

COMPUTER ASSOCIATES INTERNATIONAL INC
Form DFAN14A
July 19, 2001

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
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

COMPUTER ASSOCIATES INTERNATIONAL, INC.

(Name of Registrant as Specified in its Charter)

RANGER GOVERNANCE, LTD.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

Ranger Governance, Ltd., a Texas limited partnership ("Ranger"), is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission in connection with a solicitation of proxies (the "Solicitation") in support of electing Ranger nominees to the board of directors of Computer Associates International, Inc. ("Computer Associates") at the 2001 annual meeting of stockholders of Computer Associates.

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[RANGER LOGO]

IMPORTANT MESSAGE REGARDING THE ANNUAL MEETING OF SHAREHOLDERS OF COMPUTER ASSOCIATES INTERNATIONAL, INC.

July 19, 2001

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Dear Fellow Computer Associates Shareholder:

As you may have already heard, my colleagues and I at Ranger Governance, Ltd. have put together a comprehensive plan which we believe will realize the full potential of Computer Associates' winning products and people. The plan is designed to return value to your investment.

In the near future we intend to solicit your vote to replace the current Board of Directors with directors who will be responsive to and represent the interests of all shareholders. We will be furnishing shareholders with a proxy statement and GREEN proxy card in connection with the solicitation of proxies to be used at the 2001 Annual Meeting of Shareholders of Computer Associates on August 29, 2001. Our solicitation material will contain information that will assist you in choosing the right Board for Computer Associates.

At this time, you may have already received a proxy statement for the 2001 Annual Meeting sent by the current Board and management of Computer Associates. In order to make an informed decision regarding the Annual Meeting vote, we urge you NOT to return any proxy sent to you by the management of Computer Associates without first having received and considered information that Ranger will be sending you in the near future. If you have returned a WHITE card, you can still change your vote - only your latest dated proxy card will be counted on August 29th.

I look forward to communicating with you and other shareholders in the very near future.

Thank you for your consideration.

Sincerely,

/s/ Sam Wyly

Sam Wyly

If you have any questions, please contact MORROW & CO., INC. which is assisting Ranger in this effort at (800) 607-0088.

IMPORTANT INFORMATION - On July 19, 2001, Ranger filed with the Securities and Exchange Commission a revised preliminary proxy statement in connection with the election of the nominees of Ranger (the "Ranger Nominees") to the Computer Associates' board of directors at the Computer Associates 2001 annual meeting of stockholders. Ranger will prepare and file with the Commission a definitive proxy statement regarding the election of the Ranger Nominees and may file other proxy solicitation material regarding the election of the Ranger Nominees. Investors and security holders are urged to read the definitive proxy statement and any other proxy material, when they become available, because they will contain important information. The definitive proxy statement will be sent to stockholders of Computer Associates seeking their support of the election of the Ranger Nominees to the Computer Associates board of directors. Investors and security holders may obtain a free copy of the definitive proxy statement (when it is available) and other documents filed by Ranger with the Commission at the Commission's website at www.sec.gov. The definitive proxy statement (when it is available) and these other documents may also be obtained for free by writing to Ranger at 300 Crescent Court, Suite 1000, Dallas, Texas 75201, by contacting Morrow & Co., Inc. at 800-607-0088 or at www.rangergov.com. Detailed information

regarding the names, affiliations and interests of individuals who may be deemed participants in the Solicitation is available in the revised preliminary proxy statement filed by Ranger with the Commission on Schedule 14A on July 19, 2001.

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The Ranger Nominees' plans for Computer Associates could change after election based on the exercise of their fiduciary duties to the stockholders of Computer Associates in the light of their knowledge and the circumstances at the time.

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Detailed information regarding the names, affiliations and interests of individuals who may be deemed participants in the Solicitation is available in the revised preliminary proxy statement filed by Ranger with the Commission on Schedule 14A on July 19, 2001.