

CACI INTERNATIONAL INC /DE/  
Form 10-Q  
February 01, 2013  
Table of Contents

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

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-31400

**CACI International Inc**

(Exact name of registrant as specified in its charter)

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

**54-1345888**  
(I.R.S. Employer  
Identification No.)

**1100 North Glebe Road, Arlington, VA 22201**  
(Address of principal executive offices)

**(703) 841-7800**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No .

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of January 30, 2013: CACI International Inc Common Stock, \$0.10 par value, 23,011,448 shares.

**Table of Contents**

CACI INTERNATIONAL INC

	<b>PAGE</b>
<b><u>PART I: FINANCIAL INFORMATION</u></b>	
<b><u>Item 1. Financial Statements</u></b>	
<u>Condensed Consolidated Statements of Operations (Unaudited) for the Three Months Ended December 31, 2012 and 2011</u>	3
<u>Condensed Consolidated Statements of Operations (Unaudited) for the Six Months Ended December 31, 2012 and 2011</u>	4
<u>Consolidated Statements of Comprehensive Income (Unaudited) for the Three and Six Months Ended December 31, 2012 and 2011</u>	5
<u>Condensed Consolidated Balance Sheets (Unaudited) as of December 31, 2012 and June 30, 2012</u>	6
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended December 31, 2012 and 2011</u>	7
<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	8
<b><u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b>	19
<b><u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u></b>	27
<b><u>Item 4. Controls and Procedures</u></b>	28
<b><u>PART II: OTHER INFORMATION</u></b>	
<b><u>Item 1. Legal Proceedings</u></b>	29
<b><u>Item 1A. Risk Factors</u></b>	29
<b><u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u></b>	29
<b><u>Item 3. Defaults Upon Senior Securities</u></b>	29
<b><u>Item 4. [Removed and Reserved]</u></b>	29
<b><u>Item 5. Other Information</u></b>	29
<b><u>Item 6. Exhibits</u></b>	30
<b><u>Signatures</u></b>	31

**Table of Contents****PART I****FINANCIAL INFORMATION****Item 1. Financial Statements****CACI INTERNATIONAL INC****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)****(amounts in thousands, except per share data)**

	<b>Three Months Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
Revenue	\$ 931,627	\$ 973,243
Costs of revenue:		
Direct costs	639,649	679,398
Indirect costs and selling expenses	209,068	204,541
Depreciation and amortization	13,328	14,598
Total costs of revenue	862,045	898,537
Income from operations	69,582	74,706
Interest expense and other, net	6,231	6,538
Income before income taxes	63,351	68,168
Income taxes	23,371	26,888
Net income including portion attributable to noncontrolling interest in earnings of joint venture	39,980	41,280
Noncontrolling interest in earnings of joint venture	(304)	(219)
Net income attributable to CACI	\$ 39,676	\$ 41,061
Basic earnings per share	\$ 1.74	\$ 1.55
Diluted earnings per share	\$ 1.69	\$ 1.51
Weighted-average basic shares outstanding	22,852	26,450
Weighted-average diluted shares outstanding	23,537	27,270

*See Notes to Unaudited Condensed Consolidated Financial Statements*

**Table of Contents****CACI INTERNATIONAL INC****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

(amounts in thousands, except per share data)

	<b>Six Months Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
Revenue	\$ 1,862,863	\$ 1,897,638
Costs of revenue:		
Direct costs	1,285,286	1,314,329
Indirect costs and selling expenses	416,691	404,823
Depreciation and amortization	26,567	28,126
Total costs of revenue	1,728,544	1,747,278
Income from operations	134,319	150,360
Interest expense and other, net	13,013	12,138
Income before income taxes	121,306	138,222
Income taxes	45,336	54,829
Net income including portion attributable to noncontrolling interest in earnings of joint venture	75,970	83,393
Noncontrolling interest in earnings of joint venture	(586)	(192)
Net income attributable to CACI	\$ 75,384	\$ 83,201
Basic earnings per share	\$ 3.29	\$ 3.01
Diluted earnings per share	\$ 3.17	\$ 2.91
Weighted-average basic shares outstanding	22,942	27,683
Weighted-average diluted shares outstanding	23,758	28,556

*See Notes to Unaudited Condensed Consolidated Financial Statements*

**Table of Contents****CACI INTERNATIONAL INC****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)****(amounts in thousands)**

	<b>Three Months Ended December 31,</b>		<b>Six Months Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Net income including portion attributable to noncontrolling interest in earnings of joint venture	\$ 39,980	\$ 41,280	\$ 75,970	\$ 83,393
Change in foreign currency translation adjustment	295	(1,026)	3,840	(3,960)
Change in fair value of interest rate swap agreement	(36)		(626)	
Effects of changes in actuarial assumptions and recognition of prior service cost		(27)		(27)
Comprehensive income including portion attributable to noncontrolling interest in earnings of joint venture	40,239	40,227	79,184	79,406
Noncontrolling interest in earnings of joint venture	(304)	(219)	(586)	(192)
Comprehensive income attributable to CACI	\$ 39,935	\$ 40,008	\$ 78,598	\$ 79,214

*See Notes to Unaudited Condensed Consolidated Financial Statements*

**Table of Contents****CACI INTERNATIONAL INC****CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

(amounts in thousands, except per share data)

	December 31, 2012	June 30, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 37,509	\$ 15,740
Accounts receivable, net	609,969	628,842
Deferred income taxes	18,223	16,747
Prepaid expenses and other current assets	33,634	24,463
<b>Total current assets</b>	<b>699,335</b>	<b>685,792</b>
Goodwill	1,481,555	1,406,953
Intangible assets, net	119,782	114,816
Property and equipment, net	70,393	67,449
Supplemental retirement savings plan assets	87,506	77,371
Other long-term assets	40,995	35,841
<b>Total assets</b>	<b>\$ 2,499,566</b>	<b>\$ 2,388,222</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 7,500	\$ 7,500
Accounts payable	132,210	149,549
Accrued compensation and benefits	161,669	180,871
Other accrued expenses and current liabilities	134,947	147,009
<b>Total current liabilities</b>	<b>436,326</b>	<b>484,929</b>
Long-term debt, net of current portion	695,237	527,307
Supplemental retirement savings plan obligations, net of current portion	74,925	73,176
Deferred income taxes	105,420	86,414
Other long-term liabilities	59,247	51,951
<b>Total liabilities</b>	<b>1,371,155</b>	<b>1,223,777</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
Shareholders' equity:		
Preferred stock \$0.10 par value, 10,000 shares authorized, no shares issued		
Common stock \$0.10 par value, 80,000 shares authorized, 40,906 and 40,626 shares issued, respectively	4,091	4,062
Additional paid-in capital	522,513	525,121
Retained earnings	1,181,333	1,105,949
Accumulated other comprehensive loss	(4,620)	(7,834)
Treasury stock, at cost (17,951 and 15,988 shares, respectively)	(577,198)	(465,303)
<b>Total CACI shareholders' equity</b>	<b>1,126,119</b>	<b>1,161,995</b>
Noncontrolling interest in joint venture	2,292	2,450
<b>Total shareholders' equity</b>	<b>1,128,411</b>	<b>1,164,445</b>

Total liabilities and shareholders equity	\$ 2,499,566	\$ 2,388,222
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*See Notes to Unaudited Condensed Consolidated Financial Statements*



**Table of Contents**

**CACI INTERNATIONAL INC**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

**(amounts in thousands)**

	<b>Six Months Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income including portion attributable to noncontrolling interest in earnings of joint venture	\$ 75,970	\$ 83,393
Reconciliation of net income including portion attributable to noncontrolling interest to net cash provided by operating activities:		
Depreciation and amortization	26,567	28,126
Non-cash interest expense	6,325	5,910
Amortization of deferred financing costs		