

CA, INC.  
Form 8-K  
January 26, 2012

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

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: January 26, 2012**

**(Date of earliest event reported)**

**CA, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

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

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**1-9247**  
(Commission File Number)

**13-2857434**  
(IRS Employer Identification No.)

**One CA Plaza**

**Islandia, New York**  
(Address of principal executive offices)

**11749**  
(Zip Code)

**(800) 225-5224**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 26, 2012, CA, Inc. (the Company ) entered into a fixed dollar collared accelerated share repurchase agreement (the ASR Agreement ) with Bank of America, N.A. ( BofA ) under which the Company will repurchase \$500 million of its common stock. The Company will acquire these common shares as part of its \$1.5 billion stock repurchase program it announced on January 24, 2012.

Pursuant to the ASR Agreement, the Company will pay \$500 million to BofA on January 27, 2012 and receive 14,988,010 shares of its common stock on the same day. Additional shares are expected to be delivered over the term of the ASR Agreement, which ends no later than June 14, 2012. The specific number of shares to be repurchased will generally be based on the volume-weighted average share price of the Company s common shares during the calculation period of the accelerated share repurchase program, subject to a collar provision on a portion of the transaction that establishes the minimum and maximum prices of the shares to be repurchased under that portion of the program.

The ASR Agreement is subject to terms customary for similar agreements of this type, including, but not limited to, the mechanism used to determine the number of shares that will be delivered, the required timing of delivery of the shares, the circumstances under which BofA is permitted to make adjustments to valuation periods, the circumstances under which the ASR Agreement may be terminated early, the circumstances under which BofA could be entitled to deliver fewer than the minimum number of shares specified by the collar provisions or the Company could be required to deliver cash or shares (at the Company s option) to BofA and various acknowledgements, representations and warranties made by the parties to one another.

The foregoing description of the ASR Agreement is a summary and is qualified in its entirety by the terms of the ASR Agreement, a copy of which will be filed as an exhibit to the Company s Annual Report on Form 10-K for the fiscal year ending March 31, 2012.

**Item 7.01 Regulation FD Disclosure.**

On January 26, 2012, the Company issued a press release reporting its entry into the ASR Agreement described in Item 1.01 above. A copy of this press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2. of Form 8-K, the information in this Current Report on Form 8-K furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liability of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Cautionary Statement Regarding Forward-Looking Statements**

Repurchases under the Company s stock repurchase program are expected to be made with cash on hand and may be made from time to time, subject to market conditions and other factors, in the open market, through solicited or unsolicited privately negotiated transactions or otherwise. The program, which is authorized through fiscal year 2014, does not obligate the Company to acquire any particular amount of common stock, and it may be modified or suspended at any time at the Company s discretion.

Certain statements in this communication (such as statements containing the words believes, plans, anticipates, expects, estimates, targets similar expressions) constitute forward-looking statements that are based upon the beliefs of, and assumptions made by, the

Company's management, as well as information currently available to management. These forward-looking statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties, and assumptions. A number of important factors could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to achieve success in the Company's strategy by, among other things, increasing sales in new and emerging enterprises and markets, enabling the sales force to sell new products, improving the Company's brand in the marketplace and ensuring the Company's set of cloud computing, Software-as-a-Service and other new offerings address the needs of a rapidly changing market, while not adversely affecting the demand for the Company's traditional products or its profitability; global economic factors or political events beyond the Company's control; general economic conditions and credit constraints, or unfavorable economic conditions in a particular region, industry or business sector; failure to expand partner programs; the ability to adequately manage and evolve financial reporting and managerial systems and processes; acquisition opportunities that may or may not arise; the ability to integrate acquired companies and products into existing businesses; competition in product and service offerings and pricing; the ability to retain and attract qualified key personnel; the ability to adapt to rapid technological and market changes; the ability of the Company's products to remain compatible with ever-changing operating environments; access to software licensed from third parties; use of software from open source code sources; discovery of errors in the Company's software and potential product liability claims; significant amounts of debt and possible future credit rating changes; the failure to protect the Company's intellectual property rights and source code; fluctuations in the number, terms and duration of our license agreements as well as the timing of orders from customers and channel partners; reliance upon large transactions with customers; risks associated with sales to government customers; breaches of the Company's software products and the Company's and customers' data centers and IT environments; third-party claims of intellectual property infringement or royalty payments; fluctuations in foreign currencies; failure to effectively execute the Company's workforce reductions; successful outsourcing of various functions to third parties; potential tax liabilities; and other factors described more fully in the Company's filings with the Securities and Exchange Commission. Should one or more of these risks or uncertainties occur, or should our assumptions prove incorrect, actual results may vary materially from those described herein as believed, planned, anticipated, expected, estimated or targeted. The Company assumes no obligation to update the information in this communication, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated January 26, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CA, Inc.

Date: January 26, 2012

By: /s/ C.H.R. DuPree  
C.H.R. DuPree  
Senior Vice President, Corporate Governance, and Corporate  
Secretary

**Exhibit Index**

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