

CACI INTERNATIONAL INC /DE/  
Form POS AM  
December 08, 2008

Registration No. 333-144127

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2**

**ON**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CACI International Inc**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

1100 North Glebe Road

**54-1345888**  
(I.R.S. Employer

Identification Number)

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**Arlington, Virginia 22201**

**(703) 841-7800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paul M. Cofoni**

**1100 North Glebe Road**

**Arlington, Virginia 22201**

**(703) 841-7800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Dean F. Hanley, Esq.**

**Foley Hoag LLP**

**Seaport World Trade Center West**

**155 Seaport Boulevard**

**Boston, Massachusetts 02210**

**Telephone: (617) 832-1000**

**Telecopy: (617) 832-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company



We registered \$300,000,000 in 2.125% Convertible Senior Subordinated Notes due 2014 under this registration statement for resale by the security holders named in the registration statement. We hereby remove from registration all of the 2.125% Convertible Senior Subordinated Notes due 2014, and the shares of our common stock issuable upon conversion thereof, registered under this registration statement which have not been sold as of the time of filing of this Post-Effective Amendment No. 2.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, Commonwealth of Virginia, on December 5, 2008.

CACI International Inc

By: /s/ Thomas A. Mutryn  
THOMAS A. MUTRYN

Executive Vice President, Chief Financial Officer

and Treasurer

- 3 -