

CA, INC.  
Form S-8  
September 05, 2012  
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As filed with the Securities and Exchange Commission on September 5, 2012

Registration No. 333-

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

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CA, Inc.**

(Exact name of registrant as specified in its charter)

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

**13-2857434**  
(I.R.S. Employer Identification Number)

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One CA Plaza

Islandia, New York 11749-7000

(Address, including zip code, of registrant's principal executive offices)

CA, Inc. 2012 Compensation Plan for Non-Employee Directors

(Full title of the Plan)

Amy Fliegelman Olli, Esq.

Executive Vice President and General Counsel

One CA Plaza

Islandia, New York 11749-7000

(800) 225-5224

(Name, address and telephone number of agent for service)

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  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(3)	Proposed maximum offering price per share(4)	Proposed maximum aggregate offering price	Amount of registration fee(5)
Deferred Stock Obligations(1)	500,000 units	\$25.81	\$12,902,500	\$1,479

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Common Stock, par value \$0.10 per share, together with  
associated right to purchase shares of Series One Junior

Participating Preferred Stock, Class A, without par value(2)	500,000 shares	\$25.81	\$12,902,500	\$0
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- (1) The Deferred Stock Obligations are unsecured deferred compensation obligations of CA, Inc. (the Registrant ) incurred in connection with a non-employee director's deferral of annual director fees in accordance with the terms of the CA, Inc. 2012 Compensation Plan for Non-Employee Directors (the Plan ), which obligations will be settled in shares of Common Stock after the director terminates service with the Registrant's Board of Directors.
- (2) Each share of Common Stock includes one right to purchase the Registrant's Series One Junior Participating Preferred Stock, Class A, without par value. No separate consideration is payable for such rights.
- (3) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers additional units of Deferred Stock Obligations and shares of Common Stock that may become issuable under the Plan by reason of any stock split, stock dividend, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Common Stock. The 500,000 shares of Common Stock to be registered represent shares that will be issued to Plan participants in satisfaction of Deferred Stock Obligations under the terms of the Plan and includes (i) 265,000 shares that have been reserved for issuance under the Plan; and (ii) 235,000 shares that had been reserved for issuance under the CA, Inc. 2003 Compensation Plan for Non-Employee Directors but were not awarded under that plan prior to its termination and have been made available for issuance under the Plan.
- (4) Estimated solely for purpose of computing the amount of the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended, and based on the average of the high and low prices of the registrant's Common Stock on the NASDAQ Global Select Market on August 30, 2012.
- (5) Pursuant to Rule 457(i) under the Securities Act of 1933, as amended, the registration fee is calculated solely on the basis of the proposed offering price of the Deferred Stock Obligations, which convert to shares of the Registrant's Common Stock at distribution under the terms of the Plan.

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**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

CA, Inc. (the Registrant) hereby incorporates herein by reference the following documents filed with the Securities and Exchange Commission (the Commission):

- (a) The Registrant's annual report on Form 10-K for its fiscal year ended March 31, 2012;
- (b) The Registrant's quarterly report on Form 10-Q for its fiscal quarter ended June 30, 2012;
- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) since March 31, 2012;
- (d) The description of the Registrant's common stock, par value \$0.10 per share, outlined in the Registrant's Registration Statement on Form 8-A filed on February 17, 1982 under the Exchange Act, which in turn incorporates by reference the description in the Registrant's Registration Statement on Form S-1 (Registration No. 2-74618) filed under the Securities Act of 1933, as amended (the Securities Act); and
- (e) The description of the Registrant's rights to purchase shares of Series One Junior Participating Preferred Stock, Class A, without par value, outlined in the Registrant's Registration Statement on Form 8-A filed on November 18, 2009 under the Exchange Act, which in turn incorporates by reference the Company's Current Report on Form 8-K filed on November 5, 2009.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as Incorporated Documents).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of Form 8-K be deemed incorporated by reference herein, unless such Form 8-K expressly provides to the contrary.

**Item 4. Description of Securities.**

The securities being registered under this registration statement consist of (1) obligations (the Deferred Stock Obligations) of the Registrant to issue shares of Common Stock in the future in connection with the deferred payment of annual director fees that are deferred by or on behalf of eligible directors under the terms of the CA, Inc. 2012 Compensation Plan For Non-Employee Directors (the Plan) and (2) shares of Common Stock of the Registrant into which the Deferred Stock Obligations shall convert upon settlement. A description of the Registrant's Common Stock is incorporated by reference in this Registration Statement pursuant to Item 3 above. A description of the Deferred Stock Obligations

follows.

Subject to the provisions of the Plan, an eligible director (a Participant ) will receive payment of the Participant s annual director fees in the form of stock deferrals, subject to the Participant s right to elect to receive current payment of up to 50% of such annual director fees in cash in lieu of stock deferrals. A Participant s stock deferrals will be credited to an unfunded and unsecured record keeping account (a Deferred Stock Compensation

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Account ) maintained by the Registrant in the name of the Participant. The number of shares underlying each stock deferral will be determined by dividing the dollar amount of the director fees subject to the stock deferral by the market price of a share of Common Stock on the day the deferral is credited to the Participant's Deferred Stock Compensation Account. A Participant will receive cash payments on each share underlying the stock deferrals credited to the Participant's account in amounts equal to the cash dividends and other distributions payable to holders of a share of Common Stock. The Corporate Governance Committee of the Board of Directors of the Registrant may, however, determine in its discretion that in lieu of such cash payments, a Participant's Deferred Stock Compensation Account will be credited with additional stock deferrals in the amount of such dividends or other distributions. The amounts credited to Participants' Deferred Stock Compensation Accounts comprise the Deferred Stock Obligations being registered hereunder.

Generally, the Deferred Stock Obligations will convert to and be settled in shares of the Registrant's Common Stock in one lump sum on the first business day of the calendar year following the director service year in which a Participant ceases for any reason to be a member of the Registrant's Board of Directors (the Payment Commencement Date ). A Participant may, however, elect at any time prior to the Participant's termination date to receive shares in settlement of the Deferred Stock Obligations in up to 10 annual installments, commencing on the Payment Commencement Date. If a Participant dies before full settlement of the Deferred Stock Obligations, the unsettled balance will be settled in one lump sum in accordance with the Participant's will, or if there is no will, in accordance with the laws of descent and distribution.

The Deferred Stock Obligations are not subject to redemption, in whole or in part, prior to the Payment Commencement Date, except that the Corporate Governance Committee of the Registrant's Board of Directors, in its discretion, may permit early redemption of Deferred Stock Obligations if a Participant or a Participant's representative provides satisfactory evidence that such early redemption is needed to meet an unforeseen financial hardship. A Participant's rights to and under the Deferred Stock Obligations cannot be assigned, alienated, sold, garnished, transferred, pledged or encumbered, except by way of transfer to the employee's beneficiary or estate upon the Participant's death, pursuant to the terms of the Plan.

The Deferred Stock Obligations are unsecured general obligations of the Registrant, which are equal in rank to other unsecured and unsubordinated indebtedness of the Registrant that may be outstanding from time to time. No sinking fund has or will be established with respect to the Deferred Stock Obligations.

The Registrant reserves the right to amend or terminate the Plan at any time, except that no amendment or termination shall adversely affect the rights of Participants with respect to Deferred Stock Obligations acquired prior to such amendment or termination without the Participants' written consent. In the event the Plan is terminated, the Registrant may decide, in its sole discretion, to either settle the Deferred Stock Obligations as they come due in accordance with the terms of the Plan or accelerate the settlement of the Deferred Stock Obligations.

The Deferred Stock Obligations do not enjoy the benefit of any affirmative or negative pledges or covenants by the Registrant. The Registrant may establish a grantor trust to set aside shares of the Registrant's Common Stock to use for the settlement of the Deferred Stock Obligations, but the Registrant retains discretion to determine whether such a trust will be established and, if so, the amount and timing of any contributions to the trust. The assets of the trust would remain subject to the claims of the Registrant's creditors. The trustee of the trust would be required to administer the trust in accordance with its terms, but the trustee's obligations and authority would be limited to the amounts that may be held in the trust from time to time and the trustee may be subject to the direction of the Registrant with respect to the settlement of the Deferred Stock Obligations.

### **Item 5. Interests of Named Experts and Counsel.**

C.H.R. DuPree, who rendered the opinion as to the legality of the Deferred Stock Obligations and Common Stock to be issued pursuant to this Registration Statement, is employed by the Registrant as Senior Vice President, Corporate Governance, and Corporate Secretary. Mr. DuPree is the beneficial owner of approximately 35,656 shares of the Registrant's Common Stock (which includes shares that remain subject to vesting and transfer restrictions).



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**Item 6. Indemnification of Directors and Officers.**

As permitted by Section 145 of the Delaware General Corporation Law, Article EIGHTH of the Registrant's Restated Certificate of Incorporation, as amended, provides:

The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein, shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Registrant's Restated Certificate of Incorporation, as amended, also limits the personal liability of directors for monetary damages in certain instances and eliminates director liability for monetary damages arising from any breach of a director's duty of care.

The Registrant maintains insurance on behalf of any person who is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in such capacity, or arising out of that person's status as such, whether or not the Registrant would have the power to indemnify that person against such liability under the provisions of the Registrant's Restated Certificate of Incorporation, as amended.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See the Index to Exhibits attached hereto.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

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*provided, however,* that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

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- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  
- B. The undersigned Registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Islandia, State of New York, on September 5, 2012.

CA, Inc.

By: /s/ William E. McCracken  
William E. McCracken,

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ William E. McCracken William E. McCracken	Chief Executive Officer (Principal Executive Officer) and Director	September 5, 2012
/s/ Richard J. Beckert Richard J. Beckert	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 5, 2012
/s/ Neil A. Manna Neil A. Manna	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	September 5, 2012
* Jens Alder	Director	September 5, 2012
* Raymond J. Bromark	Director	September 5, 2012
* Gary J. Fernandes	Director	September 5, 2012
* Rohit Kapoor	Director	September 5, 2012
* Kay Koplovitz	Director	September 5, 2012

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	*	Director	September 5, 2012
Christopher B. Lofgren			
	*	Director	September 5, 2012
Richard Sulpizio			

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	*	Director	September 5, 2012
Laura S. Unger			
	*	Director	September 5, 2012
Arthur F. Weinbach			
	*	Director	September 5, 2012
Renato Zambonini			

\*By: /s/ C.H.R. DuPree  
C.H.R. DuPree

Attorney-in-Fact

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
4.1*	Provisions of the Registrant's Restated Certificate of Incorporation that define the rights of security holders of the Registrant (filed as Exhibit 3.3 to the Registrant's Current Report on Form 8-K dated March 6, 2006).
4.2*	Provisions of the Registrant's By-laws that define the rights of security holders of the Registrant (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated February 23, 2007).
4.3*	Stockholder Protection Rights Agreement dated November 5, 2009 between the Registrant and Mellon Investor Services LLC, as Rights Agent, including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of the Participating Preferred Stock of the Registrant (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated November 5, 2009).
5.1	Opinion of C.H.R. DuPree, Esq.
15.1	Accountants' Acknowledgment Letter.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2	Consent of C.H.R. DuPree, Esq. (included in Exhibit 5.1).
24.1	Power of Attorney.
99.1*	CA, Inc. 2012 Compensation Plan for Non-Employee Directors (included as Exhibit B to the Registrant's definitive Proxy Statement filed June 11, 2012).

\* Incorporated by reference.