

Paradigm Holdings, Inc
Form 3
August 03, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â CACI, INC.-FEDERAL
(Last) (First) (Middle)

1100 N. GLEBE ROAD
(Street)

ARLINGTON,Â VAÂ 22201

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
07/25/2011

3. Issuer Name **and** Ticker or Trading Symbol
Paradigm Holdings, Inc [PDHO.OB]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0 ⁽¹⁾

I

See Explanation of Responses ⁽²⁾
₍₃₎

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CACI, INC.-FEDERAL 1100 N. GLEBE ROAD ARLINGTON, VA 22201	Â	Â X	Â	Â
CACI INTERNATIONAL INC /DE/ 1100 N. GLEBE ROAD ARLINGTON, VA 22201	Â	Â X	Â	Â

Signatures

/s/ Arnold D. Morse, Sr. VP, Chief Legal Officer and Secretary for CACI, INC. - FEDERAL	08/03/2011
__Signature of Reporting Person	Date
/s/ Arnold D. Morse, Sr. VP, Chief Legal Officer and Secretary for CACI International Inc	08/03/2011
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 3 is filed jointly by CACI, Inc. - Federal and CACI International Inc (collectively the "Reporting Persons"). Each of the Reporting Persons may be deemed to have voting power with respect to (and therefore may beneficially own within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934 ("Exchange Act")) in excess of 10% of the Issuer's outstanding shares of common stock ("Paradigm Common Stock"). See footnotes 2 and 3 below.
- (2) In connection with the Agreement and Plan of Merger ("Merger Agreement"), dated as of July 25, 2011, by and among Paradigm Holdings, Inc., a Nevada corporation ("Paradigm"), CACI, Inc.-Federal, a Delaware corporation ("Parent"), a wholly-owned subsidiary of CACI International Inc ("CACI"), and CACI Newco Corporation, a Nevada corporation and wholly-owned subsidiary of Parent, Parent entered into Stockholder Support Agreements with certain of Paradigm's stockholders (the "Stockholders"), each dated as of July 25, 2011, whereby, among other things, the Stockholders agreed to appoint Parent or its designee as such Stockholder's proxy and attorney-in-fact to vote such Stockholder's Paradigm Common Stock, and as applicable certain other securities, in favor of the merger, the Merger Agreement and the transactions contemplated by the Merger Agreement and against any adverse proposal. (Continued in footnote 3)
- By reason of receipt of the proxy, CACI and Parent may be deemed to each have shared voting power with respect to (and therefore beneficially own within the meaning of Rule 13d-3 under the Exchange Act) greater than 10% of the Paradigm Common Stock outstanding as of July 25, 2011. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that
- (3) CACI or Parent is, for purposes of Section 13(d) or Section 16 of the Exchange Act or otherwise, the beneficial owner of any shares of Paradigm Common Stock referred to herein, and such beneficial ownership is expressly disclaimed. Neither CACI nor Parent has any pecuniary interest in the Paradigm Common Stock and therefore neither has beneficial ownership of any shares of Paradigm Common Stock within the meaning of Rule 16a-1(a)(2) under the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.