

CACI INTERNATIONAL INC /DE/  
Form DEF 14A  
October 05, 2017

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the  
Registrant

Check the appropriate box:

- Preliminary Proxy Statement     Soliciting Material Under Rule 14a-12  
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 Definitive Proxy Statement  
 Definitive Additional Materials

CACI INTERNATIONAL INC  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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  - 3) Filing Party:
  - 4) Date Filed:
-

October 5, 2017

Dear Fellow Shareholder:

I cordially invite you to attend our 2017 Annual Meeting of Shareholders on November 16, 2017, at 9:30 a.m., local time. The meeting will be held at the Sheraton Tysons Hotel, 8661 Leesburg Pike, Tysons Corner, VA 22182.

The scheduled matters to be considered and acted on at the meeting are: the election of directors; a non-binding advisory vote to approve our named executive officers' compensation; ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2018; and a non-binding advisory vote on the frequency of future advisory votes on our named executive officers' compensation. Detailed information concerning these matters is set forth in the attached Notice of Annual Meeting of Shareholders and Proxy Statement.

As a shareholder, your vote is important. I encourage you to execute and return your proxy promptly whether or not you plan to attend so that we may have as many shares as possible represented at the meeting. Returning your completed proxy will not prevent you from voting in person at the meeting if you wish to do so.

Thank you for your cooperation and continued support and interest in CACI International Inc.

Sincerely,  
J.P. LONDON  
Chairman of the Board and Executive Chairman

**IMPORTANT:** Even if you plan to attend the meeting, please complete, sign, date, and return promptly the form of proxy (you can vote via the Internet, by phone, or by using the return envelope if you received a physical copy) to ensure that your vote will be counted. You may vote in person if you so desire, even if you previously have sent in your proxy. Please note that if you execute multiple proxies, the last proxy you execute revokes all previous ones.

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Notice of 2017 Annual Meeting of Shareholders

Location: Sheraton Tysons Hotel, 8661 Leesburg Pike, Tysons Corner, VA 22182

Date and Time: Thursday, November 16, 2017, 9:30 a.m., local time

Items of Business: (1) Election of ten nominees named in our proxy statement to our Board of Directors to hold office until the 2018 Annual Meeting or until their respective successors have been elected and qualified;

(2) To approve on a non-binding, advisory basis the compensation of our named executive officers;

(3) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2018;

(4) To approve on a non-binding, advisory basis the frequency of future advisory votes on the compensation of our named executive officers; and

(5) To transact such other business as may otherwise properly come before the Annual Meeting or any adjournment thereof.

Record Date: Shareholders of record as of September 18, 2017 are entitled to vote at the 2017 Annual Meeting of Shareholders.

Attendance: All shareholders are invited to attend. If you wish to attend the meeting in person, please review the instructions provided under "Attending the Annual Meeting" on page 62 of our proxy statement.

Voting: We encourage all shareholders to vote on the matters described in our proxy statement by Internet, phone or by using the return envelope if you received a physical copy. For additional instructions on voting your shares, please refer to the instructions under "Annual Meeting Information" on page 60 of our proxy statement. Our proxy statement and annual report are also available at [http://investor.caci.com/annual\\_meeting\\_materials/Index?keyGenPage=1073752900](http://investor.caci.com/annual_meeting_materials/Index?keyGenPage=1073752900).

1100 N. Glebe Road By Order of the Board of Directors  
Arlington, VA 22201  
(703) 841-7800  
[www.caci.com](http://www.caci.com)

J. WILLIAM KOEGEL, JR.  
Secretary  
October 5, 2017

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDERS' MEETING TO BE HELD ON NOVEMBER 16, 2017. Proxy materials are first being made available or mailed to our shareholders on or about October 5, 2017.

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## PROXY SUMMARY

This proxy statement is being furnished in connection with the solicitation of proxies by the Board of Directors (the “Board”) of CACI International Inc (the “Company,” “CACI” or sometimes referred to as “we,” “us,” or “our”) to be used at the Company’s Annual Meeting of Shareholders to be held on November 16, 2017 (the “Annual Meeting”).

The summary below highlights the information contained elsewhere in this proxy statement. The summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

### Annual Meeting

The Annual Meeting will be held on November 16, 2017, at 9:30 a.m., local time, at the Sheraton Tysons Hotel, 8661 Leesburg Pike, Tysons Corner, VA 22182.

### Questions about the Annual Meeting

We encourage you to review “Annual Meeting Information” beginning on page 60 of this proxy statement for answers to common questions on the rules and procedures surrounding the Annual Meeting and the business to be conducted at the Annual Meeting.

### Meeting Agenda

	Board Recommendation		
Election of Directors	FOR each nominee	Majority of Votes Cast	56
Advisory Vote on Executive Compensation	FOR	Majority of Votes Cast	57
Ratification of Ernst & Young LLP	FOR	Majority of Votes Cast	58
Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation	FOR "ONE YEAR"	Plurality of Votes Cast	59

#### Board Nominees

The following table provides summary information about each director nominee as of September 18, 2017. The Board and the Corporate Governance and Nominating Committee believe that each of our directors brings a strong and

unique background and set of skills to the Board, giving the Board the competence and experience necessary to fulfill its oversight role and to evaluate and advise management with respect to a wide variety of matters.

## PROXY SUMMARY

Nominee	Director	Age	Since	Independent	Board Committees
Kenneth Asbury		62	2013		E
President and Chief Executive Officer, CACI International Inc					
Michael A. Daniels		71	2013		C, CG, IR, SRA, SA
Former Chairman and Chief Executive Officer, Mobile 365, Inc.					
James S. Gilmore, III		67	2009		A, C, CE, IR, SA
Former Governor, Commonwealth of Virginia					
William L. Jews		65	2013		A, C, CE, IR, SA
Former President and Chief Executive Officer of CareFirst, Inc.					
Gregory G. Johnson		71	2006		C, CE, E, SRA, SA*
Admiral, U.S. Navy (Ret.); Founder, Snow Ridge Associates					
J.P. London		80	1981		CE*, E*, IR, SRA, SA
Executive Chairman and Chairman of the Board, CACI International Inc					
James L. Pavitt		71	2008		A, C, CE, SRA*, SA
President, JLP Associates, LLC					
Warren R. Phillips		76	1974		A*, CG*, E, SRA, SA
Former CFO, Albanian-Macedonia-Bulgarian Oil Pipeline Corp.					
Charles P. Revoile		83	1993		A, C*, CG, E, IR
Independent Legal and Business Consultant					
William S. Wallace		70	2009		A, CE, IR*, SRA, SA
General, US Army (Ret.); Former Commander, Fifth U.S. Corps.					
A Audit	CG Corporate Governance and Nominating				SA Strategic Assessment
C Compensation	E Executive				SRA Security and Risk Assessment
CE Culture, Character, Integrity & Ethics	IR Investor Relations				* Chair

## PROXY SUMMARY

## Corporate Governance Practices

We are committed to high standards of corporate governance and have a robust corporate governance program intended to promote the long-term success of our Company. Some highlights of our corporate governance practices are listed below.

Practice	Description	Page
Independence	Board is 80% independent and the Audit, Compensation and Corporate Governance and Nominating Committees are 100% independent.	16
Lead Independent Director	Dr. Phillips was elected to serve as the lead independent director to provide independent oversight of management.	12
Overboarding Policy	Our Corporate Governance Guidelines limit directors' affiliations to help them dedicate the requisite time and attention to the Board.	5
Board Self-Evaluations	Our Board regularly evaluates its performance through self-evaluations, corporate governance reviews and periodic charter reviews.	16
Annual Election of Directors	All directors are elected annually, which reinforces our Board's accountability to shareholders.	7
Majority Voting	Directors are elected under a "majority voting" standard.	62
Action by Written Consent	Shareholders may act by written consent.	(1)
Annual "Say-on-Pay"	Our shareholders provide non-binding approval of our named executive officers' compensation on an annual basis.	57
Stock Ownership Guidelines	We require our executive officers and directors to hold a substantial amount of our stock to better align their interests with those of our shareholders.	40&52
"Clawback" Policy	We maintain a recoupment policy so that we can pursue "excess" compensation awarded to our executive officers.	41

(1) See our By-laws located on our website under "Corporate Governance" at [www.caci.com](http://www.caci.com).

## Executive Compensation

The Compensation Committee believes our executive compensation program should encourage and reward behaviors that build a foundation for our long-term performance and success while also supporting the achievement of annual objectives. Our performance assessment framework and executive compensation program are designed to reward such performance by linking our executives' compensation to the achievement of both long- and short-term goals. Below is a summary of the principal components of our named executive officers' target total direct compensation for fiscal year

## PROXY SUMMARY

2017. For additional information please review “Compensation Discussion and Analysis” on page 21 of this proxy statement.

Name	Base Salary (\$)	Annual Incentives (\$)	Long-Term Incentives <sup>(1)</sup> (Equity) (\$)	Long-Term Incentives <sup>(2)</sup> (Cash) (\$)
J.P. London	630,400	527,500	935,000	—
Kenneth Asbury	891,100	1,275,000	3,300,000	—
John S. Mengucci	608,800	900,000	1,450,000	2,700,000
Thomas A. Mutryn	516,100	500,000	1,100,000	1,500,000
DeEtte Gray	550,000	N/A	1,700,000	—

(1) In order for the executive officers other than Ms. Gray to receive the target number of shares granted we must first attain a minimum one-year EPS threshold, after which shares are earned subject to a three-year performance period with the number of shares earned each year based on the growth or decline from the average stock price over the 90 calendar days immediately preceding the grant to the average stock price over the 90 calendar days immediately preceding the first, second and third anniversaries of the grant date. Once fully earned the shares vest equally on the third and fourth anniversaries of the grant date.

(2) Aggregate three-year value at target performance which is established at performance levels that exceed the annual incentive plan. We did not achieve the minimum threshold for the first-year performance target for the cash-based long term incentives, and Messrs. Mengucci and Mutryn did not earn any bonus.

## Board of directors and Executive Officers

### Board of Directors

#### Director Nomination Procedures

The Corporate Governance and Nominating Committee is responsible for reviewing potential Board nominees to determine whether they have the requisite qualifications, expertise and other characteristics for service on the Board and its committees and recommending qualified candidates to the Board for consideration at the Annual Meeting. In fulfillment of these responsibilities, the Corporate Governance and Nominating Committee considers the overall composition of the Board to determine whether the Board has a broad range of business experience, expertise, skills, perspectives, tenure and diversity, including gender, race and ethnicity, that allow the Board to draw upon many individual perspectives as the Board oversees, evaluates and advises management with respect to a wide variety of matters.

The Corporate Governance and Nominating Committee evaluates candidates recommended by Board members, management, shareholders or consultants utilizing the following standards:

- Demonstrated judgement, intelligence and character;
- Record of substantial business experience relevant to the Company;
- Ability to represent the interests of our shareholders;
- Understanding of executive leadership, marketing, finance and corporate strategy;
- Ability to dedicate sufficient time, energy and attention to the performance of their duties; and
- Contribution to the range of talent, skill, expertise and individual characteristics of the Board.

Any shareholder who wishes to formally nominate a person for election as a director must comply with the advance notice provisions of the Company's By-laws which are described in this proxy statement under "Annual Meeting Information" on page 60.

### Board Composition

In order to determine the appropriate mix of professional experiences, expertise and backgrounds for the Board, the Corporate Governance and Nominating Committee and the Board discuss the Board's composition during the year, and while the Board does not have a formal diversity policy, the Corporate Governance Guidelines provide that the Board should be large enough to reflect a substantial diversity of perspectives, background and experiences and that the Board should consider the scope of diversity, inclusive of gender, race and ethnicity, represented on the Board.



## BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

## Qualifications, Attributes, Skills and Experience

The Board and the Corporate Governance and Nominating Committee believe that our directors bring strong and unique backgrounds, skills and perspective to the Board. As a whole, they believe the Board contains the qualifications, attributes, skills and experience necessary for the Board to fulfill its oversight role and evaluate and advise management with respect to a wide variety of matters. The following table summarizes certain key characteristics of our business and the associated qualifications, attributes, skills and experience that the Board believes is represented on our Board.

Qualifications	Business Characteristics
Strong Personal and Professional Ethics, Integrity and Values	We are committed to maintaining the highest level of integrity and ethics in our dealings with our employees, customers, suppliers, shareholders and the public.
Government Services and Information Technology Experience	We generate approximately 94% of our revenues from the federal government, and service in government or in senior military positions provides perspective into working constructively with our core customers.
Policymaking Experience in Business, Government, Education or Technology	We operate in a complex business environment and senior leaders bring experience in analyzing, shaping and overseeing the execution of important operation and policy issues.
Public Company Board Experience	We are a public company and experience on other public company boards provides insights into board operations, the relationship between the Board, Chairman and CEO and the Board's oversight responsibilities.
Financial Expertise	Our business involves complex financial transactions and the Board advises and oversees our capital structure, financing and investment activities, financial reporting and internal controls.
Risk Oversight/Management Experience	We face security risks and operational risks that could materially affect our business, and experience understanding and overseeing various risks helps us to develop and implement appropriate policies and procedures designed to manage such risk.

## Board Tenure

We believe that Board tenure diversity is important and careful consideration is made to achieve the appropriate balance of experience and fresh perspective. Our Board's composition allows us to benefit both from the deep Company and industry knowledge of our longer-serving directors and the fresh perspectives brought by our newer directors. The following table outlines the various levels of tenure of the director nominees:

Tenure on Board	Number of
-----------------	-----------



	Director Nominees
More than 10 years	4
5 – 10 years	3
Less than 5 years	3

BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

2017 Nominees for Director

Each of our directors are elected by our shareholders on an annual basis to serve until the next annual meeting or until their respective successors are elected. The Board, upon the recommendation of the Corporate Governance and Nominating Committee, has nominated the following ten individuals, each of whom is a current director, for election at the Annual Meeting.

Kenneth Asbury, 62 A proven industry leader, Mr. Asbury has extensive experience in business development, including nearly 30 years leading highly successful systems, solutions, and services expansion programs. Director since: 2013

Non-Independent

Since February 20, 2013, Mr. Asbury has been the President and Chief Executive Officer of CACI International Inc. From May 2011 until February 2013, he was President and Chief Executive Officer of ASRC Federal Holding Company. As President and Chief Executive Officer of ASRC, Mr. Asbury was responsible for setting the strategic direction of the company's Federal enterprise and driving growth and development for all of its subsidiaries. In 2011, the company saw an almost 100 percent increase in program capture rate in one year. Prior to that, Mr. Asbury was employed by Lockheed Martin for approximately 27 years where he oversaw Lockheed Martin's Technical Operations, Mission Services and Civil businesses. As President of the Civil business, Mr. Asbury established five strategic growth campaigns focused on emerging government priorities – healthcare, energy, immigration reform, homeland security, and financial regulatory reform. With this focus, he led the business unit to more than \$6 billion in new contract wins, and achieved \$3.7 billion in sales in 2009. Mr. Asbury's tenure for Mission Services also saw increased growth. There, he delivered double-digit sales and achieved a 75 percent new business win rate. The signature new business contracts included a \$5 billion project with Special Operations Command and a \$1 billion project with NASA. Similarly, Mr. Asbury delivered mission-critical services while overseeing Lockheed's Technical Operations business. There, he transformed a \$500 million internal business into a \$1 billion external defense and intelligence operations entity. Under his leadership, the business unit developed, fielded, and operated a new tactical intelligence platform for the Army, the Persistent Threat Detection System. Mr. Asbury served in the U.S. Army Security Agency as a translator/interpreter. He is a graduate of the University of Oklahoma.

Michael A. Daniels, Mr. Daniels brings to the Board extensive executive experience in the technology industry and 71 experience serving as a director of public companies, including software and technology companies.

Director since: 2013

Independent

Mr. Daniels served as Chairman of the Board of Mobile 365, Inc. from May 2005 to November 2006 and served as its Chief Executive Officer from December 2005 to August 2006. Sybase acquired Mobile 365, Inc. in November 2006.

Mr. Daniels was a director of Sybase (NYSE), a publicly-traded global enterprise software and services company, from 2007 until its acquisition by SAP in 2010. From December 1986 to May 2004, Mr. Daniels served in a number of senior executive positions at Science Applications International Corporation (SAIC), a publicly-traded scientific, technical, and professional services firm, including Sector Vice President from February 1994 to May 2004. Mr. Daniels served as Chairman and Chief Executive Officer of Network Solutions, Inc. (NASDAQ), an internet company, from March 1995 to June 2000 when Verisign purchased Network Solutions. From 2000 to 2001, Mr. Daniels served as a member of the Board of Directors of Verisign (NASDAQ). From 1997 to 2003, Mr. Daniels served on the Board of Directors of Telcordia Technologies. From 2007 to 2009, Mr. Daniels served on the Board of Directors of Luna Innovations. From 2007 to 2013, Mr. Daniels served as Chairman of GlobalLogic. Mr. Daniels currently serves as Chairman of Invincea Labs and the Logistics Management Institute, a non-profit consulting firm. He is also on the Board of Directors of Blackberry (NASDAQ) and Mercury Systems, Inc. (NASDAQ).

BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

James S. Mr. Gilmore brings to the Board an exceptional history of leadership and distinguished service to the  
Gilmore III, 67 nation and particular knowledge and experience in legal, regulatory and governmental affairs.

Director since:  
2009

Independent

Mr. Gilmore was the 68th Governor of the Commonwealth of Virginia, serving in that office from 1998 to 2002. Prior to serving as Governor, Mr. Gilmore was the 38th Attorney General of the Commonwealth of Virginia from 1994 to 1997. He was a partner in the law firm of Kelley Drye & Warren LLP from 2002 to 2008, where he served as the Chair of the firm's Homeland Security Practice Group and where his practice also focused on corporate, technology, information technology and international matters. In 2003, President George W. Bush appointed Mr. Gilmore to the Air Force Academy Board of Visitors, and he was elected Chairman of the Air Force Board in the fall of 2003. Former Governor Gilmore served as the Chairman of the Republican National Committee from 2001 to 2002. He also served as Chairman of the Congressional Advisory Panel to Assess Domestic Response Capabilities for Terrorism Involving Weapons of Mass Destruction, a national panel established by Congress to assess federal, state and local government capabilities to respond to the consequences of a terrorist attack. This panel, also known as the "Gilmore Commission," was influential in developing the Office of Homeland Security. Mr. Gilmore is a graduate of the University of Virginia and the University of Virginia School of Law. He is currently a director of Atlas Air Worldwide Holdings. He also serves as President and CEO of the American Opportunity Foundation, an entity that offers bi-partisan conservative solutions to various domestic and national security challenges.

William L. Mr. Jews is a senior business and healthcare executive with over 25 years' experience leading  
Jews, 65 organizational growth, completing successful mergers and acquisitions, achieving profit goals, and delivering superior customer service.

Director since:  
2013

Independent

Mr. Jews served as President and Chief Executive Officer of CareFirst, Inc. from January 1998 to December 2006. Previously, he served as President and Chief Executive Officer of CareFirst of Maryland, Inc. and Group Hospitalization and Medical Services, Inc. and served as Chief Executive Officer of Blue Cross Blue Shield of Delaware. He was formerly President and Chief Executive Officer of Blue Cross Blue Shield of Maryland, Inc., from April 1993 until January 1998. Mr. Jews is a director of The CalAtlantic Group, Inc. and a director of Choice Hotels International, Inc. In the past five years, Mr. Jews has also served as a director of Fortress International Group, Inc. and the Ryland Group, Inc.

Gregory G. Johnson, 71 As the former Commander, U.S. Naval Forces Europe and Africa, and Commander in Chief, Allied (NATO) Forces Southern Europe, Admiral Johnson (Retired) brings to the Board valuable insights into the Department of Defense, intelligence and international communities.

Director since:  
2006

#### Independent

Since retiring from the U.S. Navy in 2004, Admiral Johnson founded Snow Ridge Associates, a provider of strategic advice and counsel. During his 36-year naval career, Admiral Johnson rose through the ranks to Four-Star Admiral. He commanded at every level. He was most recently responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Areas of Responsibility. He developed substantive policy-level relationships with many of those 91 nations, particularly those with maritime equities. Admiral Johnson's NATO duties included operational-level command of the peace support operations in Bosnia-Herzegovina and Kosovo, as well as NATO missions in Macedonia, Albania, and other Southeastern European nations. Admiral Johnson oversaw the successful implementation of NATO's Operation Active Endeavor (Mediterranean maritime intercept operations), assumed command of the NATO Response Force at the Istanbul Summit in June 2004, oversaw NATO's contributions to the Hellenic Republic of Greece's security efforts during the 2004 Olympics, and was responsible for the establishment of NATO's training support mission in Iraq. During his naval career, Admiral Johnson was also assigned to several senior policy positions in Washington, most notably serving as the executive assistant to the Chairman, Joint Chiefs of Staff (1992 to 1993) and military assistant, first to the Deputy Secretary of Defense and subsequently to the Secretary of Defense (1997 to 2000). Admiral Johnson is active on numerous non-profit boards and serves in several civic and community organizations and institutions.

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BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Dr. J. P. London, 80

Director since: 1981

Chairman of the Board and  
Executive Chairman

Under Dr. London's leadership, CACI has grown from a small professional services consulting firm to a multi-billion dollar international information solutions and services company. CACI became a Fortune 1000 company in 2006.

Dr. London joined CACI in 1972. He was appointed President and Chief Executive Officer in 1984 and Chairman of the Board in 1990. On July 1, 2007, Dr. London was appointed Executive Chairman. In this position, he oversees strategic initiatives to ensure shareholder value, advance client missions, cultivate key client relationships, and monitor major financial transactions, including CACI's legacy mergers and acquisitions (M&A) program that Dr. London started in 1992. He is also at the forefront of sustaining CACI's public image and professional reputation for integrity. Dr. London's efforts also focus on the evolution and transformation of defense, intelligence, information technology and network communications. The founder of modern-era CACI, Dr. London is widely recognized in government and business as a leader in the industry. He has received numerous national awards during his career for his business and civic accomplishments, including the Association of the U.S. Army's John W. Dixon award for outstanding contributions to America's defense and the U.S. Navy League's Fleet Admiral Chester W. Nimitz Award for his exemplary contributions to the enhancement of U.S. maritime strength and national security. Dr. London was inducted into the Greater Washington Business Hall of Fame in 2010. In 2011, he was inducted into the Naval Postgraduate School Hall of Fame in Monterey, California. In 2012, he was the Hall of Fame Honoree of the Greater Washington Government Contractor Awards. In 2013, he received the Nathan Hale Award from the Reserve Officers Association of the United States, the Ellis Island Medal of Honor from the National Ethnic Coalition of Organizations, and was the recipient of the Admiral of the Navy George Dewey Award from the Naval Order of the United States for leadership in the Navy community. In 2014, Dr. London received the Corporate Leadership Award from TechAmerica and the Semper Fidelis Award, Marine Corps Scholarship Foundation. In 2016, he received the Lifetime Distinguished Service Award from the Northern Virginia Chamber of Commerce for leadership in helping America's veterans succeed in business. In 2017, he received the Distinguished Service Award from the Naval Historical Foundation. The HR Leadership Award of Greater Washington also presents the annual Dr. J.P. London Award for Promoting Ethical Behavior named in his honor. Dr. London serves on the boards of the Friends of the National World War II Memorial, the U.S. Navy Memorial Foundation, the Naval Historical Foundation, and CAUSE (Comfort for America's Uniformed Services), which serves the needs of wounded military personnel returning from Iraq and Afghanistan. Dr. London is also a member of the National Military Intelligence Association, the Intelligence and National Security Alliance, the Association of the U.S. Army, the Navy League, the Naval Order of the U.S.A., the American Legion, and the Veterans of Foreign Wars. Dr. London holds a B.S. in Engineering from the United States Naval Academy, a M.S. in Operations Research from the United States Naval Postgraduate School, and a Doctorate in Business Administration conferred "with distinction" from the George Washington University. Dr. London holds the rank of Captain, U.S. Navy (Retired), serving a combined 24 years active and reserve duty as a Naval Aviator and Aeronautical Engineering Duty Officer.

James L. Pavitt, 71

Director since: 2008

With over 30 years of experience in the intelligence community, Mr. Pavitt brings to the Board expertise in such areas as financial risk assessment, defense, information technology, homeland security, counterterrorism and intelligence.

Independent

As the Deputy Director for Operations at the Central Intelligence Agency (CIA), he managed the CIA's globally deployed personnel and a multi-billion dollar budget for human intelligence collection activities and operations. Mr. Pavitt, as the head of America's Clandestine Service, led the CIA's operational response to the attacks of September 11, 2001. His career at the CIA was multi-faceted and included creating and leading the CIA's Counterproliferation Division, an entity created to counter the spread of weapons of mass destruction. He managed and directed intelligence operations against global proliferation networks. From 1990 to 1993, he served as Special Assistant to President George H.W. Bush for International Intelligence Programs. He is a two-time recipient of the CIA's Distinguished Intelligence Medal, the CIA Director's Medal and the Donovan Award. From 2004 to 2011, Mr. Pavitt served as a Principal of The Scowcroft Group in Washington, D.C., an international strategic business advisory firm, where he currently serves as a Senior Advisor. He is the President and a Founding Partner of JLP Associates, LLC, providing strategic risk advisory services to a variety of clients.

BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Dr. Warren R. Phillips, 76 In addition to his experience as a senior-level technology executive, Dr. Phillips brings to the Board considerable expertise in the areas of information technology policy, public sector finance, and the provision of computer services. The Board also benefits from Dr. Phillips' familiarity with the U.S. intelligence community and his understanding of international business issues. He is also recognized as an NACD Board Leadership Fellow.

Lead  
Independent  
Director

Dr. Phillips served as the Chief Financial Officer for the Albanian-Macedonian-Bulgarian Oil Pipeline Corporation, a \$1.5 billion crude oil pipeline developer for Caspian oil flows to the west. From February 2008 through 2011, Dr. Phillips served as the Chairman of the Board and Chief Executive Officer of Advanced Blast Protection, Inc., a research, development and manufacturing company that produces conventional and unconventional bullet resistant glass, modular vehicle armor, and specialized armored vehicles for military, law enforcement and civilian use. In November 2009, Advanced Blast Protection, Inc. filed a petition pursuant to Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Florida. From 1993 to 2001, Dr. Phillips was Executive Vice Chairman and Chief Financial Officer of Maryland Moscow, Inc., a 501(c)(3) educational and training venture that was involved in over \$50 million in financial training to the newly evolving countries of the former Soviet Union. Dr. Phillips provided advice in developing financial systems (bank, stock exchange, pension, insurance, and government) in most of those countries. Between 1974 and 2003, Dr. Phillips was Professor of Government and Politics at the University of Maryland. During that time, he served in a number of administrative positions including Vice President for Academics at UMBC, and Assistant Vice President for Administration for the University System where he managed system-wide information technology, budgeting, and internal audit.

Charles P. Revoile, 83 As an attorney and former senior-level executive, Mr. Revoile brings to the Board his considerable experience in the governance of publicly-held corporations and in contracting with the United States government. In addition, the Board values Mr. Revoile's perspective in financial and management disciplines as an active private investor.

Independent

From 1985 to 1992, Mr. Revoile served as Senior Vice President, General Counsel, and Secretary of CACI International Inc. From 1971 to 1985, Mr. Revoile was Vice President and General Counsel of Stanwick Corporation. From 1964 to 1971, Mr. Revoile was counsel to the Communications division of Westinghouse Electric Corporation. From 1961 to 1964, he served as legislative counsel to the National Food Processors Association, representing the industry before Congress and the Executive agencies. Currently, Mr. Revoile is a legal and business consultant and an independent investor.

William S. Wallace, 70 General Wallace brings to the Board a 39-year record of military service and experience.



Director since:  
2009

Independent

From 2005 to 2008, General Wallace led more than 50,000 soldiers and civilian employees at 33 Army schools. He was the architect of the Army's reorganization in continuation of military operations in Iraq and Afghanistan. He developed the organizational, technical, and warfighting requirements for the Future Combat Systems and other Army modernization efforts. Prior to this, General Wallace was Commanding General of the Army Combined Arms Center from 2003 to 2005, Ft. Leavenworth, Kansas, where he was responsible for the development of new and emerging Army and Joint doctrine, providing the intellectual foundation for military leadership in the 21st century. As Commander of the Fifth U.S. Corps from 2001 to 2003, during the opening campaign of Operation Iraqi Freedom, General Wallace led 140,000 soldiers from Kuwait to Baghdad, and subsequently directed the occupation of Western and Northern Iraq. He served as Commander of the Joint Warfighting Center from 1999 to 2001; Commanding General of the 4th Infantry Division the Army's first "digitized" division that incorporated new C4ISR technologies from 1997 to 1999; and Commanding General of the National Training Center from 1995 to 1997. General Wallace is a 1969 graduate of the United States Military Academy at West Point.

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## BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

## Executive Officers

As of September 18, 2017, the executive officers of the Company were J.P. London, Chairman of the Board and Executive Chairman, Kenneth Asbury, President and Chief Executive Officer, and the following five persons indicated in the table below. Biographical information for Messrs. Asbury and London are provided above under “2017 Nominees for Director” on page 7 of this proxy statement.

Name and Current Position	Previous Experience
John S. Mengucci, 55 Chief Operating Officer (July 2012 – Present)	Chief Operating Officer for U.S. Operations, February 2012 to June 2012; President, Lockheed Martin Information Systems and Global Solutions - Civil Product Line, 2010-2012; President, Lockheed Martin Information Systems and Global Solutions – Defense 2007-2010.
Thomas A. Mutryn, 63 Executive Vice President, Chief Financial Officer and Treasurer (April 2007 – Present)	Acting Chief Financial Officer and Treasurer, January 2007 to April 2007; Executive Vice President, Corporate Development, September 2006 to January 2007; GTSI Corp., Senior Vice President, Finance, and Chief Financial Officer, 2003-2006; U.S. Airways, Inc., Senior Vice President, Finance, and Chief Financial Officer, 1998-2002.
DeEtte Gray, 48 President, U.S. Operations (June 2017 – Present)	President, Intelligence & Security Sector for BAE Systems, Inc., 2012-2017; Vice President, Lockheed Martin Information Systems and Global Solutions - Defense Product Line 2007-2012.
Gregory R. Bradford, 68 Chief Executive, CACI Limited, and President, U.K. Operations (2000 – Present)	Managing Director, CACI Limited, 1985-2000; President, U.K. Operations, since 1994; Executive Vice President, 1987-1994; Senior Vice President, 1986-1987; Vice President, 1983-1986.
J. William Koegel, Jr., 63 Executive Vice President, General Counsel & Secretary (March 2014 – Present)	Steptoe & Johnson, 1981-March 2014 (Partner, 1987-March 2014).

## CORPORATE GOVERNANCE

We are committed to strong corporate governance practices designed to maintain high standards of oversight, integrity and ethics while promoting long-term shareholder value.

## Governance Framework

### Structure

The Board is responsible for the oversight of management on behalf of our shareholders and the Board accomplishes this function acting directly and through Board committees. In accordance with the Corporate Governance Guidelines, the Board has eight standing committees: Audit; Compensation; Corporate Governance and Nominating; Culture, Character, Integrity & Ethics; Executive; Investor Relations; Security and Risk Assessment; and Strategic Assessment. This governance structure allows the Board to provide focused advice, insight and oversight in the interests of the Company and our shareholders. The Board and its committees discharge their duties at Board and committee

## CORPORATE GOVERNANCE

meetings, through telephone contact and other communications with management and others regarding matters of concern and interest to the Company.

### Primary Governance Documents

Our governance structure and processes are based on our key governance documents, which include the following documents which can either be found on our website under “Corporate Governance” at [www.caci.com](http://www.caci.com) or are available upon written request to CACI International Inc, 1100 North Glebe Road, Arlington, Virginia 22201, Attention: Investor Relations:

- Amended and Restated Certificate of Incorporation • Board Committee Charters
  
- By-laws • Standards of Ethics and Business Conduct
  
- Corporate Governance Guidelines • Directors’ Code of Business Ethics and Conduct

The Board reevaluates our policies and practices on an ongoing basis and all of our directors, executive officers and other employees are required to review their applicable code of conduct and certify compliance annually to ensure high standards of business conduct that facilitate the Board’s execution of its responsibilities. Additional information is provided below regarding key corporate governance and ethics policies and practices that we believe enable us to manage our business in accordance with the highest standards of business ethics and in the best interest of our shareholders.

We intend to disclose any waiver granted to any director, principal executive officer, principal financial officer, principal accounting officer, or any other executive officer or any amendments to our codes of conduct, in the “Corporate Governance” section of our website within four business days following the date of such amendment or waiver.

Board of Directors

Board Leadership

The Board is responsible for determining the optimal leadership structure in order to provide independent oversight of senior management and evaluates the Board's leadership structure on an annual basis. In evaluating its leadership structure, the Board considers our current operating and governance environment, governance best practices and feedback from our shareholders on how the Board can provide effective oversight of senior management on behalf of our shareholders. Based on these considerations, the Board has determined that separate positions for Chairman and CEO, coupled with a Lead Independent Director, provides an efficient and effective leadership model, fostering clear accountability, differing perspectives and effective decision making as the Chairman focuses on the Board activities while the CEO manages the day to day business. The chart below summarizes the roles and responsibilities of the Executive Chairman and Lead Independent Director:

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CORPORATE GOVERNANCE

	J.P. London, Executive Chairman	Warren R. Phillips, Lead Independent Director
Independence:	Non-Independent	Independent
Appointment:	Appointed by Board (Annual)	Appointed by independent directors (Annual)
Presides at Meetings:	Board and Shareholder Meetings	Executive sessions of independent directors and Board meetings when Executive Chairman is absent
Authority to Call Meetings:	Board and Shareholder Meetings	Convenes meetings of independent directors as necessary and appropriate
Schedule, Agendas and Materials:	Prepares Board schedules, agendas and materials based on discussion with all directors and management	Works with Executive Chairman in the development and approval of Board schedules, agendas and materials
Liaison:	Between directors and senior management	Between independent directors and the Executive Chairman
Strategic/Governance Responsibilities:	Consults with senior management on strategic direction and key staffing; oversees corporate financial affairs and transactions; monitors all investor relations activities	Reviews and reports on oversight matters and organizes review of the Company's annual strategic planning cycle

Committee Membership and Attendance

Directors are expected to attend regular Board meetings, committee meetings and the annual shareholder meeting, in person or, if not possible, via teleconference. All directors attended the 2016 Annual Meeting of Shareholders held on November 17, 2016 and each incumbent director attended at least seventy-five percent of the aggregate of the total number of Board meetings and meetings of the committees on which the director served in fiscal year 2017. The Board held 11 meetings during fiscal year 2017. The standing committees of the Board, their membership and the number of meetings for each committee are outlined below.

Corporate Culture,  
 Governance Character, Security  
 and Integrity & Investor and Risk Strategic

Name	Audit	Compensation	Nominating	Ethics	Executive Relations	Assessment	Assessment
Mr. Asbury							
Mr. Daniels (I)							
Mr. Gilmore (I)							
Mr. Jews (I)(A)							
Adm. Johnson (I)							

Dr. London								
Mr. Pavitt (I)								
Dr. Phillips (I)								
Mr. Revoile (I)								
Gen. Wallace (I)								
FY 2017 Meetings	7	6	4	3	2	7	4	4
Chairman	Chair	Member	I – Independent			A – Audit Committee	Financial Expert	

## CORPORATE GOVERNANCE

Pursuant to NYSE requirements, two executive sessions of non-management directors were held during fiscal year 2017.

### Committee Responsibilities

The specific roles and responsibilities of the Board's committees are delineated in written charters adopted by the Board for each committee and are reviewed annually by the Corporate Governance and Nominating Committee in accordance with the Corporate Governance Guidelines. As provided in their charters, each committee is authorized to engage or consult from time to time, as appropriate, at our expense, with outside independent legal counsel or other experts or advisors it deems necessary, appropriate or advisable to discharge its duties. The charters for the Audit, Compensation, Corporate Governance and Nominating and Executive committees are available on our website under "Corporate Governance" at [www.caci.com](http://www.caci.com) or a print copy of all of the standing committee charters is available upon shareholder request. Below is a summary of the primary responsibilities of each committee.

### Audit

The Audit Committee assists the Board in fulfilling its oversight of (i) the integrity of the Company's financial statements; (ii) the effectiveness of the Company's internal control over financial reporting, (iii) the Company's compliance with applicable legal and regulatory requirements; (iv) the independence and qualifications of the Company's independent auditor; and (v) the performance of the Company's internal and independent auditors. The Audit Committee is comprised of only independent directors and fulfills its responsibilities by:

- Appointing, evaluating and overseeing the independent auditor;
- Reviewing and pre-approving audit and non-audit services and related fees for the independent auditor;
- Discussing the Company's audited financial statements and quarterly financial statements with management and the independent auditor;
- Discussing the process for assessing the effectiveness of internal control over financial reporting and reviewing issues as to the adequacy and effectiveness of the Company's internal control over financial reporting;
- Reviewing the annual internal audit plan and any significant internal audit findings;
- Reviewing and approving all related party transactions; and
- Reviewing legal and regulatory matters that may have a material impact on the Company's financial statements.

### Compensation

The Compensation Committee assists the Board in overseeing the Company's compensation policies and practices. The Compensation Committee is comprised of only independent directors and fulfills its responsibilities by:

- Recommending to the Board the compensation arrangements for the Company's executive officers and directors;



- Reviewing and approving the compensation of the chief executive officer;
- Approving grants of equity compensation to all eligible individuals in the Company's service;
  - Reviewing and recommending changes in the Company's fringe benefit programs;
- Oversight of the Company's Affirmative Action and Small, Disadvantaged and Minority Subcontracting activities;
- Preparing an annual report for inclusion in the Company's proxy statement; and

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## CORPORATE GOVERNANCE

Overseeing and reporting to the Board on the Company's policies concerning compensation, employee award and recognition programs, employee benefits, affirmative action, equal opportunity, expense reimbursement and human resources.

### Corporate Governance and Nominating

The Corporate Governance and Nominating Committee assists the Board in overseeing the Company's corporate governance practices. The Corporate Governance and Nominating Committee is comprised of only independent directors and fulfills its responsibilities by:

- Recommending to the Board the general criteria and qualifications for membership on the Board;
- Identifying and selecting individuals to be nominated for election to the Board;
- Recommending the number of directors to be elected each year (within the bounds established by the Company's By-laws);
- Developing and recommending to the Board a set of general corporate governance principles; and periodically reviewing, evaluating, and proposing revisions thereto; and
- Reviewing policies and practices of the Company and monitoring compliance in areas of corporate governance.

### Culture, Character, Integrity & Ethics

The Culture, Character, Integrity and Ethics Committee assists the Board in overseeing the Company's efforts to foster and institutionalize the Company's culture of character, ethics and integrity and safeguard and advance the Company's reputation. The Culture, Character, Integrity and Ethics Committee must include at least three independent directors and fulfills its responsibilities by:

- Assessing whether the Code of Conduct and the Standards of Ethics and the Company's other internal ethics policies instill appropriate ethical behavior in the Company's culture, business practices and employees, and making recommendations to the Board concerning the adoption and amendment of these policies;
- Reviewing the material risks and liabilities relating to the provisions of the Code of Conduct and the Standards of Ethics and the Company's other internal ethics policies and ensuring that such risks are managed or mitigated as part of the Company's risk management program;
- Reviewing the adequacy and effectiveness of the Company's engagement and interaction with its stakeholders; and
- Reviewing any political and/or lobbying activities performed on behalf of the Company.

### Executive

The Executive Committee assists the Board in providing the necessary input and authorization in between full Board meetings, and for identifying those items which merit consideration or action by the entire Board.

#### Investor Relations

The Investor Relations Committee assists the Board in its oversight of the Company's investor relations program. The Investor Relations Committee must include at least three independent directors and fulfills its responsibilities by:

• Reviewing the investor relations program on an annual basis and provide suggestions to management;

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## CORPORATE GOVERNANCE

- Reviewing policies and procedures with regard to “guidance” provided by the Company to the investment community; and
- Reviewing the Company’s shareholder profile.

### Security and Risk Assessment

The Security and Risk Assessment Committee assists the Board in its oversight of the Company’s security as well as monitoring the contract and business risks associated with classified and sensitive high-risk work supporting defense, intelligence and international clients. All members of the Security and Risk Assessment Committee must have the requisite security clearances to carry out their responsibilities and at least one member must have experience in cyber security and information technology. The Security and Risk Assessment Committee fulfills its responsibilities by:

- Overseeing selected classified and sensitive high-risk work that is unprecedented, unusual, or that may otherwise pose particular risks;
- Assessing business risks concerning classified and sensitive high-risk work from an operating standpoint;
- Monitoring risks to the Company’s security by gauging risks related to threats to the Company’s corporate IT systems, personnel, and facilities as well as business operations and reputation; and
- Ensuring best practices in the areas of risk management and security regarding classified and sensitive high-risk work.

### Strategic Assessment

The Strategic Assessment Committee assists the Board in its oversight of (i) the Company’s strategic planning process; (ii) the Company’s future growth; (iii) the Company’s key performance metrics; and (iv) the Company’s shareholder value. The Strategic Assessment Committee must include at least three directors who are experienced in the Company’s business and customer base and fulfills its responsibilities by:

- Reviewing, monitoring and evaluating the business environment for the Company and the effectiveness of the Company’s strategy and advising on the Company’s strategic planning process;
- Reviewing the Company’s mergers and acquisitions strategy, business development strategies and the management of its growth strategy;
- Reviewing key performance metrics used inside and outside the Company to monitor Company performance and recommending the future use of key performance metrics; and

Evaluating the “shareholder value proposition.”

#### Board and Committee Independence

In accordance with our Corporate Governance Guidelines, a majority of our Board must be independent as defined by the NYSE listing rules and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). On August 10, 2017, the Board affirmatively determined that eight of its ten current members (80%) are independent. In making the determination, the Board considered the relationships described below in “Certain Relationships and Related Transactions.” The Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee are comprised entirely of independent directors.

#### Annual Board Evaluations

The Board and each of its committees perform an annual evaluation of their performance. The evaluation process is managed by the Corporate Governance and Nominating Committee and specifically focuses on areas for improvement.

CORPORATE GOVERNANCE

In order to ensure independence during the evaluation process, the evaluation of the Corporate Governance and Nominating Committee is conducted by the Executive Committee.

Risk Oversight

Our Board has an active role, as a whole and at the committee level, in overseeing the management of our risks. The Board regularly reviews information regarding the results of operations and any related trends and other factors contributing to or affecting our results, long-term strategy, financial reporting systems and processes, as well as the risks associated with these aspects of the Company’s business. The Board has also approved Standards of Ethics and Business Conduct that establish standards of conduct for employees that are designed to mitigate risks associated with compliance, foster ethical conduct by our employees and protect company assets. We require all employees to receive annual training related to our Standards of Ethics and Business Conduct and related policies in order to ensure that employees are familiar with those standards of conduct and to mitigate the risks associated with employees’ failure to meet those standards.

The Board’s committees are involved in the assessment of risks relevant to their area of responsibility and the implementation of actions designed to address or mitigate those risks. The types of risks that are considered by the committees include:

Audit:	Risks related to our tax, accounting, financial reporting systems and processes, and legal and regulatory compliance.
Compensation:	Risks related to our compensation and benefit programs.
Corporate Governance and Nominating:	Risks related to our corporate governance and management.
Culture, Character, Integrity & Ethics:	Risks related to our internal ethics policies.
Investor Relations:	Risks related to capital markets and engagement with our shareholders and the investment community.
Security and Risk Assessment:	Risks related to classified and sensitive high-risk work, supporting defense, intelligence, and international clients, and the performance of personnel, information and industrial

security.

Strategic Assessment: Risks related to our growth initiatives and strategic and operating plans.

#### Shareholder and Interested Party Communications with Directors

Shareholders and interested parties may communicate directly with the Board or any director or committee member, including Audit Committee members, by sending correspondence to such individual c/o CACI International Inc, 1100 North Glebe Road, Arlington, Virginia 22201, Attn: J. William Koegel, Jr., Corporate Secretary. It is our policy to forward directly to the directors all such communications addressed to them and delivered to the Company at the above stated address.

## Certain Relationships and Related Transactions

### Related Party Transactions

We review all relationships and transactions in which we and our directors and executive officers or their immediate family members are participants, as well as in which greater than 5% shareholders, nominees for director, immediate family members of greater than 5% shareholders and nominees for director, and persons (other than a tenant or employee) sharing the household of a director, executive officer, nominee for director, or greater than 5% beneficial owner are participants, to determine whether such persons have a direct or indirect material interest. The Company's legal staff is responsible for obtaining information through questionnaires and other appropriate procedures from the directors and executive officers with respect to related party transactions and then determining whether the Company or a related person has a direct or indirect material interest in the transaction. Transactions that are determined to be material to the Company or a related person are disclosed in the Company's proxy statement. In addition, the Audit Committee is charged with reviewing and approving or ratifying any related party transaction. The Audit Committee considers, among other matters, the nature, timing and duration of the transaction, the relationships of the parties to the transaction, whether the transaction is in the ordinary course of the Company's business, the dollar value of the transaction, and whether the transaction is in the interest of the Company.

Upon review by the Audit Committee, no transactions concerning our directors, executive officers or immediate family members of these individuals require disclosure under Item 404(a).

### Compensation Committee Interlocks and Insider Participation

During fiscal year 2017, the members of the Compensation Committee had no relationships with the Company other than their relationships as directors, their entitlement to the receipt of standard compensation as directors and members of certain committees of the Board, and their relationships to the Company as shareholders. During fiscal year 2017, no person serving on the Compensation Committee or on the Board was an executive officer of another entity for which any of our executive officers served on the compensation committee.





## SECURITIES OWNERSHIP

## Principal Shareholders

The following table provides the latest available information as of September 18, 2017 with respect to beneficial ownership of the Company's common stock held by each person known by the Company to be the beneficial owner of more than 5% of the outstanding common stock.

Beneficial Owner	Amount of Beneficial Ownership of Common Stock	Percent of Common Stock <sup>(1)</sup>
Blackrock, Inc. <sup>(2)</sup>	2,951,105	12.04%
The Vanguard Group, Inc. <sup>(3)</sup>	2,432,411	9.92%
Dimensional Fund Advisors LP <sup>(4)</sup>	2,050,690	8.37%
FMR LLC <sup>(5)</sup>	1,433,987	5.85%

(1)Based on 24,508,649 shares of common stock outstanding as of September 18, 2017, the record date.

(2)The number of shares beneficially held by BlackRock, Inc. (BlackRock) is based solely on information in a Schedule 13G/A filed with the SEC by BlackRock on January 12, 2017 on behalf of itself and certain entities under its control. The report states that BlackRock has sole voting power over 2,884,146 shares and sole dispositive power over all shares. The address of Blackrock, Inc. is 55 East 52nd Street, New York, NY 10055.

(3)The number of shares beneficially held by The Vanguard Group, Inc. (Vanguard) is based solely on information in a Schedule 13G/A filed with the SEC by Vanguard on February 10, 2017 on behalf of itself and certain entities under its control. The report states that Vanguard has sole dispositive power over 2,401,831 shares, shared dispositive power over 30,580 shares, sole voting power over 29,221 shares and shared voting power over 2,685 shares. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

(4)The number of shares beneficially held by Dimensional Fund Advisors LP (Dimensional) is based solely on information in a Schedule 13G/A filed with the SEC by Dimensional on February 9, 2017 on behalf of itself and certain entities under its control. The report states that Dimensional has sole voting power over 2,022,627 shares and sole dispositive power over all 2,050,690 shares. The address of Dimensional Fund Advisors LP is Building One, 6300 Bee Cave Road, Austin, TX 78746.

(5)This information is based solely on a Schedule 13G/A filed by FMR LLC on February 14, 2017, and reflects the securities beneficially owned by FMR LLC, certain of its subsidiaries and affiliates and other companies. According to that Schedule 13G/A, FMR LLC and Abigail P. Johnson each have sole power to dispose of all such shares and the sole power to vote none of the shares. The address of FMR LLC is 245 Summer Street, Boston, MA 02210.

## SECURITIES OWNERSHIP

## Directors and Management

The following table provides information as of September 18, 2017 with respect to beneficial ownership of the Company's common stock for each executive officer, each director, and for all current executive officers and directors of the Company as a group.

Beneficial Owner	Amount of Beneficial Ownership of Common Stock <sup>(1)</sup>	Percent of Common Stock <sup>(2)(3)</sup>
J. P. London	88,038	*
Kenneth Asbury	50,315	*
John S. Mengucci	36,167	*
Thomas A. Mutryn	45,388	*
DeEtte Gray	—	—
Gregory R. Bradford	44,787	*
J. William Koegel, Jr.	6,340	*
Michael A. Daniels	5,171 <sup>(4)</sup>	*
James S. Gilmore	12,859 <sup>(4)</sup>	*
William L. Jews	5,171 <sup>(4)</sup>	*
Gregory G. Johnson	5,469 <sup>(4)</sup>	*
James L. Pavitt	7,293 <sup>(4)</sup>	*
Warren R. Phillips	5,596 <sup>(4)</sup>	*
Charles P. Revoile	31,085 <sup>(4)</sup>	*
William S. Wallace	9,397 <sup>(4)</sup>	*
All Current Executive Officers and Directors as a Group (15 in number)	353,076	1.44%

(1) All Restricted Stock Units (RSUs) vesting as of September 18, 2017 or within 60 days after that date are treated as vested for the underlying shares of common stock.

(2) Based on 24,508,649 shares of common stock outstanding as of the September 18, 2017 record date.

(3) The asterisk (\*) denotes that the individual holds less than one percent of outstanding common stock. This stock is included in the total percentage of outstanding common stock held by the Executive Officers and Directors as a Group shown above.

(4) Includes 242 shares obtainable upon vesting of RSUs within 60 days of September 18, 2017.

## Section 16(a) Beneficial Ownership Reporting

Section 16(a) of the Exchange Act requires the Company's officers and directors and persons who own more than ten percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Such officers, directors, and shareholders are required by SEC regulations to furnish the Company with copies of all such reports that they file.

Under the applicable regulations, the reporting person is responsible for making the filing. Ordinarily however, when a reporting person engages in a transaction with the Company, such as the grant of a stock option, RSU, or similar award, Company personnel generate the report on a timely basis for the benefit of the reporting person.

Based solely on a review of copies of reports filed with the SEC and of written representations by certain Officers and Directors, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis during the fiscal year ended June 30, 2017, with the exception of Mr. Mutryn who had one late filing with respect to a transaction.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides the principles, objectives, structure, analyses and determinations of the Compensation Committee with respect to the fiscal year 2017 compensation of the following named executive officers (NEOs):

J.P. London, Executive Chairman and Chairman of the Board

Kenneth Asbury, President and Chief Executive Officer

John S. Mengucci, Chief Operating Officer

Thomas A. Mutryn, Executive Vice President, Chief Financial Officer and Treasurer

DeEte Gray, President of U.S. Operations

The principles, objectives and structure of our fiscal year 2017 executive compensation were established from June through July 2016, when our Compensation Committee traditionally makes executive compensation decisions. The Compensation Committee's fiscal year 2017 compensation decisions reflect the Company's performance as well as our executives' individual performance in the prior fiscal year.

### Executive Summary

#### Who We Are

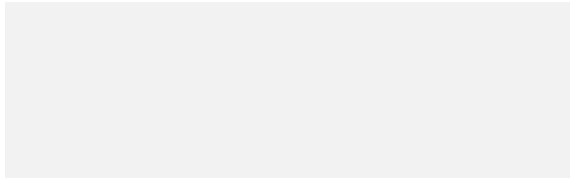
CACI combines mission understanding, technical expertise, and a commitment to ethics and good character in all we do to serve our customers' most challenging missions. For over 55 years, we have been dedicated to supporting the critical work our customers perform in delivering services to citizens and defending our country.

We serve intelligence, defense, and federal civilian customers in 12 market areas: Business Systems, Command and Control (C2), Communications, Cyber Security, Enterprise IT, Health, Intelligence Services, Intelligence Systems and Support, Investigation and

#### Our Mission

CACI's mission is to be a leader in providing the information solutions and services America needs to defeat international threats to our nation and counter global terrorism, secure our homeland and improve government services. We are mission-oriented and ever vigilant in aligning our solutions with the nation's highest priorities.

Litigation Support, Logistics and Material Readiness, Space Operations and Resiliency, and Surveillance and Reconnaissance. Our solutions and services in all of these markets deliver the quality and efficiency customers require to advance their capabilities and complete their missions.



## Executive Compensation

### CACI At-A-Glance

~\$4.435 billion annual revenue	Fortune 1000 Largest Companies in America
Consistently recognized as a top employer of veterans;	A Fortune World's Most Admired Company in IT Services
Veterans represent ~30% of our workforce	Character-based culture of ethics, integrity, and operational excellence
Approximately 18,600 employees;	
~70% with security clearances	

### Growth Strategy

In fiscal year 2017, we continued executing upon our growth strategy via initiatives focused on delivering long-term value to our customers and shareholders such as:

#### OUR GROWTH STRATEGY

##### WINNING NEW BUSINESS

- Market aligned, focused on government's high-priority missions
- Optimizing business development
- Bidding selectively and winning larger contracts
- Increasing solutions and fixed price content

##### DRIVING OPERATIONAL EXCELLENCE

- Credentialing value delivery systems
- Efficient, effective, ethical program management

## DEPLOYING CAPITAL IN SUPPORT OF FUTURE GROWTH

- M&A is 1st priority of capital deployment
- Add capability and customers to accelerate growth
- Deliver long-term shareholder value

## Financial Performance Summary

### Fiscal Year 2017 Performance

Below are charts outlining our performance over the last three fiscal years for the primary performance metrics used by the Compensation Committee in determining our NEOs' compensation. The growth depicted below had a substantial impact on our NEOs' earned compensation over the course of this period. For fiscal year 2017, this resulted in



## Executive Compensation

an average achievement of 124% of the targeted annual incentive plan value, and the growth of the Company's stock price over fiscal year 2017 resulted in achievement of 134% of the performance-based equity awards granted to the NEOs during the fiscal year. These charts present the performance metrics in accordance with U.S. generally accepted accounting principles.

## 2016 Say on Pay Vote

### DECISION SUPPORT

As the Compensation Committee made its fiscal year 2017 compensation decisions, it considered that a record 99% of the votes cast on the Company's fiscal year 2016 executive compensation program (the "Say on Pay" proposal) were voted in favor of the "Say on Pay" proposal at the Company's 2016 Annual Meeting. This continued the strong support as shown in 2015's 98% approval rate. The Company also actively engages with its shareholders to determine views towards the programs and reviews comments from shareholder advisory services.

## Pay for Performance Philosophy

The Compensation Committee believes our executive compensation program should incent and reward behaviors that build a foundation for our long-term performance and success while also supporting the achievement of annual objectives. Our performance assessment framework and executive compensation program are designed to reward such performance by linking our executives' compensation to the achievement of both long- and short-term goals. For example, the annual incentives paid to each of our NEOs vary with performance, including our annual financial results.

## Executive Compensation

Additionally, the NEOs receive two types of long-term incentive plan awards that will result in payouts only if we achieve targeted growth in such measures as stock price performance, earnings per share (“EPS”), net after tax profit (“NATP”) and revenue.

### Executive Compensation Program Design

The substantial majority of our NEOs’ compensation is directly tied to our performance with short-term and long-term incentives comprising an average of approximately 77% of our NEOs’ target total direct compensation (“TDC”). The following is a list of the principal components of our executive compensation program:

Character	Component	Description
Fixed	Base Salary	<ul style="list-style-type: none"> <li>Annual fixed portion of NEOs’ TDC designed to attract and retain experienced executives, comprising only an average of approximately 23% of our executives’ target total direct compensation.</li> </ul>
	Annual Incentives	<ul style="list-style-type: none"> <li>Cash bonus plan that rewards NEOs for achieving quarterly and annual performance objectives based on EPS, NATP, Total CACI Revenue and US Operations Organic Revenue, calculated as described below.</li> </ul>
At Risk	Long-Term Incentives	<ul style="list-style-type: none"> <li>Performance-based Restricted Stock Units (“RSUs”) earned based on achievement of a minimum one-year EPS threshold, adjusted for annual changes in stock price over a three-year period, and vesting on the third and fourth grant anniversaries.</li> <li>Cash-based long-term incentive plan (“LTIP”) provides value to the executive only to the extent NATP and revenue significantly outperformed plan over a three-year period.</li> </ul>

### Performance Assessment

Compensation Committee	The Compensation Committee uses a comprehensive process to assess performance on an ongoing basis, which includes frequent dialogue with management about financial performance relative to our goals and competitors, and assessment of corporate and individual executive accomplishments.
Independent Consultant	The Compensation Committee also asks its independent compensation consultant to assess our pay-for-performance alignment, which includes an analysis of our NEOs’ realizable pay relative to our peer group and an analysis of operational and shareholder returns relative to our peer group.

### Historical Pay for Performance Results

Our pay for performance philosophy is reflected in the compensation that is actually earned by our NEOs over the past three years. The chart below summarizes our performance against the Compensation Committee performance metrics and the impact such performance had on our NEOs' compensation:

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## Executive Compensation

Fiscal Year	Performance	Average NEO Annual Incentive Payout (Cash)	Long-Term Incentives (Equity)	Long-Term Incentives (Cash)
2017	NATP > Target	124% of Target	134% PRSUs Earned Through Completion of First Year of Measurement	0% Earned Through Completion of First Year of Measurement
	Total CACI Revenue < Target			
	EPS = Target			
	U.S. Operations Organic Revenue > Target			
	1-Year Average Stock Price +34%			
2016	NATP > Target	111% of Target	138% PRSUs Earned Through Completion of Second Year of Measurement	37% Earned Through Completion of Second Year of Measurement
	Revenue > Target			
	EPS > Target			
	ROIC < Target			
	New Business Awards < Threshold			
	UK NATP > Target			
	1-Year Average Stock Price +18%			
	2-Year Average Stock Price +58%			
2015	NATP < Threshold	60% of Target	144% PRSUs Earned	3% Earned
	Revenue < Target			
	EPS < Threshold			
	ROIC < Target			
	UK NATP > Target			

1-Year Average Stock  
Price +14%

2-Year Average Stock  
Price +36%

3-Year Average Stock  
Price +82%

## Executive Compensation

### Executive Compensation Practices

We also maintain certain executive compensation practices designed to strengthen the connection between our executives' interests and the interests of our shareholders. The following chart is a summary of the compensation practices that we do and do not employ to advance our shareholders' long-term interests:

What We Do	What We Don't Do
~75% of NEO Compensation "At-Risk"	No Excessive Perquisites
100% of Equity Compensation Performance-Based	No Repricing
Rigorous Stock Ownership Guidelines	No Tax Gross-ups Approved Since 2007
Clawback Policy	No Automatic Single Trigger
Extended Service-Based Vesting on PRSUs	Equity Vesting on Change of Control

### Compensation Governance, Process and Incentive Decisions

#### Decision Making

#### The Decision Makers

The Compensation Committee, composed solely of independent directors, is responsible for our executive officer compensation decisions. The Compensation Committee works very closely with its independent consultant and management to examine pay and performance matters during the year. The Compensation Committee held six meetings over the course of fiscal year 2017, and all four quarterly meetings either ended or started with executive sessions without management present. The Compensation Committee's charter may be accessed through the "Corporate Governance" link found on our website at [http://investor.caci.com/corporate\\_governance](http://investor.caci.com/corporate_governance).

#### Compensation Committee's Independent Compensation Consultant

The Compensation Committee retained Frederic W. Cook & Co., Inc. (“FW Cook”) as its independent compensation consultant. With respect to fiscal year 2017, the compensation consultant attended Compensation Committee meetings, met with the Compensation Committee in executive sessions, reviewed and provided recommendations on the components of the Company’s executive compensation program and provided compensation advice independent of the Company’s management.

FW Cook reports directly to the Committee and performs no work for management other than providing advice on executive compensation pursuant to its engagement by the Committee. The Compensation Committee assessed the independence of FW Cook pursuant to SEC rules and concluded that its work for the Compensation Committee did not raise any conflicts of interest.

## Executive Compensation

### Making Decisions

The Compensation Committee has both a strategic and administrative role in managing the compensation structure of the Company, with an emphasis on compensation of top management. Strategically, the Compensation

Committee considers how the achievement of the overall goals and objectives of the Company can be aided through adoption of an appropriate compensation philosophy and effective program elements.

Administratively, the Compensation Committee reviews compensation paid, salary progressions, incentive compensation allocations, benefits and perquisites provided to all employees, and equity awards granted under all shareholder-approved plans.

The Compensation Committee is responsible for setting the compensation, including incentive and equity-based compensation, of the Company's executive officers, including NEOs.

The Committee reviews corporate performance each quarter, and assesses progress for each goal in the annual incentive program and active long-term incentive programs from current and prior fiscal years. The Committee uses a performance assessment framework to make CEO compensation decisions. For the other NEOs, the Committee, with input from the CEO, reviews (1) business unit/staff group performance against the objectives set for the fiscal year, and (2) each NEO's Leadership Assessment based on individual performance with regard to key leadership attributes. The Committee evaluates each NEO's relative compensation and changes in responsibilities, and considers current pay practices for comparable positions at peer companies. The Committee also considers the CEO's recommendations, succession planning, retention, and advice of its independent compensation consultant. Finally, before making pay decisions, the Committee reviews the pay mix to ensure that it is competitively positioned and performance-based. The Committee also discusses other information relevant to executive compensation, such as trends, regulatory updates, and shareholder feedback.



## Executive Compensation

### Process

The Compensation Committee followed the process outlined below to determine and assess NEO compensation in fiscal year 2017:

Q4 FY2016 | ending 6/30/2016

- Established preliminary fiscal year 2017 compensation program design
- Established preliminary metrics and goals for the fiscal year 2017 annual incentive plan
- Reviewed total target direct compensation for the NEOs

Q1 FY2017 | ending 9/30/2016

- Finalized fiscal year 2017 compensation program design
- Finalized metrics and goals for the fiscal year 2017 annual incentive plan
- Set total target direct compensation for the NEOs

FY 2016/2017 DETERMINE TDC TARGETS FOR THE NEOs

- Set the metrics and goals for the PRSUs and LTIP

At the end of fiscal 2016 and early in fiscal year 2017, the Compensation Committee determined fiscal year 2017 TDC targets for the CEO and each of the other NEOs employed at the time based on the following process:

- Leadership Evaluation:** The Compensation Committee uses a performance assessment framework to make CEO compensation decisions. For the other NEOs, the Compensation Committee, with input from the CEO, reviews (1) business unit/staff group performance against the objectives set in fiscal year 2016, and (2) each NEO's Leadership Assessment based on individual performance with regard to key leadership attributes.
- Risk-Balancing and Performance:** In evaluating the performance of the NEOs, the Compensation Committee seeks to understand what was accomplished relative to established objectives, how it was accomplished, the quality of financial results and the Company's strategic positioning for future competitive advantage.
- Market Practices:** The Compensation Committee evaluates each NEO's relative compensation and changes in responsibilities, and considers current pay practices for comparable positions at peer companies.

- Independent Consultant Recommendation: The Compensation Committee receives input from its independent compensation consultant.

- Other Factors: For the other NEOs, the Compensation Committee also considers the CEO's recommendations, succession planning and retention. Finally, before making pay decisions, the Compensation Committee reviews the pay mix to ensure that it is competitively positioned and performance-based.

#### PROGRAM DESIGN AND GOAL SETTING

At the end of fiscal 2016 and early fiscal year 2017, the Compensation Committee also finalized the fiscal year 2017 compensation plan, and reviewed and approved the metrics and goals for the annual incentive plan as well as the PRSUs and LTIP.

Q2, Q3, and Q4 FY2017 | ending 12/31/2016, 3/31/2017 and 6/30/2017

- Review the Company's performance and assess progress toward objectives
- Assess progress toward NEO objectives
- Discuss potential program changes in light of feedback from shareholders, regulatory guidance, and external trends

#### REVIEW OF PROGRESS AGAINST GOALS

The Compensation Committee reviews corporate performance each quarter, and assesses progress against each of the incentive plan's goals. The Compensation Committee also discusses other information relevant to executive compensation, such as trends, regulatory updates, and shareholder feedback.

Executive Compensation

FY 2018	Q1 FY2018   ending 9/30/2017
	<ul style="list-style-type: none"> <li>Evaluate and discuss NEO performance</li> </ul> <p>Determine payouts for the NEOs based on achievement of the performance metrics for the annual incentive plan,</p> <p>PRSU's and LTIP</p> <p>FINAL EVALUATION OF FISCAL YEAR 2017 GOALS</p>
	<p>At the conclusion of fiscal year 2017, the Compensation Committee reviewed and approved the payouts for the annual incentive plan, PRSU plan and LTIP plan.</p>

Assessing Competitive Practice

FW Cook assists the Compensation Committee by reviewing comparative market data on compensation practices and programs within the Company's peer group.

During fiscal year 2017, FW Cook was responsible for providing information on new laws and regulations, general industry compensation practices, and recommendations for director compensation and compensation for management positions under the Compensation Committee's purview, and for performing independent assessments of management recommendations brought before the Compensation Committee. FW Cook participated in all meetings of the Compensation Committee during the fiscal year.

For fiscal year 2017, peer comparisons were performed against 18 publicly traded companies which were selected based on similarities to CACI in size and/or industry as well as operational similarities. The selected companies were as follows:

Axiom Corporation	Alliance Data Systems Corporation	Booz Allen Hamilton Holding Corporation	Broadridge Financial Solutions, Inc.
Ciber, Inc.	Cognizant Technology Solutions Corporation	Convergys Corporation	CSRA Inc.
Fidelity National Information Services, Inc.	Fiserv, Inc.	Harris Corporation	Leidos Holdings, Inc.
ManTech International Corporation	MAXIMUS, Inc.	Science Applications International Corporation	Sykes Enterprises, Inc.

Tetra Tech, Inc.

Unisys Corporation

The companies used for peer comparisons are reviewed annually and adjusted as necessary due to changes at the selected company (e.g., acquisitions, bankruptcies, etc.) or changes in the comparability of the selected company to CACI. CSRA Inc. (“CSRA”) and Science Applications International Corporation (“SAIC”) were added to the list of peer companies for fiscal year 2017 due to operational similarity to CACI. CSRA became publicly listed on the New York Stock Exchange during CACI’s fiscal year 2016 and was not previously available for use in peer comparisons. SAIC had been replaced by Leidos Holdings Inc. in fiscal year 2015 due to the split of the two companies, but the Compensation Committee determined that both Leidos and SAIC were comparable and should be included for peer comparisons.

General industry market data for NEO and other senior executive compensation was also provided to the Compensation Committee by Willis Towers Watson, which did not provide advice or analysis regarding the data provided.

#### Determining Executive Compensation

#### Executive Compensation Objectives

Our NEO compensation programs are designed to attract, retain and reward the management talent that we need to maintain and strengthen our position in the industry and to achieve our business objectives.

Executive Compensation

OUR COMPENSATION PRINCIPLES

Our compensation programs for NEOs are guided by three basic principles:

**Link compensation to performance.** We believe that compensation levels should reflect performance - both the performance of CACI and the performance of the recipient.

**Maintain competitive compensation levels.** We strive to offer programs and levels of compensation that are competitive with those offered by the Company's peer group in order to attract, retain and reward our NEOs.

**Align management's interests with those of shareholders.** We seek to implement programs that will align management's interests with those of shareholders and increase long-term shareholder value by granting long-term equity incentive awards each year.

Principal Elements of Compensation

Component	Average Percentage of TDC <sup>1</sup>	Role
Fixed Base Salary	23%	<ul style="list-style-type: none"> <li>•To provide a stable, reliable monthly income</li> </ul>
Annual Incentive Compensation	25%	<ul style="list-style-type: none"> <li>•Set at levels that should generally comprise a low percentage of total target compensation</li> <li>•To reward the achievement of quarterly and annual financial goals</li> <li>•Links compensation to short-term performance since award amounts are determined after each quarter and the fiscal year</li> </ul>

		based on actual results
		<ul style="list-style-type: none"> <li>•Time horizon: 1 year</li> <li>•Aligns executive interests with those of shareholders as potential value of awards increases or decreases with stock price</li> </ul>
Performance-Based Restricted Stock	44%	<ul style="list-style-type: none"> <li>•Retains executive officers through multi-year vesting</li> </ul>
		<ul style="list-style-type: none"> <li>•Time horizon: 4 years</li> <li>•To reward achievement of longer-term high growth goals over a three-year performance period</li> </ul>
Cash-based Long-Term Incentive Plan (LTIP) Awards	8%	<ul style="list-style-type: none"> <li>•To retain executives through three-year performance period</li> </ul>
		<ul style="list-style-type: none"> <li>•Time horizon: 3 years</li> </ul>

<sup>1</sup> Percentages are based on the target amounts for the individual components described in the “Fiscal Year 2017 Base Salaries,” “Fiscal Year 2017 Annual Incentives,” and “Fiscal Year 2017 Long-Term Incentives” sections below.

## Executive Compensation

		•Aligns executive interests with those of shareholders
Management Stock Purchase Program	N/A	
		•Helps executives to meet their mandated stock ownership requirements •To allow executive officers to participate in other employee benefit plans
Other		
Other Compensation	N/A	•To provide select supplemental benefits that are competitive within the industry  •To provide opportunity for deferring income taxes on a portion of annual income

## Fiscal Year 2017 Base Salaries

In July 2016, the Compensation Committee compared our NEOs' base salaries to the median of base salaries for comparable executives among our peer group and evaluated individual performance in fiscal year 2016. In addition, the Company's overall annual fiscal year 2017 merit increase guidance applicable to all employees was considered. After consideration, the Compensation Committee decided to provide base salary adjustments equal to the Company's average fiscal year 2017 raise percentage, as all salaries were in line with the competitive median of the Company's peer group and the general industry market analysis. The adjustments approved by the Compensation Committee became effective September 1, 2016.

Ms. Gray was hired during fiscal year 2017, and hence was not part of the salary review process at the beginning of the fiscal year; her salary was set as part of her hiring in June 2017. At the time the offer of employment was made to Ms. Gray, the salary offered was evaluated against her current salary, the competitive median for her offered position, and other internal executive officer salaries, and the Committee determined that the salary offered was reasonable.

Name	FY2016	FY2017	Percentage Change
	Base Salary (\$)	Base Salary (\$)	
J.P. London	612,000	630,400	3.0%
Kenneth Asbury	867,000	891,100	3.0%
John S. Mengucci	591,000	608,800	3.0%
Thomas A. Mutryn	501,000	516,100	3.0%
DeEtte Gray	N/A	550,000	N/A

Fiscal 2017 Annual Incentives

Target Annual Incentives

Our annual incentive program is a cash incentive plan designed to motivate our executive officers to achieve pre-established quarterly and annual performance objectives. In establishing target annual incentives for fiscal year 2017, the Compensation Committee reviewed our NEOs' total target cash compensation relative to our peers and made certain adjustments to more closely align our NEOs' total target cash compensation to the peer group. The table below shows the fiscal year 2017 NEO target annual incentive levels that were approved by the Compensation Committee in July 2016.



## Executive Compensation

For Mr. Mutryn, it was determined that his total cash compensation was significantly below that of the peer group and his annual incentive target merited an increase to bring his total target cash compensation in line other CFOs in the peer group.

Due to the timing of Ms. Gray's hiring, she did not participate in the fiscal year 2017 annual incentive program.

Name	FY2016		FY2017 Percentage of Base Salary	Percentage Change
	Target Annual Incentive (\$)	FY2017 Target Annual Incentive (\$)		
J.P. London	510,000	527,500	84%	3.4%
Kenneth Asbury	1,233,000	1,275,000	143%	3.4%
John S. Mengucci	845,000	900,000	148%	6.5%
Thomas A. Mutryn	440,000	500,000	97%	13.6%
DeEte Gray	N/A	N/A	N/A	N/A

## Design

The annual incentive plan has both annual and quarterly components to ensure that executives are focused on performance throughout the fiscal year. These components are described below:

## Component Determination

Annual	Established at the beginning of the fiscal year and may be modified by the Compensation Committee during the fiscal year due to changes in business conditions (e.g., acquisitions, major corporate events, etc.). During fiscal year 2017, no modifications were made.
Quarterly	Established at the beginning of the fiscal year and reviewed at the beginning of each quarter, with each quarter representing 10% of the annual incentive program for each NEO.

## Fiscal Year 2017 Targets

At the beginning of each fiscal year, the Compensation Committee establishes the performance metrics applicable to the annual and quarterly components of the annual incentive program. The performance metrics are selected to incent the Company's growth and meet the needs of the Company's shareholders, and are applied to each executive based on their responsibilities. For fiscal 2017, the Compensation Committee selected the following performance metrics for our NEOs:

Performance Metric	Purpose
NATP	NATP is the primary indicator of our performance that is controlled by us and is used as the primary incentive metric to ensure our executives' focus on overall profitability.
EPS	EPS is a measure of profitability that is commonly used by our shareholders in evaluating our performance.

Executive Compensation

CACI Total Revenue	<p>Revenue is our primary measure of growth which requires expansion of current business and the capture of new business. To incent organic growth, the Committee decided to exclude revenue from acquisitions completed by the Company during fiscal year 2017. As no entities were acquired</p> <p>by the Company in fiscal year 2017 this metric was identical to the Company's total revenue as defined by generally accepted accounting principles (GAAP).</p>
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US Operations Organic Revenue

Organic revenue is a measure of the quality of the Company's revenue. Due to anticipated impacts to the foreign currency exchange rates for CACI Limited revenue caused by the "Brexit" vote in June 2016, only revenue generated from the Company's US-based operations was included in the metric. Further, revenue acquired on February 1, 2016 from L-3 National Security Solutions, Inc. and L-3 Data Tactics Corporation (together, "NSS") was excluded through January 31, 2017, the one-year anniversary of the NSS acquisition.

The following is a summary of the performance metrics applicable to each NEO for the annual and quarterly components of the annual incentive program.

Name	Annual	Quarterly		Weight
	Metrics	Weight	Metrics	
J.P. London	EPS	33.3%	NATP	33.3%
	CACI Total Revenue	33.3%	CACI Total Revenue	33.3%
	Organic Revenue (US)	33.3%	Organic Revenue (US)	33.3%
Kenneth Asbury	EPS	33.3%	NATP	33.3%
	CACI Total Revenue	33.3%	CACI Total Revenue	33.3%
	Organic Revenue (US)	33.3%	Organic Revenue (US)	33.3%
John S. Mengucci	EPS	33.3%	NATP	33.3%
	CACI Total Revenue	33.3%	CACI Total Revenue	33.3%
	Organic Revenue (US)	33.3%	Organic Revenue (US)	33.3%
Thomas A. Mutryn	EPS	65%	NATP	65%
	CACI Total Revenue	35%	CACI Total Revenue	35%
DeEtte Gray	N/A	N/A	N/A	N/A

#### 2017 Changes

For fiscal year 2017, the Compensation Committee made two key changes to the annual incentive program:

- US Operations Organic Revenue replaced New Business Awards, which measured awards of new contracts by our customers, as a growth incentive. Due to experience in fiscal year 2016, it was determined that delays in the timing of awards by the Government impacted the effectiveness of the New Business Awards metric, and growth on existing contracts was as valuable to the Company but not as easily measured as a New Business Award. The US Operations Organic Revenue metric more directly met the Committee’s incentive intention based on the way the Target was set, as is discussed below.

- Return on Invested Capital (“ROIC”) was removed as a metric. This metric was first added in fiscal year 2015 as an incentive to allocate capital efficiently in order to generate returns for our shareholders, and was calculated as NATP divided by the average of the last 12 months net debt plus book equity. But based on experience in fiscal year 2015 and fiscal year 2016, it was determined it was not having the intended effect. In fiscal year 2015, the annual ROIC minimum threshold was achieved, but the related annual incentive payment was voluntarily declined by the NEOs because they agreed that there were no actions during fiscal year 2015 related to the usage of capital that merited them receiving payment for this metric in circumstances where the Company did not achieve its minimum NATP threshold. And in fiscal year 2016, the upper threshold for ROIC, which would have resulted in the maximum annual incentive payment for the metric, would have been met without the acquisition of NSS, which was determined to be a positive activity for the Company that should not have had a negative impact on the annual incentive plan.

## ExeCutive Compensation

After determining the appropriate performance metrics and weights applicable to the annual incentive program, the Compensation Committee establishes the target performance levels for each performance metric at the beginning of the fiscal year. The performance targets for each metric are established based on the Company's five-year strategic plan, current business environment, review of the competitive market, historical performance against targets and the Company's desire for growth. As a result, in fiscal year 2017, the performance targets for NATP, EPS, and CACI Total Revenue were set 3.8% above the Company's plan, and the performance target for US Operations Organic Revenue was set to equal the fiscal year 2016 level, which was a 3.7% increase above the Company's annual plan.

Once performance targets are established for each performance metric, the Compensation Committee determines appropriate lower, or "Cut," threshold levels for each metric and upper, or "Stretch," threshold levels. For performance below Cut levels, no bonus is awarded. For performance at or above Cut levels, bonus payouts are prorated on a straight-line basis. For performance goals that represent profit metrics, bonus payouts for performance above Stretch levels are calculated as a percentage of the NEOs' respective metric performance. Total payment for the annual incentive program is capped at 250% of the target payout for each NEO.

The ranges between Cut, Target and Stretch thresholds are based upon multiple factors assessed by the Compensation Committee, including historical ranges and historical performance against Target, Cut, and Stretch thresholds. For fiscal year 2017, for NATP, EPS, and CACI Total Revenue, the Compensation Committee set the Cut thresholds at 94% of Target and Stretch thresholds at 104% of Target. For the US Operations Organic Revenue metric, the Compensation Committee did not approve a Cut threshold as it was determined the Target level would be required to be met as anything below that would result in negative organic growth from fiscal year 2016. The Stretch threshold for the US Operations Organic Revenue metric was approved as 1.4% above Target, which was the organic growth that would be achieved if the Company's Total Revenue Target threshold was achieved; as this Stretch threshold was a 5.1% increase above the Company's annual plan, it was determined to be a reasonable Threshold.

## Fiscal Year 2017 Performance

Performance relative to each metric used in calculating our NEOs' annual incentive payout is delineated below for fiscal year 2017 (in millions, except for EPS):

Annual Metrics	Target	Actual	Result
NATP	\$162.4	\$163.7	Between Target and Stretch
EPS	\$6.53	\$6.53	At Target

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CACI Total Revenue	\$4,372	\$4,355	Between Cut and Target
US Operations Organic Revenue	\$3,594	\$3,617	Between Target and Stretch

Performance relative to each quarterly metric used in calculating our NEOs' annual incentive payout is delineated below on a quarterly basis for fiscal year 2017 (in millions).

	CACI NATP (\$)	CACI Total Revenue (\$)	US Operations Organic Revenue (\$)
Target	27.6	1,049	786
Q1 Actual	36.7	1,073	785
Result	Above Stretch	Between Target and Stretch	Below Target

## Executive Compensation

Target	40.6	1,058	794
Q2 Actual	42.4	1,058	764
Result	At Stretch	At Target	Below Target
Target	38.4	1,105	941
Q3 Actual	40.4	1,086	964
Result	Above Stretch	Between Cut and Target	Above Stretch
Target	55.9	1,159	1,074
Q4 Actual	44.2	1,137	1,103
Result	Below Cut	Between Cut and Target	Above Stretch

In consideration of the performance outlined above, the table below provides a summary of the annual incentives actually earned by our NEOs. The differences in the payouts as a percentage of target between Dr. London and Mr. Asbury despite their having the same metrics is due to the impact of performing above Stretch for the NATP metric in Q1 and Q3, as both received the same dollar amount (2.0% of the amount above the Stretch level), which represented a larger percentage of Dr. London's target annual incentive amount.

Payout as a

Name	Total Target Annual Incentive (\$)	Total Earned Annual Incentive (\$)	Percentage of Target
J.P. London	527,500	726,045	138%
Kenneth Asbury	1,275,000	1,511,841	119%
John S. Mengucci	900,000	1,074,747	119%
Thomas A. Mutryn	500,000	648,078	130%
DeEtte Gray	N/A	N/A	N/A

## Fiscal Year 2017 Long-Term Incentives

## Performance-Based Restricted Stock Units (PRSUs)

A significant portion of our NEOs' TDC is granted in the form of PRSUs that are designed to improve shareholder value and contribute to the growth and financial success of the Company. In order to receive any shares granted under the award, the Company must reach a minimum one-year EPS threshold. If the minimum threshold is met, then any earned shares are earned over a three-year performance period with the number of shares earned each year adjusted by the percentage growth or decline from the average stock price over 90 calendar days immediately preceding the grant to the average stock price over 90 calendar days immediately preceding the first, second and third anniversaries of the grant date, subject to an overall cap of 200% of the target number of PRSUs granted. Once earned, the shares vest ratably on the third and fourth anniversaries of the grant date. Below is a hypothetical example of how PRSUs are earned and vested:





## Executive Compensation

Grant: 3,000 Shares

(all earned amounts assume 10% annual stock price growth)

	1 <sup>st</sup> Grant			
One-Year Trigger	Anniversary	2 <sup>nd</sup> Grant Anniversary	3 <sup>rd</sup> Grant Anniversary	4 <sup>th</sup> Grant Anniversary
EPS Target Achieved	1,100 Earned	1,200 Earned	1,300 Earned	
EPS Target Not Achieved	N/A	N/A	1,800 Vest	1,800 Vest
			N/A	N/A

The EPS threshold for fiscal year 2017 was set at \$4.50. This was based on anticipated potential delays from new business awards compared to what was in the fiscal year 2017 plan, which was considered to be a realistic possibility given the dynamics of the government services industry.

During the annual review of the equity program, the Compensation Committee considered other formats, such as stock options, stock appreciation rights, non-performance-based RSUs, performance-based equity that leverages other financial metrics approved within the 2006 Stock Incentive Plan, and performance-based equity based on relative performance metrics against a defined peer group or stock market index. Regarding the use of relative performance metrics, it was determined that the existing and anticipated turnover of companies in the competitive market due to acquisitions, spin-offs, privatization, new public offerings and other similar transactions made the measurement over a three-year period unfeasible at this time. Further, feedback from our investors in recent years about the potential usage of a stock market index for a relative performance metric indicated that such a metric would receive little support.

The Compensation Committee used market data provided by its compensation consultants in order to set the dollar value of equity for the named executive officers (other than Ms. Gray). Based on this review, the Compensation Committee made certain adjustments to align our NEOs with the median of our peer group.

Due to the timing of Ms. Gray's hiring, she did not participate in the fiscal year 2017 PRSU grant, and instead the Committee approved a grant of \$1,700,000 worth of RSUs that will vest in three equal annual increments beginning on the first anniversary of her employment. This grant size was intended to replace the value of grants she forfeited at her former employer upon her departure, and the Committee determined that the grant offered to and accepted by Ms. Gray was reasonable.

## 2017 Target

Name	2016 Target Equity Value (\$)	2017 Target Equity Value (\$)	Percentage Change
J.P. London	900,000	935,000	3.9%
Kenneth Asbury	—	3,300,000	N/A

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John S. Mengucci	1,400,000	1,450,000	3.6%
Thomas A. Mutryn	1,100,000	1,100,000	—
DeEtte Gray	N/A	1,700,000	N/A

## Executive Compensation

Mr. Asbury received a stock grant upon his hiring in February 2013 in the form of 300,000 time-based RSUs; while compensation offered to executive officers is generally performance-based it was determined at the time of Mr. Asbury's hiring that the time-based format was required to obtain his services. Based upon the size of this grant and the vesting timeframe, the Compensation Committee determined that Mr. Asbury would not be eligible for annual grants until fiscal year 2017.

### Long-Term Incentive Plan (LTIP) (Cash)

The LTIP is a separate plan, independent of other incentive programs administered by the Compensation Committee. The LTIP is a cash-based plan, designed to incent long-term growth and profitability, with performance metrics set at very challenging levels. The Compensation Committee selected NATP and revenue as performance metrics for the LTIP to incent higher levels of long-term growth along these important metrics. Although performance under our annual incentive plan is evaluated along these same metrics, the LTIP targets are set well above the annual incentive plan levels. For fiscal year 2017, metrics were set 6% higher than the annual incentive plan target (a total of 10% above the Company's plan).

The Compensation Committee has sole discretion in selecting participants in the LTIP, with participation intended to be limited to people most able to impact the achievement of the metrics. Among the NEOs, Mr. Mengucci and Mr. Mutryn were selected to participate in the LTIP for fiscal year 2017. At their request, Dr. London and Mr. Asbury were not considered for participation due to their existing incentives.

The cash incentives under the LTIP are distributed at the end of a three-year period, with a third of the value earned on a one-year performance period, a third of the value earned on a cumulative two-year performance period and a third of the value earned on a cumulative three-year performance period that are each established at the time the target award is determined. In order to ensure that our participating NEOs are challenged, the performance required for payouts under the LTIP are set beyond the Stretch levels established under the annual incentive plan.

The Compensation Committee generally sets the LTIP target value for each participant to match their annual incentive plan target bonus level. As the metrics were intended to have a high level of difficulty to achieve, the Compensation Committee determined that market data provided by its compensation consultants did not directly apply to the determination of the bonus potential. For Mr. Mengucci and Mr. Mutryn, the Compensation Committee set their annual bonus potential equal to:

Target Aggregate

Name	3-Year LTIP Value (\$)
John S. Mengucci	2,700,000
Thomas A. Mutryn	1,500,000

At the conclusion of each fiscal year after grant, CACI's performance against the metrics will be measured. If both metrics are achieved, each participant would earn 100% of their LTIP potential for that year. If only NATP or revenue is achieved, only a portion of the annual potential would be earned. The performance metrics, weightings and targets for the 2017 performance periods for the 2015 LTIP, 2016 LTIP, and the 2017 LTIP are below (in millions):

## Executive Compensation

	2015 LTIP:	2016 LTIP:	2017 LTIP:	2015-2017 LTIP:
Metric	FY17 Period Target (\$)	FY17 Period Target (\$)	FY17 Period Target (\$)	Metric Weights
NATP	165.2	158.9	172.1	90%
Revenue	4,280	3,666	4,633	10%

Fiscal year 2017 performance relative to the 2015 LTIP, 2016 LTIP, and the 2017 LTIP is set forth below (in millions). For the 2015 LTIP plan, revenue performance was above the threshold, resulting in 10% of the annual potential earned for each participant. For the 2016 LTIP plan, performance was above both thresholds, resulting in 100% of the annual potential earned for each participant. For the 2017 LTIP plan, performance was below both thresholds and no bonus was earned.

	2015 LTIP	2016 LTIP	2017 LTIP
Metric	FY17 Results (\$)	FY17 Period Payout:	FY17 Period Payout:
NATP	\$163.7	—	90%
Revenue	\$4,355	10%	10%

## Other Compensation Policies and Practices

## Benefits and Executive Perquisites

All NEOs are entitled to receive a Company-provided automobile or an allowance to obtain an automobile. All NEOs are also eligible for annual financial planning services. These items are fully taxable as ordinary income; no tax gross-up is provided.

In addition, we provide a \$25,000 discretionary benefit allowance per calendar year to the President and Chief Executive Officer and to the Chairman of the Board and Executive Chairman. This allowance can be used for business or personal expenses. All personal benefit received from this allowance is fully taxable as ordinary income; no tax gross-up is provided.

Furthermore, Dr. London has a medical agreement that provides lifetime participation in the Company's executive medical plan for him and his spouse to the extent permitted by law, with such participation on the same basis that existed just prior to any merger, consolidation, or change in control of the Company.

Executives are also permitted to participate in the Company's other employee benefit plans on substantially the same terms as other employees. For example, the Company makes matching contributions to our 401(k) plan based on employee contributions, and executives receive the same benefit.

All amounts related to perquisites for NEOs are disclosed in column (i) of the Summary Compensation Table, along with details on their valuations.

#### Severance and Change in Control Benefits

The Company currently maintains severance agreements with all NEOs except for Ms. Gray, for whom the Committee anticipates completing a severance agreement during fiscal year 2018. The purpose of the agreements is to

## Executive Compensation

provide those executives with a degree of security and to mitigate concern that they might have regarding their continued employment prior to or following a change in control, thereby allowing the executive to focus their undivided attention to serving the interests of the Company and our shareholders. The Company believes that appropriate severance arrangements are necessary in order to attract and retain these key executives and are an important part of a competitive overall compensation program for the NEOs.

In the event of a change in control, the severance benefits are generally payable only upon a “double trigger,” meaning that severance benefits are triggered when an eligible executive is involuntarily terminated without cause by the Company or resigns for “good reason” within one year following a change in control. This “double trigger” provision was implemented to be consistent with good market practices. We believe this program encourages retention in the face of an actual or potential change in control and aligns executive and shareholder interests. Furthermore, the program allows top executives to review corporate transactions that are in the best interests of our shareholders without concern over whether the transactions may adversely impact the executive’s employment.

Per the terms of his employment agreement, Dr. London is entitled to severance benefits if he voluntarily terminates his employment for any reason within one year of a change in control; this term was negotiated in good faith with Dr. London in 2007 and was part of prior employment agreements, and the Compensation Committee has decided that new employment agreements will contain a “double trigger” provision as outlined in the preceding paragraph.

All stock granted since 2010 has provided for “double trigger” vesting acceleration in the event of a change in control, under which vesting accelerates only upon a change in control and involuntary termination without cause or resignation for good reason within one year after the change of control.

The following separation terms also apply to the Company’s long-term incentive programs:

**RSU Grants:** Grant recipients over age 62 as of July 1, 2008 (“grandfathered employees”) who retire at or above age 65 vest in all RSUs upon retirement unless the RSUs are still in the first year of their measurement period, in which case they are forfeited upon retirement. Non-grandfathered executives who retire at age 62 or older vest in a prorated portion of the RSUs based upon their number of months of service after the grant date divided by the full vesting timeframe; the numbers of RSUs received are still subject to the results of the performance conditions. A grantee terminated without cause is entitled to the same treatment as a non-grandfathered executive retiring at age 62 or older. Dr. London is the only grandfathered executive among the executive officers.



LTIP: In the event of a change in control during the three year performance period, participants will receive payment for bonuses earned for completed fiscal years as well as for the annual bonus potential for the current fiscal year at the time the change in control event is legally consummated and binding (subject to IRS regulations or other laws/regulations).

Calculations for various termination scenarios are included in the “Potential Payments on Termination or Change in Control” section of this proxy statement.

#### Retirement Plans

The Company offers a non-qualified deferred compensation plan in order to encourage employees to save for their retirement. Eligible employees, which include all NEOs, may elect to contribute up to 50% of their U.S. base salary and 100% of their U.S. bonuses and commissions to this plan on a pre-tax basis. The Company contributes 5% of all income over the compensation limit in IRC section 401(a)(17) to participants, subject to plan vesting conditions, and may make a supplemental discretionary contribution to a participant’s account in any amount it elects. No discretionary contributions were made in fiscal year 2017.

## Executive Compensation

In the past, Supplemental Executive Retirement Plans (“SERP”) have been provided to NEOs to offset the loss of benefits from previous employers in order to acquire their services and are, therefore, consistent with the Company’s philosophy of attracting and retaining critical talent. Mr. Mengucci was offered a SERP as part of his employment offer, and it will become effective upon its finalization. The Company provides no other executive a SERP and does not anticipate doing so in the future.

## Management Stock Purchase Plan

The Company offers a Management Stock Purchase Plan (“MSPP”) in order to promote the long-term growth and profitability of the Company by providing executives with incentives to improve shareholder value and to contribute to the growth and financial success of the Company. The MSPP also helps executives to meet their mandated stock ownership requirements. The Board believes that the MSPP serves these goals, encouraging executives to convert a higher percentage of their cash compensation into Company equity.

The MSPP provides for equity ownership in the Company by senior officers by allowing the voluntary deferral of up to 100% of the annual portion of their annual incentive plan compensation into RSUs. All deferred shares are bought at a discount of up to 15%, as determined annually by the Compensation Committee, of fair market value. The Company may grant matching awards in an amount not to exceed 25% of the participant’s deferrals and subject to such vesting or other restrictions or conditions as the Compensation Committee determines.

The amount of the discount to fair market value and matching grant is determined by the Compensation Committee no later than December 31<sup>st</sup> of the fiscal year in which the bonus is earned (or as otherwise specified in the MSPP for matching awards that qualify under IRC section 162(m)). During fiscal year 2017, the Compensation Committee approved a 15% discount with no matching.

The benefit provided from MSPP purchases for each NEO is listed in column (i) of the Summary Compensation Table.

## Stock Ownership Requirements

The Compensation Committee maintains executive stock ownership requirements for its senior officers to focus those executives on the long-term growth in value of the Company and to ensure they act as owners of the Company. The stock ownership requirements are based on a multiple of the executive’s salary as set forth below and the number of

shares required to be held is determined annually based on the 90 day average stock price on July 1. The required multiple for each executive is reviewed annually by the Compensation Committee to ensure that it provides enough incentive to properly align the interests of senior management with those of our shareholders.

Until an executive meets the required number of shares, they are limited with respect to the number of shares they are allowed to sell, and are only allowed to sell one-half of the vested RSUs remaining after payment of taxes (standard practice is to sell a portion of shares that vest to cover the tax burden caused by the vesting); the other one-half that must be retained is used to determine the interim ownership requirement until the full number of shares is reached, with each successive vesting being added to the prior interim requirement in order to establish the new requirement.

Based on these requirements, the following table provides the full number of shares required to be held by each of our NEOs, the multiple of each executive's base salary full ownership would represent, and the ownership requirement for each executive as of July 1, 2017. The Compensation Committee believes these salary multiples are robust and above comparable peer levels.

## Executive Compensation

Name	Full Share Requirement	Approximate Multiple of Salary as of Measurement Date	Requirement as of July 1, 2017
J.P. London	43,300	7x	43,300
Kenneth Asbury	70,000	8x	50,314
John S. Mengucci	41,800	7x	11,026
Thomas A. Mutryn	35,400	7x	35,400
DeEte Gray	38,900	7x	0

Stockholdings are measured annually as of July 1<sup>st</sup> to determine compliance with the requirements, which are based upon the prior year's level plus one-half of all vested restricted stock and/or restricted stock units after taxes are withheld since the prior July 1<sup>st</sup>. Only fully owned shares count in the measurement; unvested restricted stock and restricted stock units do not count, nor do any other unvested and/or unexercised instruments.

To encourage compliance, a noncompliant senior officer is required to participate in the MSPP with 100% of the amounts received under the annual portion of their annual incentive compensation plan going toward the purchase of RSUs until they meet the required holding level.

All NEOs are in compliance with their respective stock ownership requirements as of July 1, 2017.

## Compensation Clawback Policy

We maintain a formal "clawback" policy for incentive awards that is broader in its reach than that imposed by Section 304 of the Sarbanes-Oxley Act ("SOX"). The policy covers incentive awards to "officers" (as defined in Section 16 of the Exchange Act), and was adopted in fiscal year 2010. Under the policy, in the event of a restatement of previously reported financial results, the Compensation Committee may require reimbursement of the incremental portion of incentive awards paid to executive officers in excess of the awards that should properly have been paid based on the restated financial results.

By way of comparison, the clawback imposed by Section 304 of SOX (which applies to CACI) is limited to the CEO and CFO and is based on material noncompliance by the issuer, as a result of misconduct, with any financial reporting obligation under the federal securities laws where such noncompliance requires the issuer to restate its financials. The SOX provision looks back one year and requires the issuer to recover all bonus or incentive-based or equity-based compensation paid to the CEO and CFO (in cases of misconduct). The Securities and Exchange Commission enforces

Section 304; there is no private right of action.

The Compensation Committee is monitoring this policy to ensure that it remains consistent with applicable laws, including emerging requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

#### Impact of Regulatory Requirements

The Compensation Committee seeks regular updates on changes in regulations affecting compensation and how they impact executive compensation. The Compensation Committee considers applicable regulatory requirements when making compensation decisions and seeks to ensure that Company compensation plans continue to meet such requirements.

## Executive Compensation

### Risk Assessment

The Company has a Chief Risk Officer and among his tasks are attending meetings of the Compensation Committee and performing an annual assessment of the Company's overall compensation risk profile. The Compensation Committee also engages FW Cook to perform an independent risk assessment of the Company's executive and non-executive compensation programs.

As a part of these risk assessments, the Chief Risk Officer and FW Cook have made the following findings about CACI's compensation programs:

- the Board and the Compensation Committee exercise close oversight over the performance measures utilized by the Annual Incentive Plan and the Long-Term Incentive Plan, which in combination serve to balance short-term and long-term performance requirements, and enhance stockholder value;
- the performance objectives of the plans are linked such that achievement of annual incentive plan measures serves to enhance the performance of the Company while also supporting the goals established for the long-term incentive plan;
- the balance of total compensation is more heavily weighted to long-term incentives, and increasing the stock price over the long-term provides the maximum incentive value; and
- the Company has a rigorous system of internal controls designed to prevent any individual employee from creating adverse material risk in pursuit of short- or long-term compensation. For example, the Board must approve all capital outlays of \$10 million or more, as well as all acquisitions and divestitures of \$5 million or more.

Based on these analyses, the Compensation Committee believes that the Company's compensation programs do not encourage excessive risk-taking.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis for the fiscal year ended June 30, 2017. Based upon such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis for the fiscal year ended June 30, 2017 be included in the Company's proxy statement on Schedule 14A filed with the Securities and Exchange Commission.

RESPECTFULLY SUBMITTED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Charles P. Revoile, Chair

Michael A. Daniels

James S. Gilmore III

William L. Jews

Gregory G. Johnson

James L. Pavitt

Executive Compensation Tables  
Summary Compensation Table

The following table summarizes the compensation of the NEOs for the fiscal years 2017, 2016 and 2015. Annual compensation includes amounts awarded to, earned by, or paid to the Company's Chief Executive Officer, Chief Financial Officer, and the three other highest paid executive officers, including amounts deferred at an Executive Officer's election.

Name and Principal Position	Year	Salary <sup>(1)</sup>		Stock Awards <sup>(3)</sup>	Non-Equity Incentive Plan Compensation <sup>(4)</sup>	All Other Compensation <sup>(5)</sup>	Total
		(\$)	Bonus <sup>(2)</sup> (\$)				
J.P. London Chairman of the Board and Executive Chairman	2017	627,333	—	934,788	726,045	200,161	2,488,327
	2016	609,000	—	899,796	566,465	182,583	2,257,844
Kenneth Asbury President and Chief Executive Officer	2017	888,750	—	3,299,461	1,511,841	129,990	5,830,042
	2016	862,750	—	—	1,187,215	102,194	2,152,159
John S. Mengucci Chief Operating Officer	2017	605,933	—	1,449,924	1,999,747	128,969	4,184,473
	2016	583,250	—	1,400,025	843,503	135,261	2,962,039
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	2017	513,583	—	1,099,820	1,130,578	124,199	2,868,180
	2016	496,750	—	1,100,349	499,047	114,475	2,210,621
DeEtte Gray <sup>(6)</sup> President of U.S. Operations	2017	45,833	250,000	1,700,078	—	—	1,995,911
	2015	557,750	—	1,200,068	310,857	72,993	2,141,668

(1) Amounts reported in the Salary column represent base salary earned in fiscal years 2017, 2016 or 2015.

(2) The Company made a \$250,000 sign-on bonus to Ms. Gray in fiscal year 2017. The Company did not make any other non-performance based bonus payments to any NEOs in fiscal years 2017, 2016, or 2015.

(3)



The amounts reported in the Stock Awards column represent the aggregate grant date fair value of each restricted stock unit granted during such year, as computed in accordance with ASC 718. See Note 21 of the Company's audited financial statements for the fiscal year ended June 30, 2017, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on August 21, 2017. RSUs awarded to all NEOs were in the form of performance-based RSUs (PRSUs), other than the RSUs awarded to Ms. Gray, whose RSUs have time-based vesting. The grant date fair value of the PRSUs was calculated using the Monte Carlo simulation method. Based on the Company's performance during the year ended June 30, 2017 and the Company's average stock price for the 90 day period ended September 30, 2017 as compared to the average stock price for the 90 day period ended September 30, 2016, the PRSUs granted in fiscal year 2017 are at 134% of the target award level through the first year of measurement; if we achieve maximum performance conditions for these grants (200% of the target amount of PRSUs due to growth in the Company's stock price), then the cash value of the resulting awards would be 328% of the amounts shown in the table. Based on the Company's performance during the year ended June 30, 2016 and the Company's average stock price for the 90 day periods ended September 18, 2017 and September 18, 2016 as compared to the average stock price for the 90 day period ended September 18, 2015, the PRSUs granted in fiscal year 2016 are at 138% of the target award level through the second year of measurement; if we achieve maximum performance conditions for these grants (200% of the target amount of PRSUs due to growth in the Company's stock price), then the cash value of the resulting awards would be 420% of the amounts shown in the table. Based on the Company's performance during the year ended June 30, 2015 and the Company's average stock price for the 90 day periods ended September 23, 2017, September 23, 2016 and September 23, 2015 as compared to the average stock price for the 90 day period ended September 23, 2014, the PRSUs granted in fiscal year 2015 resulted in 144% of the target award level.

- (4) Amounts reported in the Non-Equity Incentive Plan Compensation column represent performance-based incentive compensation earned in fiscal years 2017, 2016, or 2015. Mr. Mengucci's and Mr. Mutryn's Non-Equity Incentive Plan Compensation includes amounts earned under the LTIP that will be paid in fiscal year 2018.

## COMPENSATION TABLES

- (5) The table below describes the elements included in All Other Compensation:

Name	Non-Qualified Deferred Compensation Contribution <sup>(a)</sup>	Vacation Sold Back to Company <sup>(b)</sup>	Long-Term Care Premiums <sup>(c)</sup>	401(k) Match <sup>(d)</sup>	MSPP Discount <sup>(e)</sup>	Perquisites <sup>(f)</sup>
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Dr. London	54,930	63,310	5,801	7,950	—	68,170
Mr. Asbury	95,325	—	4,165	7,950	—	22,550
Mr. Mengucci	59,896	51,523	2,288	7,950	—	7,312
Mr. Mutryn	39,272	54,378	2,938	7,950	526	19,135
Ms. Gray	—	—	—	—	—	—

(a) Represents the Company's contribution, net of forfeitures, of 5% on compensation in excess of the limit provided in IRC section 401(a)(17), which limit may be adjusted annually.

(b) Represents cash-out of vacation accrual balance.

(c) Represents premiums paid by the Company for a long-term care insurance policy.

(d) Represents 50% Company match of the first 6% of contributions by the executive officer under the Company's 401(k) plan;

(e) Represents the value of the discount granted under the Company's Management Stock Purchase Plan on the stock price at the grant date (15% for fiscal year 2017).

(f) For Dr. London, represents a perquisite allowance of \$25,000, tax and investment services of \$18,715 and automobile expenses of \$24,455. For Mr. Asbury represents a perquisite allowance of \$20,000 and automobile expenses of \$2,550. For Mr. Mengucci represents tax and investment services of \$3,924 and automobile expenses of \$3,388. For Mr. Mutryn represents automobile expenses of \$19,135.

## Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(4)</sup>
		Threshold (\$) <sup>(3)</sup>	Target (\$)	Maximum (\$)	Threshold (#) <sup>(3)</sup>	Target (#)	Maximum (#)		
Dr. London									
Bonus	N/A	145,100	527,500	1,318,750	—	—	—	—	—
Performance RSUs	9/30/2016	—	—	—	—	7,930	15,860	—	934,788
Mr. Asbury									
Bonus	N/A	350,700	1,275,000	3,187,500	—	—	—	—	—
Performance	9/30/2016	—	—	—	—	27,990	55,980	—	3,299,461

## RSUs

## Mr. Mengucci

Bonus	N/A	247,500	900,000	2,250,000	—	—	—	—	—
LTIP	N/A	—	2,700,000	2,700,000	—	—	—	—	—
	9/30/2016	—	—	—	—	12,300	24,600	—	1,449,924

## Performance

## RSUs

## Mr. Mutryn

Bonus	N/A	137,500	500,000	1,250,000	—	—	—	—	—
LTIP	N/A	—	1,500,000	1,500,000	—	—	—	—	—
	9/30/2016	—	—	—	—	9,330	18,660	—	1,099,820

## Performance

## RSUs

Ms. Gray<sup>(5)</sup>

RSUs	6/5/2017	—	—	—	—	—	—	13,738	1,700,078
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(1) These amounts represent potential payouts under the 2017 annual incentive plan and 2017 LTIP. With respect to the 2017 annual incentive plan; for performance above Stretch, NEOs are entitled to additional bonus payouts calculated as a percentage of the Company's NATP above Stretch, up to a cap of 250% of the Target amount. Actual payouts earned are reflected in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

(2) These amounts represent performance-based RSU grants to NEOs in fiscal year 2017.

(3) There are no threshold performance levels under the LTIP plan or for the performance-based RSU grants to NEOs in fiscal year 2017, as described in the Compensation Discussion and Analysis.

(4) Amounts represent the grant date fair value of the stock awards granted to the named executive officer during fiscal year 2017 determined pursuant to ASC 718.

(5) These amounts represent the grant of RSUs to Ms. Gray. The award will vest in three annual increments beginning on the first anniversary of her employment.

## COMPENSATION TABLES

## Outstanding Equity Awards Fiscal Year-End

Name	Grant Date	Stock Awards		Equity	Equity
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>	Unearned Shares, Units or Other Rights That Have Not Vested (#)	Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Dr. London	9/13/2013	5,746	<sup>(2)</sup> 718,537	—	—
	9/23/2014	14,925	<sup>(3)</sup> 1,866,371	—	—
	9/18/2015	10,762	<sup>(4)</sup> 1,345,788	3,904	488,195
	9/30/2016	3,535	<sup>(7)</sup> 442,052	5,287	661,139
Mr. Asbury	2/23/2013	100,000	<sup>(5)</sup> 12,505,000	—	—
	9/30/2016	12,477	<sup>(7)</sup> 1,560,249	18,660	2,333,433
Mr. Mengucci	2/27/2012	8,314	<sup>(6)</sup> 1,039,666	—	—
	9/13/2013	11,342	<sup>(2)</sup> 1,418,317	—	—
	9/23/2014	21,080	<sup>(3)</sup> 2,636,054	—	—
	9/18/2015	16,744	<sup>(4)</sup> 2,093,837	6,074	759,554
	9/30/2016	5,483	<sup>(7)</sup> 685,649	8,200	1,025,410
Mr. Mutryn	9/13/2013	11,342	<sup>(2)</sup> 1,418,317	—	—
	8/22/2014	134	<sup>(8)</sup> 16,757	—	—
	9/23/2014	19,325	<sup>(3)</sup> 2,416,591	—	—
	9/18/2015	13,160	<sup>(4)</sup> 1,645,658	4,774	596,989
	9/30/2016	4,159	<sup>(7)</sup> 520,083	3,110	388,906
Ms. Gray	6/5/2017	13,738	<sup>(9)</sup> 1,717,937	—	—

(1) Based on the \$125.05 closing price of the Company's stock on June 30, 2017.

(2) Stock awards granted on September 13, 2013 contain performance conditions whereby the number of units vesting depended upon the Company's financial performance for the year ended June 30, 2014 and the Company's average stock price for the 90 day period ended September 13, 2014 as compared to the 90 day period ended September 13, 2013. The amounts in this column reflect the actual number of shares earned that vested on September 1, 2017.

(3) Stock awards granted on September 23, 2014 contain performance conditions whereby the number of units vesting depended upon the Company's financial performance for the year ended June 30, 2015 and the Company's average stock price for the 90 day periods ended September 23, 2015, September 23, 2016, and September 23, 2017 as compared to the 90 day period ended September 23, 2014. The amounts in this column reflect the actual number of shares earned through September 23, 2017. The stock awards vest as follows: 50% on September 23, 2017 and 50% on September 1, 2018.

(4) Stock awards granted on September 18, 2015 contain performance conditions whereby the number of units vesting depend upon the Company's financial performance for the year ended June 30, 2016 and the Company's average stock price for the 90 day periods ended September 18, 2016, September 18, 2017, and September 18, 2018 as compared to the 90 day period ended September 18, 2015. The amounts in this

column reflect the actual number of shares earned through September 18, 2017; the actual number of shares earned will be determined as of September 18, 2018. The stock awards vest as follows: 50% on September 18, 2018 and 50% on September 18, 2019.

- (5) Stock awards granted on February 20, 2013 that have not vested as of June 30, 2017 vest as follows: 100,000 shares on February 20, 2018.
- (6) Stock awards granted on February 27, 2012 that had not vested as of June 30, 2017 vest as follows: 1,662 shares on February 26, 2018; 1,663 shares on February 26, 2019; 1,663 shares on February 26, 2020; 1,663 shares on February 26, 2021; and 1,663 shares on February 26, 2022.
- (7) Stock awards granted on September 30, 2016 contain performance conditions whereby the number of units vesting depend upon the Company's financial performance for the year ended June 30, 2017 and the Company's average stock price for the 90 day periods ended September 30, 2017, September 30, 2018, and September 30, 2019 as compared to the 90 day period ended September 30, 2016. The amounts in this column reflect the actual number of shares earned through September 30, 2017; the

## COMPENSATION TABLES

actual number of shares earned will be determined as of September 30, 2019. The stock awards vest as follows: 50% on October 1, 2019 and 50% on October 1, 2020.

(8) RSUs purchased via the Management Stock Purchase Plan on August 22, 2014 that had not vested as of June 30, 2017 vest as follows: 134 shares on August 22, 2017.

(9) Stock awards granted on June 5, 2017 that had not vested as of June 30, 2017 vest as follows: 4,579 shares on June 5, 2018; 4,579 shares on June 5, 2019 and 4,580 shares on June 5, 2020.

## Option Exercises and Stock Vested

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
Dr. London	5,745	566,802
Mr. Asbury	100,000	12,670,000
Mr. Mengucci	19,654	2,183,412
Mr. Mutryn	11,340	1,118,804
Ms. Gray	—	—

(1) These amounts are equal to the closing price of our common stock on the NYSE on the applicable vesting date multiplied by the number of shares vested on that date.

## Non-Qualified Deferred Compensation

Name	Executive (\$) <sup>(1)</sup>	Company (\$) <sup>(2)</sup>	Aggregate Year (\$) <sup>(3)</sup>	Aggregate Earnings in Aggregate Withdrawals/ (\$)	Aggregate Balance at Last Fiscal Year End (\$) <sup>(4)</sup>
Dr. London	4,014	54,930	538,322	—	7,219,143
Mr. Asbury	12,621	95,325	(1,284)	—	305,588
Mr. Mengucci	80,170	59,896	6,193	—	369,667
Mr. Mutryn	57,334	39,272	50,834	—	953,274
Ms. Gray	—	—	—	—	—

(1) Executive contributions are included in the Salary, Bonus, and Non-Equity Incentive Plan Compensation in the Summary Compensation Table.

(2) Company contributions are included in the All Other Compensation column of the Summary Compensation Table.

(3) There were no above-market or preferential earnings on deferred compensation in fiscal year 2017; accordingly, no portion of the amounts in the Aggregate Earnings column are reported as compensation in the Summary Compensation Table.

(4) Certain amounts in the Aggregate Balance at Last Fiscal Year End column were previously reported in the Summary Compensation Table in the Salary, Bonus and Non-Equity Incentive Plan Compensation columns (in the case of executive contributions) or in the All Other Compensation column (in the case of Company contributions).

The amounts previously reported as executive and Company contributions were as follows: (i) Dr. London, \$1,530,133 and \$873,486; (ii) Mr. Asbury, \$17,832 and \$169,238, (iii) Mr. Mengucci, \$112,399 and \$103,617 and (iv) Mr. Mutryn, \$334,098 and \$299,467.

Severance Agreements

The term of each NEO's severance agreement (other than Ms. Gray) is one year with automatic one-year extensions thereafter (except for the agreement provided to the President and Chief Executive Officer which is three years with automatic one-year extensions thereafter), unless the Company provides written notice of the Company's intent to amend the Company's severance policy with respect to its senior executives and to apply the amended policy to the

## COMPENSATION TABLES

executive. In the event the Company provides such notice to the executive, agreements expire by their terms at the end of the full term year that begins on the next July 1st following the date such notice is received by the executive officer.

Per the terms of the agreements, each executive's employment may be terminated by the Company without a separation payment of any kind in the event of death or a termination for cause as determined by the Board.

In the event of a termination by the Company for disability, the Company is generally required to provide 30 days' notice, and pay any incentive compensation earned but unpaid as of the date of termination for any fiscal year prior to the year in which such termination occurs.

In the event of termination without cause by the Company or resignation for "good reason" by the executive, as defined in the agreements, the Company will pay a lump-sum severance payment equal to a specified number of months (ranged from 12 to 24) of the executive's base salary, prorated lump-sum cash incentive compensation payments otherwise payable under the executive's incentive compensation plan for the fiscal year of termination, and continued participation in the Company's health care plan for a defined period of time (ranging from 6 months to lifetime participation as described in the "Benefits and Executive Perquisites" section above). Further, for unvested stock grants the terms of the grant agreements entitle the recipient to receive a prorated portion of the unvested stock based upon the number of full months of service since the date of grant divided by the total vesting timeframe. When the executive's resignation is not associated with a change in control, "good reason" is defined as (i) a material reduction in the executive's total compensation and benefit opportunity (other than a reduction made by the Board, acting in good faith, based upon the performance of the executive, or to align the compensation and benefits of the executive with that of comparable executives, based on market data); or (ii) a substantial adverse alteration in the conditions of the executive's employment.

In the event of a termination without cause or resignation for "good reason" within one year after the effective date of a change in control, the agreements provide that the Company will pay similar termination payments as in the preceding paragraph but require the executive's base salary to be paid for a higher number of specified months (ranging from 24 to 36) and a lump-sum payment based on the average incentive compensation earned by the executive for the five fiscal years immediately preceding the termination (except that in Dr. London's case, he is also entitled to such termination payment if he voluntarily terminates his employment for any reason within one year after the effective date of a change in control). Further, the terms of the grant agreements entitle the recipient to receive all of their unvested stock awards upon termination without cause or resignation for "good reason" within one year after the effective date of a change in control. In the event of a change in control, "good reason" is defined as (i) a substantial adverse alteration in the nature or status of the executive's position or responsibilities from those in effect on the day before the change in control date; or (ii) a change in the geographic location of the executive's job by more than 50 miles from the place at which such job was based on the day before the change in control date.

The table below delineates the benefits upon separation for each NEO with an agreement as of the date of this proxy statement under the scenarios as described above:

	London	Asbury	Mutryn	Mengucci
Salary Multiple: Termination for Good Reason or Involuntary Termination Without Cause	1.5x	2x	1x	1x
Salary Multiple Upon Change in Control and Voluntary Termination for Good Reason (or, in the case of Dr. London, any reason) or Involuntary Termination Without Cause	3x	2x	2x	2x



Bonus Multiple Upon Change in Control and Voluntary Termination for Good Reason or Involuntary Termination Without Cause (average annual payment for last five years)	2x	2x	1.5x	1.5x
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The agreements for Dr. London and Mr. Mutryn include partial protection against excise taxes payable under IRC section 280G in the event of termination only after a change in control (a one-time payment of two-thirds of the excise tax to the executive up to a limit of \$500,000). Since these agreements were put in place in 2007, the Compensation

COMPENSATION TABLES

Committee decided not to include this term in any new agreements, and it is therefore not included in the agreements with other executive officers.

The agreements also restrict each executive officer’s rights to compete with the Company or to offer employment to Company employees following termination.

No changes to existing agreements have been made since the beginning fiscal year 2017.

Ms. Gray does not currently have an agreement, but the Compensation Committee anticipates completing an agreement with her during fiscal year 2018. Until such time as an agreement is implemented, standard Company policy applies. For Ms. Gray’s position, this policy provides for six month’s salary upon involuntary separation without cause.

Calculations for various termination scenarios are included in the “Potential Payments on Termination or Change in Control” section below.

Potential Payments on Termination or Change in Control

The table below reflects the amount of compensation payable to each NEO upon termination of employment under various termination scenarios based on the severance agreement, where applicable, and the benefits described in the “Severance and Change in Control Benefits” section above. The tables show the amount of compensation payable to each NEO upon voluntary termination (other than for “good reason”) or retirement not in connection with a change in control, upon termination by the Company without cause or by the NEO for “good reason” not in connection with a change in control, and upon termination by the Company without cause or by the NEO for “good reason” (or, in the case of Dr. London, any reason) following a change in control. The amounts shown assume, for illustrative purposes, that such termination was effective as of June 30, 2017, and therefore include amounts earned through such date, and are estimates of the amounts which would be paid to the NEOs upon termination. The actual amounts to be paid can be determined only at the time of the actual separation from the Company.

Name	Total Cash Value of Severance (\$) <sup>(1)</sup>	Value of Continuation of Benefits (\$) <sup>(2)</sup>	Value of Employee Non-qualified Retirement Contributions	Value of Company Non-qualified Retirement Contributions	Value of Unvested Equity Awards (\$) <sup>(5)</sup>	Value of 280G Excise Tax Partial Protection (\$) <sup>(6)</sup>	Total (\$)
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			(\$) <sup>(3)</sup>	(\$) <sup>(4)</sup>			
Separation Payment in event of Voluntary Termination (without “Good Reason”) or Retirement not in connection with a Change in Control							
Dr. London	—	189,836	6,290,580	928,563	4,568,452	N/A	11,977,431
Mr. Asbury	—	—	52,345	189,932	8,352,965	N/A	8,595,242
Mr. Mengucci	—	—	194,846	174,821	—	N/A	369,667
Mr. Mutryn	—	—	620,922	332,352	4,287,589	N/A	5,240,863
Ms. Gray	—	—	—	—	—	N/A	—
Separation Payment in event of Termination for “Good Reason” or Without Cause by Company not in connection with a Change in Control							
Dr. London	936,000	189,836	6,290,580	928,563	4,568,452	N/A	12,913,431
Mr. Asbury	1,850,000	21,600	52,345	189,932	8,352,965	N/A	10,466,842
Mr. Mengucci	1,634,500	10,032	194,846	174,821	4,900,584	N/A	6,914,783
Mr. Mutryn	1,051,500	21,591	620,922	332,352	4,287,589	N/A	6,313,954
Ms. Gray	275,000	—	—	—	—	N/A	275,000
Separation Payment following a Change in Control <sup>(7)</sup>							
Dr. London	2,996,196	189,836	6,290,580	928,563	7,175,869	—	17,581,044
Mr. Asbury	3,691,952	21,600	52,345	253,243	19,505,299	N/A	23,524,439
Mr. Mengucci	5,036,563	10,032	194,846	174,821	12,216,260	N/A	17,632,521
Mr. Mutryn	3,099,562	21,591	620,922	332,352	9,362,869	—	13,437,296
Ms. Gray	275,000	—	—	—	1,717,937	—	1,992,937

## COMPENSATION TABLES

- (1) For Mr. Mengucci and Mr. Mutryn, this also includes the annual bonus potential for the 2015, 2016 and 2017 LTIP, in accordance with the terms of those plans. For the Separation Payment following a Change in Control, includes incentive plan amounts earned but not yet paid for fiscal year 2017 for all NEOs.
- (2) Assumes that Dr. London is entitled to receive lifetime medical benefits as previously described, and that Messrs. Asbury, Mengucci, and Mutryn are entitled to receive continuation of health benefits following the date of separation for reasons other than voluntary termination or retirement. For Dr. London, the table value therefore represents the present value (using a discount rate of 2.48%) of continued current medical, dental, and vision insurance coverage less the estimated portion of the cost, plus the amount required to cover all estimated applicable local, state and federal income and payroll taxes imposed with respect to such payments over Dr. London's expected life span (based upon IRS Life Expectancy Tables). For Messrs. Asbury, Mengucci, and Mutryn, the table value represents the total values of continued current medical, dental, and vision insurance coverage over the duration of the coverage period, less the executive's current portion of the cost, plus the amount required to cover all estimated applicable local, state and federal income and payroll taxes imposed with respect to such payment.
- (3) Represents the value of monies deferred into the non-qualified retirement plan during employment, plus investment gains and losses, that would be payable upon termination.
- (4) Represents the value of all Company contributions paid into the non-qualified retirement plan on behalf of the executive officer during employment that would be payable upon termination. In the event of termination for "Good Reason" or without cause within one year after the effective date of a Change in Control, all unvested Company contributions would vest.
- (5) Based on the number of RSUs that would vest and the terms of RSU grants as described in the "Severance and Change in Control Benefits" section, multiplied by the closing price per share of the Company's common stock as of June 30, 2017. For the performance-based grants made in September 2014, September 2015, and September 2016, the maximum number of RSUs for which the measurement periods were not complete would result upon a change in control.
- (6) As described above under "Severance Agreements," two named executive officers have legacy entitlements to partial protection against IRC section 280G excise taxes in the event of termination after a change in control. Specifically, their severance agreements provide for a one-time payment to the executive equal to the lesser of two-thirds of the excise tax to the executive and \$500,000. Based on the assumptions used in the preparation of the table, no payments would be due to the executives under this termination scenario.
- (7) Assumes that the executive officer resigned for "good reason" or was terminated without cause within one year after a change in control. Dr. London is entitled to this payment if he voluntarily terminates his employment for any reason within one year after a change in control. Ms. Gray would be entitled to the cash severance only upon termination without cause by the Company.

## Director Compensation

## Summary

Each non-employee director is compensated according to the following arrangements for his service as a director, including participation in meetings of the full Board and the committee(s) of which he is a member:

Equity Compensation (Members)	Annual Retainer <sup>(1)</sup>
Board	\$120,000
Cash Compensation (Chairs)*	Annual Retainer
Lead Independent Director	\$60,000
Audit	\$10,000
Compensation	\$10,000
Corporate Governance and Nominating	\$10,000
Culture, Character, Integrity, and Ethics	\$4,000
Executive <sup>(3)</sup>	N/A
Investor Relations	\$4,000
Security and Risk Assessment	\$10,000
Strategic Assessment	\$4,000

\* In addition to amounts received as member

	Base <sup>(2)</sup>	Additional Additional	
		In-person	Teleconference
Cash Compensation (Members)	Base <sup>(2)</sup>	Meetings	Meetings
Board	\$65,000	\$2,000	\$500
Audit	\$10,000	\$1,500	\$500
Compensation	\$10,000	\$1,500	\$500
Corporate Governance and Nominating	\$10,000	\$1,500	\$500
Culture, Character, Integrity, and Ethics	\$6,000	\$1,500	\$500
Executive <sup>(3)</sup>	N/A	\$1,500	N/A
Investor Relations	\$6,000	\$1,500	\$500
Security and Risk Assessment	\$6,000	\$750	\$500
Strategic Assessment	\$6,000	\$1,500	\$500

(1) Equity grants are made in the form of RSUs expressed as a dollar value, in an amount established from time to time by the Compensation Committee. Such RSU awards are made on the date of the Annual Meeting of Shareholders at which time such election occurs, based on the closing price per share of the Company's common stock on that date. Under the Company's Director Stock Purchase Plan (DSPP), Directors may also elect to receive RSUs in lieu of up to one hundred percent of their annual cash retainer, with such election to be made prior to the commencement of the effective calendar year. The number of issued RSUs is based on the fair market value of the stock on the date of purchase.

(2) The base number of meetings for the Board and each applicable committee is up to 4 meetings per Fiscal Year.

(3) Members of the Executive Committee are compensated on a per meeting basis.

Dr. London and Mr. Asbury received no separate compensation for their service as directors, except that they were eligible to be reimbursed for incurred expenses associated with attending meetings of the Board and its committees, such as when meetings were conducted at offsite locations.

## DIRECTOR COMPENSATION

The following table summarizes the compensation information for fiscal year 2017 for each of our non-employee directors.

## Director Compensation Table

Name	Fees		Non-Equity		Change in Pension		Total
	Earned	or Paid	Stock Awards	Option Plan Awards	Value and Non-qualified Compensation	All Other Compensation	
	(\$)	(\$) <sup>(1)</sup>	(\$)	(\$)	(\$)	(\$)	(\$)
Michael A. Daniels	120,000	125,069	—	—	—	—	245,069
James S. Gilmore III	120,500	125,069	—	—	—	—	245,569
William L. Jews	120,500	125,069	—	—	—	—	245,569
Gregory G. Johnson	111,500	125,069	—	—	—	—	236,569
James L. Pavitt	124,000	125,069	—	—	—	—	249,569
Warren R. Phillips	188,000	125,069	—	—	—	—	313,069
Charles P. Revoile	134,000	125,069	—	—	—	—	259,069
William S. Wallace	113,500	125,069	—	—	—	—	238,569

(1) The amounts represent the aggregate grant date fair value computed in accordance with ASC 718 for awards of stock in fiscal year 2017 under the terms of the Company's 2016 Stock Incentive Plan. The grant date fair value per share is the closing price for the Company's stock on the November 17, 2016 grant date (\$124.20). For fiscal year 2017, the Company awarded 1,007 RSUs to Directors Daniels, Gilmore, Jews, Johnson, Pavitt, Phillips, Revoile, and Wallace with a grant date fair value of \$125,069 each. The outstanding number of unvested RSUs held by each director as of June 30, 2017 was as follows: Director Daniels 504; Director Gilmore 504; Director Jews 504; Director Johnson 504; Director Pavitt 504; Director Phillips 504; Director Revoile 504; Director Wallace 504.

## Director Stock Ownership Guidelines

The Committee has also adopted stock ownership requirements for outside members of the Board to align the interest of shareholders and directors. The requirement is based on five times the value of their annual retainer of \$120,000, converted annually on December 1<sup>st</sup> to a whole number of shares based on the 90 day average price of CACI stock. Until the director holds the required number of shares, he is limited with respect to the number of shares he is allowed to sell, and is only allowed to sell one-half of vested RSUs for the purpose of covering the tax burden caused by the vesting; the other one-half that must be retained is used to determine the interim ownership requirement until the full number of shares is reached, with each successive vesting being added to the prior interim requirement in order to establish the new requirement. Only fully owned shares count in the measurement; unvested restricted stock units do not count, nor do any other unvested and/or unexercised instruments. The penalty for non-compliance is that the director is required to participate in the DSPP with 100 percent of his earned annual cash retainer and committee fees

going toward the quarterly purchase of CACI stock, until such time as he meets the required holding level.

Stockholdings are measured annually as of December 1<sup>st</sup> to determine compliance with the ownership requirement. For the compliance checkpoint on December 1, 2016, this requirement translated into a requirement to hold 2,079 fully owned shares for Messrs. Daniels and Jews, and 3,472 fully owned shares for all other outside directors. The required ownership level will continue to be reviewed annually by the Committee to ensure that it provides enough incentive to properly align the interests of the outside directors with those of the Company's shareholders.

All outside directors currently meet their required stock ownership requirement.



## Equity Compensation Plan Information

The following table provides additional information as of June 30, 2017 regarding shares of the common stock of the Company authorized for issuance under its equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Shareholders <sup>(1)</sup>	837,774 <sup>(2)</sup>	<u>(3)</u>	1,761,993 <sup>(4)</sup>
Equity Compensation Plans Not Approved by Shareholders	—	—	—
Total	837,774	—	1,761,993

(1) The equity compensation plans approved by the shareholders of the Company are the 2016 Amended and Restated Incentive Compensation Plan (the 2016 Plan), the Director Stock Purchase Plan (DSPP), the Management Stock Purchase Plan (MSPP), and the Employee Stock Purchase Plan (ESPP). Under the terms of the 2016 Plan, the Company may issue, among other awards, non-qualified stock options, restricted stock, restricted stock units (RSUs) and stock-settled appreciation rights (SSARs). The DSPP allows directors to elect to receive RSUs at the market price of the Company's common stock on the date of the award in lieu of up to 100 percent of their annual retainer fees. The MSPP allows those senior executives with stock holding requirements a mechanism to receive RSUs at 85% of the fair market value of the Company's common stock in lieu of up to 100% of their annual bonus compensation. The ESPP allows eligible full-time employees to purchase shares of the Company's common stock at 95% of the fair market value of a share of common stock on the last day of the quarter.

(2) The number of securities to be issued upon exercise or vesting under stock purchase plans approved by shareholders as of June 30, 2017 is as follows: 2016 Plan, 834,607; the DSPP, 0; and the MSPP, 3,167.

(3) As of June 30, 2017, all previously issued stock options and SSARs had been fully vested and exercised. The weighted-average exercise price above does not include the weighted average market prices of shares underlying RSUs issued under the 2016 Plan, the DSPP, the MSPP or the ESPP.

(4) The remaining number of securities available for issuance under stock purchase plans approved by shareholders as of June 30, 2017 is as follows: the 2016 Plan, 1,210,413; the DSPP, 69,757; the MSPP, 344,508; and the ESPP,

137,305.

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## AUDIT INFORMATION

## Principal Accounting Fees and Services

The following is a summary of the fees for professional services rendered by Ernst & Young LLP for the fiscal years ended June 30, 2017 and June 30, 2016.

	2017	2016
	(\$)	(\$)
Audit Fees <sup>(1)</sup>	2,195,149	2,299,810
Audit-Related Fees <sup>(2)</sup>	393,178	812,532
Tax Fees <sup>(3)</sup>	290,157	311,703
Other Fees <sup>(4)</sup>	—	—
Total Fees	2,878,484	3,424,045

- (1) Audit Fees include fees paid to Ernst & Young LLP for professional services rendered for the audit of the Company's consolidated financial statements (including the audit of internal control over financial reporting) and review of the Company's consolidated quarterly statements. These fees also include fees for services that are normally provided in connection with the Company's statutory and regulatory filings and audit procedures related to purchase accounting.
- (2) Audit-Related Fees consist of fees paid to Ernst & Young LLP for assurance and related services provided in connection with the audit of the Company's 401(k) plan financial statements and due diligence.
- (3) Tax Fees are fees paid to Ernst & Young LLP for professional services rendered for tax compliance, tax advice, and tax planning.
- (4) Other fees are fees for services other than the services reported in audit fees, audit-related fees and tax fees.

## Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by the Company's independent auditors. This policy generally provides that the Company will not engage its independent auditors to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee or the engagement is entered into pursuant to one of the pre-approval procedures described below. All such audit services were pre-approved by the Audit Committee.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to the Company by its independent auditors during the next 12 months. Any such pre-approval is detailed as to the

particular services or type of services to be provided and is also generally subject to a maximum dollar amount.

The Audit Committee has also delegated to the chairman of the Audit Committee the authority to approve any audit or non-audit services to be provided to the Company by its independent auditors. Any approval of services by a member of the Audit Committee pursuant to this delegated authority is reported on at the next meeting of the Audit Committee. The Pre-Approval Policy is set forth on the Corporate Governance page of our website at [www.caci.com](http://www.caci.com).

AUDIT INFORMATION

AUDIT COMMITTEE REPORT FOR FISCAL YEAR 2017

In accordance with the Audit Committee Charter, the Audit Committee of the Board assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. The Audit Committee Charter was first adopted by the Board in June 1994 and has been reviewed annually and amended as necessary since that date. Each member of the Audit Committee qualifies as “independent” in accordance with Rule 10A-3 of the Securities and Exchange Act and the requirements of the NYSE Listed Company Manual, Sections 303A.01, 303A.02, 303A.06, and 303A.07. In fulfilling its responsibilities as set forth in the Audit Committee Charter, the Audit Committee has accomplished the following:

1. It has reviewed and discussed the Company’s audited financial statements with management, including discussions regarding critical accounting policies, financial accounting and reporting principles and practices, the quality of such principles and practices, the reasonableness of significant judgments and estimates, and the effectiveness of internal control over financial reporting;
2. It has discussed with the independent auditors the quality of the financial statements, the clarity of the related disclosures, the effectiveness of internal control over financial reporting, and other items required to be discussed under Public Company Accounting Oversight Board (“PCAOB”) Auditing Standard No. 16, Communications with Audit Committees;
3. It has received from the independent auditors written disclosures regarding the auditors’ independence required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, and discussed with the independent auditors any matters affecting their independence; and
4. Based on the review and discussions described in subparagraphs (1) through (3) above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2017 for filing with the SEC.

RESPECTFULLY SUBMITTED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Warren R. Phillips, Chair

James S. Gilmore III

William L. Jews

James L. Pavitt

Charles P. Revoile

William S. Wallace

## MANAGEMENT PROPOSALS

### Proposal 1 Election of Directors

In accordance with the Company's By-laws and Guidelines, the Board, upon the recommendation of the Corporate Governance and Nominating Committee, has nominated the following ten persons for reelection to serve as members of the Board until the next annual meeting of shareholders or until a successor has been elected and qualified, or until the director's earlier death, resignation or removal:

#### Nominees

J.P. London	Michael A. Daniels
James S. Gilmore III	Charles P. Revoile
Gregory G. Johnson	William Scott Wallace
James L. Pavitt	William L. Jews
Warren R. Phillips	Ken Asbury <sup>(1)</sup>

(1) Under his employment agreement, if Mr. Asbury no longer serves as Chief Executive Officer of the Company, terminates his employment for any reason or provides notice to the Company regarding such a termination, he shall resign from the Board.

Unless instructed otherwise, the persons named in the accompanying proxy will vote the shares of common stock represented by the proxy FOR the election of the ten nominees listed above. In the event that any nominee becomes unavailable or unwilling to serve as a member of our Board, the proxy holders will vote in their discretion for a substitute nominee.

You can find more information about the leadership skills and other experiences that caused the Corporate Governance and Nominating Committee and the Board to determine that these nominees should serve as directors under "Board of Directors" on page 5 of this proxy statement. Information about our nominating procedures and other corporate governance matters can be found under "Corporate Governance" on page 11 of this proxy statement.

#### Required Vote

A majority of the votes properly cast for a director nominee is sufficient to elect such director (meaning the number of shares voted "for" a director nominee must exceed the number of shares voted "against" such director nominee). Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on

the election of nominees.

The election of directors is deemed a non-routine matter under NYSE rules and a beneficial owner's nominee will not be able to vote on the election of directors without instructions. We encourage all beneficial owners to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

#### CACI Recommendation

Our Board recommends a vote "FOR" the election to the Board of each of the above mentioned nominees.

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## MANAGEMENT PROPOSALS

### Proposal 2 Advisory Vote on Executive Compensation

In accordance with Section 14A of the Exchange Act, we provide our shareholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers, as described in this proxy statement. While this vote is advisory, it will provide information to our Compensation Committee regarding investor sentiment about our compensation principles and objectives. We urge you to read the Compensation Discussion and Analysis beginning on page 21, compensation tables and related narratives appearing in this proxy statement for more information regarding the compensation of our named executive officers.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the philosophy and structure of our compensation program for our named executive officers as well as the overall compensation of those officers, as described in this proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission. The vote is advisory, which means that the vote is not binding on the Company, our Board or the Compensation Committee. To the extent there is any significant vote against our named executive officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address the concerns of shareholders.

Our Board and our Compensation Committee value the opinions of our shareholders. At the 2016 Annual Meeting of Shareholders, our shareholders approved our fiscal year 2016 named executive officers' compensation, as disclosed in the Compensation Discussion and Analysis and compensation tables, as well as the other narrative executive compensation disclosures contained in the definitive proxy statement for our 2016 Annual Meeting of Shareholders. Our shareholders approved the resolution on executive compensation with over 99% of shares being cast in favor of our executive compensation. Accordingly, we ask our shareholders to vote on the following resolution at the Annual Meeting:

“RESOLVED, that the Company’s shareholders approve, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.”

### Required Vote

On this non-binding matter, a majority of the votes properly cast on this matter (meaning the number of shares voted “for” this matter must exceed the number of shares voted “against” this matter) is necessary for the matter to be approved. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote for this proposal.



A shareholder's advisory vote on executive compensation is deemed a non-routine matter under NYSE rules and a beneficial owner's nominee will not be able to vote on executive compensation without instructions. We encourage all beneficial owners to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

CACI Recommendation

The Board recommends a vote FOR the approval of the compensation of our named executive officers, as disclosed in this proxy statement.

## MANAGEMENT PROPOSALS

### Proposal 3 Ratification of Appointment of Independent Registered Public Accounting Firm

Ernst & Young LLP currently serves as the Company's independent registered public accounting firm, and that firm conducted the audit of the Company's accounts for fiscal year 2017. The Audit Committee has appointed Ernst & Young LLP to serve as the independent registered public accounting firm to conduct an audit of the Company's accounts for fiscal year 2018.

Selection of the Company's independent registered public accounting firm is not required to be submitted to a vote of the shareholders of the Company for ratification. The Sarbanes-Oxley Act of 2002 requires the Audit Committee to be directly responsible for the appointment, compensation and oversight of the audit work of the independent registered public accounting firm. However, the Board of Directors is submitting this matter to the shareholders as a matter of good corporate practice.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

### Required Vote

A majority of the votes properly cast on this matter (meaning the number of shares voted "for" this matter must exceed the number of shares voted "against" this matter) is necessary for the matter to be approved. Because this is a "routine matter" under NYSE rules, a beneficial owner's nominee, such as a broker, may vote on the ratification of the Company's independent registered public accounting firm without instruction from their beneficial owners. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote for this proposal. If the shareholders fail to vote in favor of the selection, the Audit Committee will reconsider whether to retain Ernst & Young LLP and may retain that firm or another without re-submitting the matter to the Company's shareholders. Even if shareholders vote in favor of the appointment, on an advisory basis, the Audit Committee may, in its discretion, direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and the shareholders.

### CACI Recommendation

The Board recommends that shareholders vote FOR ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2018.



## MANAGEMENT PROPOSALS

### Proposal 4 Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

In addition to providing stockholders with the opportunity to cast an advisory vote on executive compensation, the Company is providing stockholders with a non-binding, advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years as required by Section 14A of the Exchange Act.

The Board has determined that an advisory vote to approve executive compensation that occurs every year is appropriate for the Company and its shareholders and recommends that the shareholders approve holding an advisory vote every year. Since 2011, we have held annual advisory votes on executive compensation, consistent with the vote of our shareholders, and the Board believes that holding an annual advisory vote allows shareholders to provide direct and immediate input on the Company's executive compensation program.

#### Required Vote

On this non-binding matter, the Board and Compensation Committee will review and consider the plurality of votes cast when determining the frequency of future advisory votes on executive compensation. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote for this proposal.

The advisory vote on the frequency of future votes on executive compensation is deemed a non-routine matter under NYSE rules and a beneficial owner's nominee will not be able to vote on this proposal without instructions. We encourage all beneficial owners to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

#### CACI Recommendation

The Board recommends a vote FOR a frequency of "One Year" for future votes on the compensation of our named executive officers.

## ANNUAL MEETING INFORMATION

### Proxy Materials

The proxy materials include:

- the proxy statement for the Annual Meeting;
- the Company's annual report on Form 10-K for the fiscal year ended June 30, 2017, as filed with the SEC on August 21, 2017; and
- the proxy card or voting instruction form for the Annual Meeting.

### Internet Availability of Proxy Materials

We are furnishing the proxy materials, including this proxy statement and our annual report, to our shareholders by providing access to such documents on the Internet in accordance with rules adopted by the SEC. Instead of receiving printed copies of the proxy materials, most shareholders will receive a Notice of Internet Availability of Proxy Materials that will instruct you on to how to access and review all of the proxy materials. Our proxy materials are also available on our Investor Relations website at [www.caci.com](http://www.caci.com).

The Notice was first mailed to our shareholders (other than those who previously requested electronic delivery) on October 5, 2017.

If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice. Your election to receive proxy materials by mail or email will remain in effect until you revoke it.

### Management Proposals

At the Annual Meeting, shareholders will be asked to:

1. Elect the ten nominees named in the proxy statement to the Company's Board of Directors;
2. Approve on a non-binding, advisory basis the compensation of our named executive officers;
3. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2018;
4. Approve on a non-binding, advisory basis the frequency of future advisory votes on the compensation of our named executive officers; and
5. Transact such other business as may otherwise properly come before the Annual Meeting or any adjournment thereof.

The Board recommends that you vote your shares "FOR" each of the nominees to the Board; "FOR" the approval of our named executive officer's compensation on a non-binding basis; "FOR" the ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2018; and "One Year" on the frequency of future advisory votes on our named executive officer's compensation.

## ANNUAL MEETING INFORMATION

### Shareholders Entitled to Vote

All shareholders of record as of the close of business on September 18, 2017 may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

As of the Record Date, there were 24,508,649 shares of common stock outstanding. A complete list of shareholders entitled to vote at the Annual Meeting will be available for examination from November 3, 2017 through November 15, 2017 for any purpose related to the Annual Meeting.

### Shareholder of Record or Beneficial Owner

If your shares are registered directly with Computershare, N.A., our transfer agent, then you are the “shareholder of record” of the shares. If your shares are held in an account at a broker, bank, trust or other similar organization, then you are a “beneficial owner” of the shares. Most of our shareholders are beneficial owners of their shares.

There are several distinctions in how shareholders receive information and vote their shares that you should be aware of and we have described such differences in the proxy materials.

### Voting at the Annual Meeting

Shareholders of record can receive a ballot and vote when they arrive at the Annual Meeting. Beneficial owners must obtain a legal proxy from the organization that holds your shares prior to voting at the Annual Meeting.

Via the Internet. You may submit a proxy or voting instructions over the Internet by going to [www.proxyvote.com](http://www.proxyvote.com).

By Telephone. You may submit a proxy or voting instructions over by telephone by calling 1-800-690-6903 and following the instructions.

By Mail. If you received your proxy materials by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

Note that shares represented by properly signed and returned proxies will be voted in accordance with their instructions. In the absence of any instructions, properly signed and returned proxies will be voted in accordance with management's recommendations.

### Changing your Vote

You may change your vote at any time prior to the taking of the vote at the Annual Meeting by:

- submitting a new proxy or voting instructions at a later date;
- providing a written notice of revocation to the Company's Secretary, if you are a registered shareholder; or
- attending the Annual Meeting and voting in person after following the voting procedures outlined above.

Note that beneficial owners must follow your nominee's instructions to revoke your proxy or vote at the Annual Meeting and, for both shareholders of record and beneficial owners, attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or vote in person at the Annual Meeting.



## ANNUAL MEETING INFORMATION

### Vote Standard

In order to pass, each proposal (other than Proposal 4) must receive a majority of votes properly cast on that proposal. With respect to Proposal 4, a plurality of the votes cast will determine the shareholders' preferred frequency for future votes on executive compensation. Under current NYSE interpretations, abstentions and broker non-votes will not count as votes cast or as expressing any preference. Brokers and other nominees are permitted under NYSE rules to vote on Proposal 3 without obtaining instructions from their beneficial owners. However, they are not permitted to vote without instruction regarding either the election of directors or Proposals 2 and 4.

### Quorum

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Both abstentions and broker non-votes (described below) are counted for the purpose of determining the presence of a quorum.

### Broker Non-Votes and Abstentions

Broker non-votes occur when a broker is not permitted to vote on a matter because a beneficial owner has not provided instructions. These matters are referred to as "non-routine" matters. All of the matters scheduled to be voted on at the Annual Meeting are "non-routine," except for the proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year 2018. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered voting power present or votes cast with respect to that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the Annual Meeting.

Abstentions are considered voting power present at the Annual Meeting but are not considered votes cast and thus will not affect the outcome of any matter being voted on at the Annual Meeting.

### Additional Matters

We are not aware of any other business to be presented at the Annual Meeting. If you grant a proxy, the persons named as proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If, for any reason, any of the nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

### Attending the Annual Meeting

Attendance at the Annual Meeting is limited to shareholders as of the close of business on September 18, 2017, whether shares are held in “street name” or are “beneficially owned.” In order to be admitted to the Annual Meeting, you must present:

1. a valid photo identification or other satisfactory proof of identification; and
2. sufficient proof of ownership or authorization, which may take the form of the proxy card for shareholders of record, a recent brokerage statement or letter from a bank or broker for beneficial owners or a letter from a shareholder of record certifying your status as an authorized representative.

## ANNUAL MEETING INFORMATION

Cameras, including cell phones or other devices with photographic capabilities, and any other video or audio recording devices, are not permitted to be used at the Annual Meeting. Please refrain from use of cell phones at the Annual Meeting as well.

### Voting Results

We expect to announce preliminary voting results at the Annual Meeting and publish final voting results on the Investor Relations section of our website at [www.caci.com](http://www.caci.com). We also expect to disclose the final voting results in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

### Householding

We have adopted a procedure, approved by the SEC, called “householding.” Under this procedure, we deliver a single copy of the Notice and, if applicable, the proxy materials to multiple shareholders at the same address, unless we have previously received contrary instructions from one or more shareholders. We will promptly deliver a separate copy of any of these materials to a shareholder upon written or oral request to: CACI International Inc, 1100 North Glebe Road, Arlington, Virginia 22201, Attn: J. William Koegel, Jr., Corporate Secretary, telephone 703-841-7800. Shareholders at the

same address who are receiving multiple copies of our proxy materials may contact us using either of these methods to request delivery of a single copy.

Shareholders who hold shares in street name (as described above) may contact their bank, broker or other nominee record holder to request information about householding.

### Solicitation

We will bear the costs of soliciting proxies for the Annual Meeting and have retained Morrow & Co., LLC to assist in soliciting proxies at a fee not to exceed \$8,500, plus expenses. We may also reimburse banks, brokers, nominees, and other fiduciaries for postage and reasonable clerical expenses incurred by them in forwarding the proxy material to their principals. Proxies also may be solicited without extra compensation by certain officers, directors and other employees of the Company, by telephone or telegraph, by personal contact, or by other means.

#### Shareholder Proposals for 2018 Annual Meeting

Proposals for the 2018 Proxy Statement: Shareholders may present proposals for inclusion in our proxy statement and for consideration at the 2018 Annual Meeting by submitting their proposals in writing to the Company's Secretary in a timely manner. For a shareholder proposal to be considered for inclusion in our proxy statement for our 2018 Annual Meeting, the Company's Secretary must receive the written proposal no later than June 7, 2018. If we hold our 2018 Annual Meeting of Shareholders more than 30 days before or after November 16, 2018, we will disclose the new deadline by which shareholder proposals must be received. In addition, shareholder proposals must also comply with all requirements and regulations of Rule 14a-8 under the Exchange Act.

Proposals for the 2018 Annual Meeting: Shareholders who wish to present a proposal for consideration at the 2018 Annual Meeting, but do not intend for the proposal to be included in our proxy statement, must follow the advance notice provisions of our By-laws. Our By-laws require that such proposals be delivered to the Company's Secretary in a timely manner and contain information related to the shareholder and proposal. For a shareholder proposal to be considered timely, the Company's Secretary must receive the written proposal at no later than June 19, 2018.

ANNUAL MEETING INFORMATION

Nominations of Director Candidates: Shareholders may propose Board nominees for consideration by our Corporate Governance and Nominating Committee. Any such recommendations should include the nominee's name and qualifications for membership on our Board and should be directed to the Company's Secretary. In addition, shareholders may also nominate directors for election at the 2018 Annual Meeting by giving timely notice under our By-laws, which require notice within the same period as shareholder proposals that are not intended for inclusion in our proxy statement.

Please address all correspondence to:

Corporate Secretary

CACI International Inc

1100 North Glebe Road

Arlington, Virginia 22201

By Order of the Board of Directors

October 5, 2017 J. WILLIAM KOEGEL, JR., Secretary

