CACI INTERNATIONAL INC /DE/ Form SC 13D/A October 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D/A Under the Securities Exchange Act of 1934 (Amendment No. 1)

CACI INTERNATIONAL INC (Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE (Title of class of securities)

127190304 (CUSIP number)

Jason Wathen Blue Harbour Group, LP 646 Steamboat Road Greenwich, Connecticut 06830 (203) 422-6540

(Name, address and telephone number of person authorized to receive notices and communications)

SEPTEMBER 30, 2011

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

CUSIP No. 127190304			3D/A	Page 2		
1	NAME OF RE	PORTING PERSC	Blue Harbou	ır Group, LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) []					
3	GROUP: (b) [X] SEC USE ONLY					
4	SOURCE OF F					
5	CHECK BOX					
6	2(d) OR 2(e): CITIZENSHIP	[] Delaware				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING	POWER:	0		
	8	SHARED VOTI	NG POWER:		1,800,954	
	9	SOLE DISPOSIT	TIVE POWER:	0		
	10	SHARED DISPO	SITIVE POWER:		1,800,954	
11	AGGREGATE	Y	1,800,954			
12	EACH REPORTING PERSON: CHECK BOX IF THE AGGREGATE AMOUNT IN ROW					
13	(11) EXCLUDES CERTAIN SHARES:PERCENT OF CLASS REPRESENTED BY AMOUNT INROW (11):					
14	TYPE OF REP		PN			

[]

CUSIP No. 1271	90304	1	3D/A	Page 3	
1	NAME OF RE	PORTING PERSO	Blue Harbour Strategic Value Partners Master Fund, LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) [] GROUP: (b) [X]				
3	SEC USE ONL	.Y			
4	SOURCE OF F	FUNDS:	WC		
5		IF DISCLOSURE SS IS REQUIRED	OF LEGAL PURSUANT TO ITEM	f 1	
6		OR PLACE OF O	RGANIZATION:	[] Cayman Islands, British	West Indies
NUMBER OF	7	SOLE VOTING	POWER:	0	
SHARES BENEFICIALLY OWNED BY EACH	8	SHARED VOTI	NG POWER:	1,168,925	
	9	SOLE DISPOSIT	TIVE POWER:	0	
REPORTING PERSON WITH	10	SHARED DISPO	SITIVE POWER:	1,168,925	
11			FICIALLY OWNED BY	1,168,925	
12	EACH REPORTING PERSON: CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:				
13			ARES: ENTED BY AMOUNT I	N 4.4%	
14	TYPE OF REP	ORTING PERSON	۸:	PN	

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

CUSIP No. 1271	90304		13D/A	Page 4	
1	NAME OF RE	EPORTING PERS	Blue Harbour Institutional Partners Master Fund, L.P.		
2	CHECK THE GROUP:	APPROPRIATE E			
3	SEC USE ON	LY			
4	SOURCE OF	FUNDS:	WC		
5		IF DISCLOSURE GS IS REQUIRED	E OF LEGAL PURSUANT TO ITEM	()	
6		POR PLACE OF (ORGANIZATION:	[] Cayman Islands, Britisl	n West Indies
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING	POWER:	0	
	Y 8	SHARED VOT	ING POWER:	632,029	
	9	SOLE DISPOSI	TIVE POWER:	0	
REPORTING PERSON WITH	10	SHARED DISP	OSITIVE POWER:	632,029	
11			EFICIALLY OWNED BY	Y 632,029	
12	EACH REPORTING PERSON: CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:				
13			ARES: ENTED BY AMOUNT I	N 2.4%	
14	TYPE OF REI	PORTING PERSO	N:	PN	

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

CUSIP No. 127190304		13D/A	F	Page 5		
1	NAME OF RE	PORTING PERS	Blue Harbour GP, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) [] GROUP: (b) [X]					
3	SEC USE ONI					
4	SOURCE OF I	FUNDS:	N/A			
5		IF DISCLOSUR GS IS REQUIRE	E OF LEGAL D PURSUANT TO II	ГЕМ		
6	2(d) OR 2(e): CITIZENSHIP	OR PLACE OF	ORGANIZATION:		[] Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTIN	G POWER:		0	
	8	SHARED VO	FING POWER:		1,800,954	
	9	SOLE DISPOS	SITIVE POWER:		0	
REPORTING PERSON WITH	10	SHARED DIS	POSITIVE POWER:		1,800,954	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY 1,800,9 EACH REPORTING PERSON:					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW					
13	(11) EXCLUDES CERTAIN SHARES:PERCENT OF CLASS REPRESENTED BY AMOUNT INROW (11):					
14	TYPE OF REF	PORTING PERS	00			

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CUSIP No. 127190304		13D	0/A	Page 6			
1	NAME OF RE	PORTING PERSON:	Blue Harbo	Blue Harbour Holdings, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) []						
3	GROUP: (b) [X] SEC USE ONLY						
4	SOURCE OF I	FUNDS:	N/A				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM						
6	2(d) OR 2(e): CITIZENSHIP	OR PLACE OF ORC	GANIZATION:	[] Delaware			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING PO	WER:		0		
	<u>к</u> 8	SHARED VOTING	POWER:		1,800,954		
	9	SOLE DISPOSITIV	'E POWER:		0		
REPORTING PERSON WITH	I 10	SHARED DISPOSI	TIVE POWER:		1,800,954		
11		AMOUNT BENEFIC	CIALLY OWNED BY	7	1,800,954		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:						
13	(11) EACLUDES CERTAIN SHARES:PERCENT OF CLASS REPRESENTED BY AMOUNT INROW (11):						
14	TYPE OF REP	ORTING PERSON:			00		

CUSIP No. 127190304		13D/A	I	Page 7	
1	NAME OF RI	Clifton S. Robbins			
2	CHECK THE GROUP:	(a) [] (b) [X]			
3	SEC USE ON	LY			
4	SOURCE OF	FUNDS:	N/A		
5	PROCEEDIN		IRE OF LEGAL ED PURSUANT TO I	ТЕМ	
6	2(d) OR 2(e): CITIZENSHI	P OR PLACE C	OF ORGANIZATION:		[] United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTI	NG POWER:		0
	8	SHARED VO	OTING POWER:		1,800,954
	9	SOLE DISPO	OSITIVE POWER:		0
REPORTING PERSON WITH	10	SHARED D	SPOSITIVE POWER:		1,800,954
11		E AMOUNT BI RTING PERSO	ENEFICIALLY OWNE	ED BY	1,800,954
12	CHECK BOX		REGATE AMOUNT IN	N ROW	
13	. ,		SHAKES. RESENTED BY AMOU	JNT IN	6.8%

14

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