

Sayed Ayman  
 Form 4  
 November 05, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Sayed Ayman

2. Issuer Name and Ticker or Trading Symbol  
 CA, INC. [CA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 520 MADISON AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/05/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres., Chief Products Officer

NEW YORK, NY 10022

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock, \$.10 par value   | 11/05/2018                           |  | D                              | 4,186   | D (2) 0   | D  |                                   |
| Common Stock, \$.10 par value   | 11/05/2018                           |  | D                              | 1,921   | D (3) 0   | D  |                                   |
| Common Stock, \$.10 par value   | 11/05/2018                           |  | D                              | 9,954   | D (4) 0   | D  |                                   |
| Common Stock, \$.10             | 11/05/2018                           |  | D                              | 14,172  | D (5) 0   | D  |                                   |

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par value

|                                     |            |  |   |         |   |            |   |  |   |                               |
|-------------------------------------|------------|--|---|---------|---|------------|---|--|---|-------------------------------|
| Common<br>Stock, \$.10<br>par value | 11/05/2018 |  | D | 113.601 | D | <u>(1)</u> | 0 |  | I | See<br>footnote<br><u>(6)</u> |
|-------------------------------------|------------|--|---|---------|---|------------|---|--|---|-------------------------------|

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (right to buy)       | \$ 31.53   | 11/05/2018                           |  | D                              | 29,305  | <u>(7)</u> 05/15/2026                                    | Common Stock, \$.10 par value                                 | 29,305                     |  |
| Employee Stock Option (right to buy)       | \$ 34.35   | 11/05/2018                           |  | D                              | 13,449  | <u>(8)</u> 08/15/2026                                    | Common Stock, \$.10 par value                                 | 13,449                     |  |
| Employee Stock Option (right to buy)       | \$ 31.69   | 11/05/2018                           |  | D                              | 65,703  | <u>(9)</u> 05/15/2027                                    | Common Stock, \$.10 par value                                 | 65,703                     |  |
| Employee Stock Option (right to buy)       | \$ 35.28   | 11/05/2018                           |  | D                              | 87,868  | <u>(10)</u> 05/15/2028                                   | Common Stock, \$.10 par value                                 | 87,868                     |  |



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option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

- (9) This option, originally for 99,551 shares, of which 33,848 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement (with respect to the unvested portion of this option) and the Merger Agreement (with respect to the vested portion of this option), immediately prior to the effective time of the Merger, the 65,703 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

- (10) This option provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, 87,868 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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