	11/7/11	Sale	49,563	\$56.52
BHIP	11/7/11	Sale	28,778	\$56.52

* 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.