

CA, INC.
Form DEFA14A
July 17, 2018

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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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 §240.14a-12

CA, Inc.

(Name of Registrant as Specified In Its Charter)

(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:

- (2) Aggregate number of securities to which transaction applies:

- (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):

- (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:

This Schedule 14A filing consists of the following communication relating to the proposed acquisition of CA, Inc. (CA) by Broadcom Inc. (Parent), a Delaware corporation, and Collie Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), pursuant to the terms of an Agreement and Plan of Merger, dated July 11, 2018, by and among CA, Parent and Merger Sub:

Employee Q&A, first used or made available on July 17, 2018

Day One Q&A

Q: What is the company announcing?

A: On July 11, Broadcom announced it has signed a definitive agreement to acquire CA Technologies.

Q: What are the terms of the deal?

A: Under the terms of the agreement, CA Technologies shareholders will receive \$44.50 per share in cash.

Q: Why is Broadcom acquiring the company? Why is CA Technologies portfolio attractive to Broadcom?

A: As Broadcom seeks to create one of the world's leading infrastructure technology companies, software is a natural complement to their leadership in the semiconductor market.

Broadcom has been a leader in the semiconductor space for decades. CA a leader in mainframe and enterprise software adds to Broadcom's portfolio of mission critical technology businesses.

Q: How will CA Technologies fit into Broadcom?

A: Specific decisions about how CA Technologies will fit into Broadcom will be made during the integration planning period and discussed at close. CA will work closely with Broadcom to facilitate a smooth integration, which will set the combined company on a path to future success.

Q: Why did CA Technologies sell to Broadcom?

A: We were confident in our strategy, our team and our path forward. However, Broadcom came forward with an economic plan that we believe is very attractive to our shareholders.

Q: What does this mean for our dividend payments?

A: Dividends will continue to be paid in the ordinary course through closing.

Q: When will the deal be completed and what are the next steps?

A: The transaction is subject to customary closing conditions, including the approval of CA Technologies shareholders and antitrust approvals in the U.S., the EU and Japan. The transaction is expected to close in the fourth calendar quarter of 2018.

Q: How will Broadcom continue to invest in CA Technologies portfolio?

A:

Broadcom invests deeply in the companies it acquires in fact, Broadcom spends more than \$3 billion on R&D annually, which is the third highest R&D spend in the semiconductor industry. We believe CA will have significant opportunities with Broadcom as Broadcom builds one of the world's leading infrastructure technology companies.

Q: How will this be a win for CA Technologies employees?

A: As Broadcom seeks to create one of the world's leading infrastructure technology companies, software is a natural complement to their leadership in the semiconductor market.

Broadcom shares our vision of helping great talent thrive, and their goal is to ensure a seamless transition for our team members. As we move forward together, we expect that there will be growth opportunities for employees within the larger combined company.

Q: Based on this announcement, what does it mean for me in terms of my job, pay, benefits, reporting structure, etc. between now and close?

A: Prior to the closing of the transaction, CA Technologies intends to continue its normal benefits and compensation practices. Until the transaction closes, we remain an independent company and it is business as usual.

As we work to complete this transaction, it is important to stay focused on the important work you do for our customers. This is our mission and should be our primary focus through the completion of the transaction and going forward.

Q: How quickly will we know our employment status?

A: Broadcom has made it clear that they want to preserve the value that CA Technologies brings, and that includes the talented team at CA. It will take some time for the combined company to determine what personnel changes are appropriate. That will be part of the integration planning period. CA will work closely with Broadcom to facilitate a smooth integration, which will set the combined company on a path to future success.

Q: Who do I call with any questions about the acquisition?

A: We realize that you will have questions. We have established an inbox YourQuestions@ca.com for you to submit your questions. We will make every effort to keep you informed as we move forward.

I. Shareholder Information

Q: Does this transaction require shareholder approval? What other approvals are required?

A: The transaction is subject to customary closing conditions, including the approval of CA Technologies shareholders and antitrust approvals in the U.S., EU and Japan. Careal Property Group AG and affiliates, who collectively own approximately 25% of the outstanding shares of CA Technologies common stock, have entered into a voting agreement to vote in favor of the transaction.

Q: Will CA Technologies annual meeting take place in early August, as usual?

A: Yes, it is business as usual until the transaction closes.

II. Customer & Partner Information

Q: How will this transaction impact CA Technologies customers?

A: Until the acquisition closes, CA Technologies is a standalone business and we will continue to serve customers with the commitment for which we are known. CA will work with Broadcom to provide a set of communication information for the Sales & Support teams to share with our customers.

Q: What will happen to CA Technologies product roadmap?

A: CA Technologies and Broadcom have both historically delivered product innovation and leadership. At this stage, it is too early to provide specific details, but Broadcom has a track record of delivering market leading

innovations and competitive solutions that enables customer success.

Q: Will CA Technologies enterprise salesforce model, customer support and product delivery change?

A: Broadcom intends to preserve CA Technologies enterprise salesforce model, customer support and product delivery for the foreseeable future.

Q: Will CA Technologies salesforce be able to sell Broadcom products?

A: Those decisions will be made during the integration planning period and discussed at close. CA Technologies will work closely with Broadcom to help plan a smooth integration designed to set the combined company on a path to future success.

Q: Will customers need to update their contracts? Will contracts under negotiation need amendment?

A: We do not anticipate any changes. We will contact customers on a case-by-case basis as needed.

Q: I m about to purchase a new product. Should I have any concerns?

A: Not at all. CA Technologies and Broadcom both have a strong history of innovation and commitment to customers.

Q: Will my CA Technologies partnership agreement remain in place?

A: In most cases, yes. We don t anticipate any significant impact for our partners who are key to CA Technologies success spanning GSPs, GSIs, MSPs and Resellers. CA Technologies will work with Broadcom to provide a set of communication information for the Sales & Support teams to share with our Partners. We will contact partners on a case-by-case basis as needed.

Q: My customers have security concerns following the failed Broadcom-Qualcomm transaction? How can I address them?

A: Broadcom has been misrepresented in the public domain in recent months. To be clear, Broadcom is and always has been operated from the U.S., and as of April 4, 2018, Broadcom officially became a U.S. corporation. Broadcom s customer base includes a who s who of companies that require the highest standards for security: IBM, Cisco, Apple, HPE, Dell and Oracle to name a few. CA s security offerings and the CA teams who design and execute them will continue to ensure the highest standards for data protection, and this will hold true following the completion of Broadcom s acquisition of CA.

III. Communications

Q: What if I am approached by media or others?

A: Broadcom will be taking the lead on all communications related to the announcement, including media, IT analysts and financial analysts. If you are contacted by a reporter or IT analysts, please forward those to Joe Stunkard, joseph.stunkard@ca.com, 646-826-6010.

Q: What can be posted to social media?

A: Posting on social media by our sales, marketing and product development teams should be focused on driving and promoting CA Technologies business as per usual; however, for compliance purposes it is critically important that no employee (whether in sales, marketing, product, or another group) comment or speculate on the pending transaction.

Q: What can I share with suppliers/vendors/consultants/external stakeholders?

A:

We understand external stakeholders may have questions, and we will do as much as we can to help you communicate with them. We expect the transaction to close in the fourth calendar quarter of 2018. It is important to keep in mind that until the transaction closes, we are a standalone company that will operate independently of Broadcom and will conduct business as usual.

IV. General Employee & Management Information

Q: Where do I direct any questions about the acquisition?

A: We realize that you will have questions. We have established an inbox YourQuestions@ca.com for you to submit your questions. We will make every effort to keep you informed as we move forward.

Q: How will my group change? Who will I report to?

A: In the near term, reporting structures will remain largely unchanged. Between now and the close, the manager who you have today will remain the same. It will take some time for the combined company to determine what changes, if any, are appropriate. You will be kept informed of any impact to your group.

Q: Will the CA Technologies leadership team remain?

A: The top priority of CA's leadership team is to work together with Broadcom to complete the transaction as expeditiously as possible and ensure a smooth transition.

As we work toward close, it is important to remember that we remain a standalone business and we will continue to serve customers with the commitment for which we are known. Our goal is to ensure seamless customer service and support.

Q: Can we continue to hire? What should I tell recruits?

A: Between this announcement and when the transaction closes (expected in the fourth calendar quarter of 2018) our agreement with Broadcom places some restrictions on hiring, mostly at the VP and above level. HR will have specifics. Please work with your HR business partner.

Q: Will jobs be impacted? How quickly will we know our employment status?

A: As we are very early in the integration planning process, it is premature to speculate on headcount requirements. However, Broadcom has made it clear that they want to preserve the value that CA brings, and that includes the talented team at CA Technologies.

As Broadcom seeks to create one of the world's leading infrastructure technology companies, software is a natural complement to their leadership in the semiconductor market. Rest assured, we will keep you informed as we move forward.

Q: Will my job title change?

A: It is possible that some employees may have new job titles once the deal is completed, to bring CA Technologies' job titles into alignment with Broadcom's standards. At that time, the CA management team will review all titles and work with the team at Broadcom to align according to their standards.

Q: Will my job responsibilities change?

A: Some employees may have new job responsibilities once the deal is completed. Until the deal is officially closed, CA Technologies and Broadcom will continue to operate as separate companies and therefore job responsibilities are expected to stay the same. If you have a question, ask your manager.

Q: Do I have to move? Will there be relocation opportunities? What happens to our headquarters? What about other offices?

A: It is not expected that you will be required to move to work for Broadcom. As we just announced this today, there are still many details that need to be worked out as part of the integration planning process. Similarly, decisions around real estate and facilities will be made as part of the integration planning process.

Q: Will my pay/bonus and benefits change when the transaction closes?

A: Broadcom has made it clear that they want to preserve the value that CA Technologies brings, and that includes the talented team at CA. You will find out more about Broadcom's compensation and benefit programs as the integration planning process progresses. Prior to the closing of the transaction, CA Technologies intends to continue its normal benefits and compensation practices.

Q: What is my hire date for calculating paid-time-off and other benefits?

A: Your years of service with CA Technologies or a company previously acquired by CA will generally be recognized by Broadcom for purposes of most Broadcom benefit plans, subject to certain exceptions. Additional information will be shared as appropriate as integration planning progresses.

Q: Do work hours change?

A: Prior to the closing of the transaction, CA Technologies will continue its normal work hours practices. Additional information will be shared as appropriate as integration planning progresses.

EQUITY AND BONUS INCENTIVES:

Q: Will there be any type of trading suspension or black out to trade vested/owned CA shares prior to close?

A: As we re business as usual until closing, the same rules apply with respect to our policies and practices regarding trading in CA stock. If you are a Restricted Person under CA's *Policy Against Insider Trading and Tipping* or otherwise been notified that you are currently subject to a special blackout period, then you cannot trade until such blackout period ends.

The following are Restricted Persons under the CA's *Policy Against Insider Trading and Tipping*:

Any director;

any employee at the SVP level or above; or

any employee who CA considers to be someone who may have regular or specific access to Material Non-Public Information and who is also notified by CA prior to a blackout period that he or she is covered by the blackout period policy.

See CA's *Policy Against Insider Trading and Tipping* for a detailed definition of Material Non-Public Information. Also review the FAQs that accompany such policy.

If you are a Restricted Person, note that there is currently a regular quarterly blackout period in effect for first quarter fiscal year 2019 financial reporting, which began at the close of trading on Friday, June 22. Pursuant to CA's *Policy Against Insider Trading and Tipping*, quarterly blackout periods begin at the close of NASDAQ trading on the last NASDAQ trading day one week prior to the last day of the last month of each quarter, and end at the opening of trading one full NASDAQ business day after earnings for that quarter are released. We anticipate that the current quarterly blackout period will end at the opening of the trading market on August 8, 2018. You will be notified in advance of the end of the current blackout period by CA's legal department.

If you are not a Restricted Person and have not otherwise been notified that you are currently subject to a special blackout period then as is always the case you can trade unless you are in possession of any Material Non-Public Information. The contemplated transaction with Broadcom is public knowledge, so awareness of the transaction alone would not qualify as having Material Non-Public Information.

Any additional restrictions will be communicated to you by CA's legal department.

Q: Can I trade in Broadcom stock prior to close?

A: You can transact with respect to Broadcom stock, provided you are not in possession of material non-public information about Broadcom or CA. The transaction between CA and Broadcom is public knowledge, so awareness of the transaction alone would not qualify as having material non-public information.

Q: What happens to my vested and unvested CA Technologies stock and equity awards (RSAs, RSUs, options, etc.)?

A: Unvested equity awards will be assumed by Broadcom and converted into awards to acquire an adjusted number of shares of Broadcom common stock at an adjusted exercise price (if any). Following the closing, unvested equity awards generally will be subject to the same terms and conditions, including vesting terms. The ESPP will terminate prior to the closing and any outstanding ESPP rights will be settled in accordance with the ESPP. Until the ESPP termination, the ESPP generally will continue to operate on its same terms for existing ESPP participants, and no increases to ESPP contributions will be permitted.

SEVERANCE

Q: Will severance (under CA's policies and guidelines) be available if my employment is terminated before the close? What happens if my employment is terminated after the close?

A: Prior to the closing, you will continue to be covered by CA Technologies' severance policies and guidelines as in effect from time to time. For one year following the closing, Broadcom has agreed to honor CA's severance policies as in effect as of July 11, 2018. Additional information will be shared as appropriate as integration planning progresses.

CLARIFICATION POINT: The above statement is specific to countries like the USA that do not have severance protection per local regulations. International employees will be governed by their contract of employment and applicable local laws.

Q: How will severance be calculated? What date will be used for purposes of determining my length of service? Will severance be paid in lump sum or through continuation of payroll?

A: Broadcom will compute and pay severance in accordance with CA's existing severance policies.

Q: Will I be eligible for COBRA insurance coverage if my employment is terminated, either before or after the close?

A: Broadcom will provide COBRA coverage in accordance with applicable law.

Q: What if I quit prior to the close or choose not to accept employment with Broadcom? Can I elect severance instead?

A: No. To be eligible for severance you must be terminated involuntarily.

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This communication does not modify the terms of any of CA Technologies' or Broadcom's compensation or benefit plans, programs, arrangements or agreements. CA Technologies and Broadcom reserve the right to cancel or modify their respective benefit plans, programs and arrangements at any time, except as otherwise agreed in the merger agreement between CA Technologies and Broadcom. This information is qualified in its entirety by the merger

agreement between CA Technologies and Broadcom, and in the event of a conflict, the merger agreement will control. This information is not intended to give rise to any contractual rights or remedies and is not intended to give rise to any right of employment, continued employment or benefits to any employee or any of their beneficiaries or dependents.

Additional Information and Where to Find It

This communication is being made in respect of the proposed transaction involving CA, Inc. (CA) and Broadcom Inc. (Broadcom). In connection with the proposed transaction, CA intends to file relevant materials with the Securities and Exchange Commission (the SEC), including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, CA will mail the definitive proxy statement and a proxy card to each stockholder of CA entitled to vote at the special meeting relating to the proposed transaction. This communication is not a substitute for the proxy statement or any other document that CA may file with the SEC or send to its stockholders in connection with the proposed transaction. **BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS OF CA ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE PROPOSED TRANSACTION THAT CA WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT CA AND THE PROPOSED TRANSACTION.** The definitive proxy statement and other relevant materials in connection with the proposed transaction (when they become available), and any other documents filed by CA with the SEC, may be obtained free of charge at the SEC's website (<http://www.sec.gov>) or at CA's website (<http://www.ca.com>) or by contacting CA's Investor Relations at traci.tsuchiguchi@ca.com.

Participants in the Solicitation

CA and its directors and executive officers may be deemed to be participants in the solicitation of proxies from CA's stockholders with respect to the proposed transaction. Information about CA's directors and executive officers and their ownership of CA's common stock is set forth in CA's proxy statement on Schedule 14A filed with the SEC on June 29, 2018, and CA's Annual Report on Form 10-K for the fiscal year ended March 31, 2018, which was filed with the SEC on May 9, 2018. Additional information regarding the potential participants, and their direct or indirect interests in the proposed transaction, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with SEC in connection with the proposed transaction.

Notice Regarding Forward-Looking Statements

This communication, and any documents to which CA refers you in this communication, contains not only historical information, but also forward-looking statements made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements represent CA's current expectations or beliefs concerning future events, including but not limited to the expected completion and timing of the proposed transaction, expected benefits and costs of the proposed transaction, management plans relating to the proposed transaction, strategies and objectives of CA for future operations and other information relating to the proposed transaction. Without limiting the foregoing, the words believes, anticipates, plans, expects, intends, forecasts, should, contemplate, future, goal, potential, predict, project, projection, target, seek, may, will, could, assuming, and similar expressions are intended to identify forward-looking statements. You should read any such forward-looking statements carefully, as they involve a number of risks, uncertainties and assumptions that may cause actual results to differ significantly from those projected or contemplated in any such forward-looking statement. Those risks, uncertainties and assumptions include, (i) the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect CA's business and the price of the common stock of CA, (ii) the failure to satisfy any of the conditions to the consummation of the proposed transaction, including the adoption of the merger agreement by the stockholders of CA and the receipt of certain regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, (iv) the effect of the announcement or pendency of the proposed transaction on CA's business relationships, operating results and business generally, (v) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction, (vi) risks related to diverting management's attention from CA's ongoing business operations, (vii) the outcome of any legal proceedings that may be instituted

against us related to the merger agreement or the proposed transaction, (viii) unexpected costs, charges or expenses resulting from the proposed transaction, and (ix) other risks described in CA's filings with the SEC, such as its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. Forward-looking statements speak only as of the date of this communication or the date of any document incorporated by reference in this document. Except as required by applicable law or regulation, CA does not assume any obligation to update any such forward-looking statements whether as the result of new developments or otherwise.