CA, INC.
Form PRE 14A
May 28, 2013

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

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 þ

Filed by a Party other than the Registrant o

Check the appropriate box:

þ Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
o Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to Section 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):

þ No fee required.

o 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:

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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):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o 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:

June [ ], 2013

To Our Stockholders:

On behalf of the Board of Directors and management of CA, Inc., we are pleased to invite you to our 2013 annual meeting of stockholders. The meeting will be held at our company's headquarters located at One CA Plaza, Islandia, New York 11749 on July 31, 2013 at 10:00 a.m. Eastern Daylight Time.

Additional details about the meeting, including the formal agenda, are contained in the accompanying Notice of Annual Meeting and Proxy Statement. At the meeting, there also will be remarks from management and a period during which you will be able to ask questions.

Whether or not you plan to attend the meeting in person, please vote your shares by following the instructions in the accompanying materials.

Thank you for your consideration and continued support.

Sincerely,

Arthur F. Weinbach	Michael P. Gregoire
Chairman of the Board	Chief Executive Officer

SAVE RESOURCES: PLEASE SIGN UP FOR EMAIL DELIVERY

If you received this Proxy Statement and our Annual Report by mail, we encourage you to conserve natural resources, as well as significantly reduce our printing and mailing costs, by signing up to receive your stockholder communications via email. With electronic delivery, you will be notified via email as soon as the Proxy Statement and Annual Report are available on the Internet, and you can submit your stockholder votes online. Electronic delivery can also help reduce the number of documents in your personal files.

If you would like to view future Proxy Statements and Annual Reports over the Internet instead of receiving paper copies, you can elect to do so by voting at www.proxyvote.com and providing your email address through that website after you vote. Your election to view these documents over the Internet will remain in effect until you elect otherwise. If you choose to view future Proxy Statements and Annual Reports over the Internet, next year you will receive an email with instructions on how to view those materials and vote.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of CA, Inc.:

The 2013 annual meeting of stockholders of CA, Inc. will be held on Wednesday, July 31, 2013, at 10:00 a.m. Eastern Daylight Time at the company's headquarters located at One CA Plaza, Islandia, New York 11749, for the following purposes:

(1) to elect 11 directors, each to serve until the next annual meeting and until his or her successor is duly elected and qualified;
(2) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2014;
(3) to approve, by non-binding vote, the compensation of our Named Executive Officers;
(4) to ratify the Stockholder Protection Rights Agreement; and
(5) to transact any other business that properly comes before the meeting and any adjournment or postponement of the meeting.

The Board of Directors fixed the close of business on June 6, 2013 as the record date for determining the stockholders who are entitled to notice of and to vote at the meeting and any adjournment or postponement.

A list of stockholders entitled to vote at the meeting will be available for inspection upon the request of any stockholder for any purpose germane to the meeting at our principal office, One CA Plaza, Islandia, New York 11749, during the 10 days before the meeting, during ordinary business hours, and will be available at the meeting location during the meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JULY 31, 2013:

The Notice of Annual Meeting, Proxy Statement and Annual Report to Stockholders
are available on the Internet at www.proxyvote.com.

Admission tickets and our meeting admittance procedures are on the outside back cover of the Proxy Statement. Whether or not you expect to attend, please vote your shares by following the instructions contained in the Proxy Statement.

C.H.R. DuPree
Senior Vice President, Corporate Governance, and
Corporate Secretary

Islandia, New York
June [ ], 2013

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CA, INC.
One CA Plaza
Islandia, NY 11749

PROXY STATEMENT

GENERAL INFORMATION

Introduction

This Proxy Statement is furnished to the holders of the common stock, par value $0.10 per share ("Common Stock"), of CA, Inc. in connection with the solicitation of proxies by our Board of Directors for use at our 2013 annual meeting of stockholders and any adjournment or postponement of the meeting. The meeting will be held on July 31, 2013 at 10:00 a.m. Eastern Daylight Time at the Company's headquarters located at One CA Plaza, Islandia, New York 11749. The matters expected to be acted upon at the meeting are set forth in the preceding Notice of Annual Meeting. At present, the Board of Directors knows of no other business to come before the meeting.

When this Proxy Statement refers to the "Company," "we," "us," or "our," it is referring to CA, Inc.

Availability of Proxy Materials

If you received a notice regarding the availability of annual meeting proxy materials on the Internet ("Notice of Internet Availability") for the annual meeting, you will not receive a printed copy of the proxy materials unless you specifically request one. The Notice of Internet Availability provides you with instructions on how to view our proxy materials on the Internet.

If you want to receive a paper or email copy of the proxy materials, you may request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed in the Notice of Internet Availability by July 17, 2013 to facilitate timely delivery.

We plan to mail the Notice of Internet Availability on or about June 17, 2013. We will mail a printed copy of the proxy materials to certain stockholders, as in prior years, and we expect that mailing to begin on or about June 20, 2013.

Record Date; Voting Rights; Quorum

Only stockholders of record at the close of business on June 6, 2013 are entitled to notice of and to vote at the meeting or any adjournment or postponement. On June 6, 2013, we had outstanding [__________] shares of Common Stock. Each outstanding share of Common Stock is entitled to one vote. A majority of the outstanding shares of Common Stock, present or represented by proxy at the meeting, will constitute a quorum. For additional information, please see "How Proxy Votes are Tabulated," below.

Stockholders of Record; Street Name Stockholders

If your shares of Common Stock are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those shares, and the Notice of Internet Availability (and, if applicable, the mailed or emailed proxy materials) is sent directly to you. If your shares are held in an account at a bank, broker, or other similar organization, then you are the beneficial owner of shares held in "street name," and the Notice of Internet Availability (and, if applicable, the mailed or emailed proxy materials) is forwarded to you by that firm. The firm holding your account is considered the stockholder of record for purposes of voting at the annual meeting.

As a beneficial owner, you have the right to direct that firm on how to vote the shares held in your account. We may reimburse those firms for reasonable fees and out-of-pocket costs incurred in forwarding the Notice of Internet Availability (and, if applicable, the mailed or emailed proxy materials) to you.

Proxy Solicitation

We will bear the cost of our soliciting proxies. In addition to using the Internet, our directors, officers and employees may solicit proxies in person and by mailings, telephone, facsimile, or electronic transmission, for which they will not receive any additional compensation. We will also make arrangements with brokers and other custodians, nominees and fiduciaries to forward solicitation material to the beneficial owners of shares of Common Stock held by those persons, and we may reimburse those custodians, nominees and fiduciaries for reasonable fees and out-of-pocket expenses incurred. We have retained Morrow & Co., LLC to assist us in soliciting proxies for a fee of $7,500, plus expenses.

How to Vote

You may vote in the following ways:

- In person: You may vote in person at the meeting.

- By Internet: You may vote your shares by Internet at www.proxyvote.com.

- By telephone: If you are located in the United States or Canada, you may vote your shares by calling 1-800-690-6903.

- By mail: You may vote by mail if you receive a printed copy of the proxy materials, which will include a proxy card.

How Proxy Votes are Tabulated

Only the shares of Common Stock represented by valid proxies received and not revoked will be voted at the meeting. Votes cast at the meeting by proxy or in person will be tabulated by the Inspector of Election. The Inspector of Election will treat shares of Common Stock represented by a valid proxy as present at the meeting for purposes of determining a quorum, whether or not the proxy is marked as casting a vote or abstaining on any or all matters.

If you are a beneficial owner of shares held in street name and do not provide the firm that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the firm that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. We believe that Proposal 2 — Ratification of appointment of independent registered public accounting firm — is a routine matter on which brokers can vote on behalf of their clients if clients do not furnish voting instructions. All other proposals are non-routine matters.

If the firm that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, it will inform our Inspector of Election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote.” “Broker non-votes” are treated as present for purposes of determining a quorum, but are not counted as votes “for” or “against” the matter in question or as abstentions, and they are not counted in determining the number of votes present for the particular matter.

If you are a stockholder of record and you:

- indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board of Directors; or

- sign and return a proxy card without giving specific voting instructions,

then the proxy holders (i.e., the persons named in the proxy card provided by our Board of Directors) will vote your shares in the manner recommended by our Board of Directors on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the meeting or any adjournment or postponement of the meeting.

Please note that if you hold your shares through a bank, broker or other nominee and you want to vote in person at the meeting, you must obtain a proxy from your bank, broker or other nominee authorizing you to vote those shares and you must bring that proxy to the meeting. If any other business properly comes before the meeting or any adjournment or postponement, it is the intention of the proxy holders named in the Board of Directors' accompanying proxy card to vote the shares represented by the proxy card on those matters in accordance with their best judgment.

Vote Required to Approve Proposals

Assuming that a quorum is present at the meeting, the following votes are required under our governing documents and Delaware state law:

Item	Vote Required	Effect of Abstentions and Broker Non-Votes on Vote Required
Proposal 1 – Election of directors	A majority of votes cast with regard to a director (which means that the number of votes cast "for" the director must exceed the number of votes cast "against" a director)	Abstentions and broker non-votes will have no effect on the election of directors since only votes cast "for" and "against" a director will be counted
Proposal 2 – Ratification of appointment of independent registered public accounting firm	Approval of a majority of shares present or represented by proxy and entitled to vote on the proposal	Abstentions will have the effect of a vote "against" the proposal If your broker holds shares in your name, the broker, in the absence of voting instructions from you, is entitled to vote your shares
Proposal 3 – Approval, by non-binding vote, of the compensation of our Named Executive Officers Proposal 4 – Ratification of Stockholder Protection Rights Agreement	Approval of a majority of shares present or represented by proxy and entitled to vote on the proposal	Abstentions will have the effect of a vote "against" the proposal Any broker non-votes will reduce the absolute number, but not the percentage, of affirmative votes needed for approval

How to Revoke Your Proxy

You may revoke your proxy at any time before it is exercised by delivering a written revocation to the Corporate Secretary at CA, Inc., One CA Plaza, Islandia, NY 11749, by duly submitting a proxy bearing a later date (including by telephone or the Internet), or by voting in person at the meeting.

Householding

If you and other residents with the same last name at your mailing address own shares of Common Stock in street name, your broker or bank may have sent you a notice that your household will receive only one notice of Internet availability or annual report and proxy statement for each company in which you hold stock through that broker or bank. This practice of sending only one copy of proxy materials is known as "householding." If you received a householding communication, your broker will send one copy of the Notice of Internet Availability or this Proxy Statement and our Annual Report for the fiscal year ended March 31, 2013 to your address unless contrary instructions were given by any stockholder at that address. If you received more than one copy of the Notice of Internet Availability or the proxy materials this year and you wish to reduce the number of copies you receive in the future and save us the cost of printing and mailing these documents, please contact your bank or broker.

You may revoke your consent to householding at any time by sending your name, the name of your bank or broker, and your account number to our Investor Relations Department at the address below. The revocation of your consent to householding will be effective 30 days following its receipt. In any event, if your household received a single set of the Notice of Internet Availability or proxy materials for this year, but you would prefer to receive your own copy, we will send a copy of the Notice of Internet Availability or the Proxy Statement and Annual Report to you if you send a written request to CA, Inc., Investor Relations Department, One CA Plaza, Islandia, NY 11749, or contact our Investor Relations Department at 1-800-225-5224.

Annual Report to Stockholders

Our Annual Report for the fiscal year ended March 31, 2013 accompanies this Proxy Statement and is also available on the Internet. Please follow the instructions in the Notice of Internet Availability if you want to review our Annual Report online. Our Annual Report contains financial and other information about us. The Annual Report is not a part of this Proxy Statement.

CORPORATE GOVERNANCE

The Board of Directors is responsible for oversight of the management of the Company. The Board has adopted Corporate Governance Principles, which along with the Company's charter and By-laws, and the charters of the committees of the Board, provide the framework for the governance of the Company.

Corporate Governance Principles

We periodically consider and review our Corporate Governance Principles. Our current Corporate Governance Principles are attached to this Proxy Statement as Exhibit A and can be found, together with other corporate governance information, on our website at www.ca.com/invest. The Board also evaluates the principal committee charters from time to time, as appropriate.

Code of Conduct

We maintain a Code of Conduct that qualifies as a "code of ethics" under applicable Securities and Exchange Commission ("SEC") regulations. Our Code of Conduct is applicable to all employees and directors, and is available on our website at www.ca.com/invest. Any waiver of a provision of our Code of Conduct that applies to our directors or executive officers will be contained in a report filed with the SEC on Form 8-K or will be otherwise disclosed as permitted by law or regulation.

Each of our Corporate Governance Principles and our Code of Conduct is available free of charge in print to any stockholder who requests a copy by writing to our Corporate Secretary, at CA, Inc., One CA Plaza, Islandia, NY 11749.

Board Leadership Structure

The Board is currently led by our non-executive Chairman of the Board, Arthur F. Weinbach, who is an independent director. Our Corporate Governance Principles do not specify a policy with respect to the separation of the positions of Chairman and Chief Executive Officer or with respect to whether the Chairman should be a member of management or a non-management director. The Board recognizes that there is no single, generally accepted approach to providing Board leadership, and given the dynamic and competitive environment in which we operate, the Board's leadership structure may vary as circumstances warrant. The Board has determined that the leadership of the Board is currently best conducted by an independent Chairman.

The Chairman provides overall leadership to the Board in its oversight function, while the Chief Executive Officer, Michael P. Gregoire, provides leadership with respect to the day-to-day management and operation of our business. We believe the separation of the offices allows Mr. Weinbach to focus on managing Board matters and allows Mr. Gregoire to focus on managing our business. In addition, we believe the separation of the offices enhances the objectivity of the Board in its management oversight role. To further enhance the objectivity of the Board, all members of our Board are independent except our Chief Executive Officer.

Board Role in Risk Oversight

Our management is responsible for managing risks affecting the Company, including identifying, assessing and appropriately mitigating risk. The responsibilities of the Board include oversight of the Company's risk management processes.

The Board exercises its risk oversight responsibilities primarily through its Compliance and Risk Committee, which regularly reviews and discusses with management the significant risks that may affect our enterprise. Our Executive Vice President and General Counsel (whose department includes our chief risk officer and our chief compliance officer) reports to the Compliance and Risk Committee with respect to the Company's enterprise risk management function (including operational, financial, strategic, legal and regulatory risks) and business practices and compliance functions.

The other committees of the Board also provide risk oversight associated with their respective areas of responsibility. For example, the Audit Committee oversees risks related to our financial statements, our financial reporting processes, our internal control processes and accounting matters. In addition, the Compensation and Human Resources Committee provides oversight with respect to risks related to our compensation practices. The Corporate Governance Committee oversees risks related to our corporate governance structure and processes. In fulfilling their oversight responsibilities, all committees receive regular reports on their respective areas of responsibility from members of management. The Chair of each committee, in turn, reports regularly to the full Board on matters including risk oversight.

The Board believes that the Company's current Board and Committee leadership structure helps to promote more effective risk oversight by the Board.

Director Independence

The Board has determined that 10 of the nominees for election at the annual meeting (all of the nominees other than Mr. Gregoire) are independent under The NASDAQ Stock Market LLC ("NASDAQ") listing requirements and our Corporate Governance Principles. Mr. Gregoire is deemed not to be independent because of his current position as our Chief Executive Officer.

In the course of the Board's determination regarding the independence of each non-employee director, the Board considers transactions, relationships and arrangements as required by the independence guidelines contained in our Corporate Governance Principles. There were no transactions, relationships or arrangements outside of the independence guidelines that required review by the Board for purposes of determining whether the directors were independent.

All members of the Audit, Compensation and Human Resources, and Corporate Governance Committees are independent directors as defined by NASDAQ listing requirements and our Corporate Governance Principles. Members of the Audit Committee also satisfy the separate independence requirements of the SEC.

Board Committees and Meetings

The Board of Directors has established four principal committees — the Audit Committee, the Compensation and Human Resources Committee, the Corporate Governance Committee and the Compliance and Risk Committee — to carry out certain responsibilities and to assist the Board in meeting its fiduciary obligations. These committees operate under written charters, which have been adopted by the respective committees and by the Board. The charters of the current committees can be reviewed on our website at www.ca.com/invest and are also available free of charge in print to any stockholder who requests them by writing to our Corporate Secretary at CA, Inc., One CA Plaza, Islandia, NY 11749.

During fiscal year 2013, the Board of Directors met seven times. The independent directors meet at all regular Board meetings in executive session without any non-independent director present. Mr. Weinbach, who is an independent director, presided at these executive sessions. During fiscal year 2013, each incumbent director attended, in the aggregate, more than 75% of the Board meetings and meetings of the Board committees on which the director served.

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The current members of the Board's four principal committees are as follows:

Independent Directors	Audit	Compensation and Human Resources	Corporate Governance	Compliance and Risk
Jens Alder	X			
Raymond J. Bromark	X (Chair)			
Gary J. Fernandes		X (Chair)		X
Rohit Kapoor	X			
Kay Koplovitz		X	X	
Christopher B. Lofgren			X (Chair)	X
Richard Sulpizio		X	X	
Laura S. Unger			X	X (Chair)
Renato (Ron) Zambonini	X			
Number of Meetings in Fiscal Year 2013	8	11	8	4

Information about the principal responsibilities of these committees appears below.

Audit Committee

The general purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the audits of our financial statements and the integrity of our financial statements and internal controls;
- the qualifications and independence of our independent registered public accounting firm (including the Committee's direct responsibility for the engagement of the independent registered public accounting firm);
- the performance of our internal audit function and independent registered public accounting firm;
- our accounting and financial reporting processes; and
- the activity of our internal control function, including reviewing decisions with respect to scope, risk assessment, testing plans and organizational structure.

The Board has determined that Mr. Bromark qualifies as an "audit committee financial expert" and that all members of the Audit Committee are independent under applicable SEC and NASDAQ rules. Additional information about the responsibilities of the Audit Committee is set forth in the Audit Committee charter.

Compensation and Human Resources Committee

The general purpose of the Compensation and Human Resources Committee is to assist the Board in fulfilling its responsibilities with respect to executive compensation and human resources matters, including to:

- develop an executive compensation philosophy and objectives and establish principles to guide the design and select the components of executive compensation;

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- approve the amount and the form of compensation, as well as the other terms of employment, of the Company's executive officers (as defined in the applicable SEC regulations), including the Chief Executive Officer and the other Named Executive Officers (who are identified in the Fiscal Year 2013 Summary Compensation Table, below);
- evaluate, in coordination with the independent members of the Board, the performance of the Chief Executive Officer; and
- recommend to the Board approval of all executive compensation plans and programs.

Additional information about the Compensation and Human Resources Committee's responsibilities is set forth in the Compensation and Human Resources Committee charter.

Corporate Governance Committee

The general purpose of the Corporate Governance Committee is to assist the Board in fulfilling its responsibilities with respect to our governance, including making recommendations to the Board concerning:

- the size and composition of the Board, the qualifications and independence of the directors and the recruitment and selection of individuals to stand for election as directors;
- the organization and operation of the Board, including the nature, size and composition of committees of the Board, the designation of committee chairs, the designation of a Lead Independent Director, Chairman of the Board or similar position, and the distribution of information to the Board and its committees; and
- the compensation of non-employee directors.

In addition, the Corporate Governance Committee evaluates, in coordination with the Compensation and Human Resources Committee, the performance of the Chief Executive Officer.

Additional information about the Corporate Governance Committee's responsibilities is set forth in the Corporate Governance Committee charter.

Compliance and Risk Committee

The general purpose of the Compliance and Risk Committee is to:

- provide general oversight of our enterprise risk management and compliance functions;
- provide input to our management in the identification, assessment, mitigation and monitoring of enterprise-wide risks faced by the Company; and
- provide recommendations to the Board with respect to its review of our business practices and compliance activities and enterprise risk management.

Additional information about the responsibilities of the Compliance and Risk Committee is set forth in the Compliance and Risk Committee charter.

Other Committees

From time to time, the Board also establishes special committees or ad hoc committees to assist the Board in carrying out its responsibilities.

During fiscal year 2013, the Board established a special CEO Search Committee consisting of Mr. Fernandes (Chair), Ms. Koplovitz and Messrs. Kapoor and Zambonini. As Chairman of the Board, Mr. Weinbach was an ex-officio member of the Committee. Over a period of about seven months, the CEO Search Committee:

- engaged an executive search firm after conducting a competitive review process;
- defined the search parameters, including the experience and competencies desired in the CEO role;
- screened and evaluated a broad pool of potential candidates, including internal candidates;
- conducted interviews with final candidates;
- selected the candidate to recommend to the full Board for approval;
- collaborated with the Compensation and Human Resources Committee on negotiating the terms of the employment agreement; and
- developed and oversaw a plan for the successful transition from the retiring CEO to the incoming CEO, including the initial orientation and integration of the new CEO into the organization.

During the process, the CEO Search Committee conducted numerous formal and informal meetings and briefings, both in person and by telephone. The process culminated in the employment of Michael P. Gregoire as CEO and his appointment as a member of the Board of Directors, effective January 7, 2013.

During fiscal year 2010, the Board established a special M&A Committee to review and approve certain acquisitions and divestitures. The M&A Committee also receives reports from management on the performance of acquisitions. The M&A Committee held six meetings during fiscal year 2013. The current members of the M&A Committee are Messrs. Sulpizio (Chair), Bromark, Fernandes, Lofgren and Zambonini.

Director Nominating Procedures

The Corporate Governance Committee will consider director candidates recommended by stockholders. In considering candidates submitted by stockholders, the Committee will take into consideration the factors specified in our Corporate Governance Principles, as well as the current needs of the Board and the qualifications of the candidate. The Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that those shares have been held. To recommend a candidate for consideration by the Committee, a stockholder must submit the recommendation in writing, including the following information:

- the name of the stockholder and evidence of the stockholder’s ownership of Common Stock, including the number of shares owned and the length of time the shares have been owned; and

the name of the candidate, the candidate's résumé or a list of the candidate's qualifications to be a director of the Company, and the candidate's consent to be named as a director nominee if recommended by the Committee and nominated by the Board.

Recommendations and the information described above should be sent to the Corporate Secretary at CA, Inc., One CA Plaza, Islandia, New York 11749.

Once a person has been identified by the Corporate Governance Committee as a potential candidate, the Committee may: collect and review publicly available information regarding the person to assess whether the person should be considered further; request additional information from the candidate and the proposing stockholder; contact references or other persons to assess the candidate; and conduct one or more interviews with the candidate. The Committee may consider that information in light of information regarding any other candidates that the Committee may be evaluating at that time, as well as any relevant director search criteria. The evaluation process generally does not vary based on whether or not a candidate is recommended by a stockholder; however, as stated above, the Committee may take into consideration the number of shares held by the recommending stockholder and the length of time that those shares have been held.

In addition to recommending director candidates to the Corporate Governance Committee, stockholders may also nominate candidates for election to the Board at the annual meeting of stockholders. See "Advance Notice Procedures for Our 2014 Annual Meeting," below, for more information.

In addition to stockholder recommendations, the Corporate Governance Committee may receive suggestions as to nominees from our directors, officers or other sources, which may be either unsolicited or in response to requests from the Committee for these suggestions. In addition, the Committee may engage search firms to assist it in identifying director candidates.

Communications with Directors

The Board of Directors is interested in receiving communications from stockholders and other interested parties, which would include, among others, customers, suppliers and employees. These parties may contact any member (or members) of the Board or any committee, the non-employee directors as a group, or the Chair of any committee, by mail or electronically. In addition, the Audit Committee is interested in receiving communications from employees and other interested parties, which would include stockholders, customers, suppliers and employees, on issues regarding accounting, internal controls or auditing matters. Any such correspondence should be addressed to the appropriate person or persons, either by name or title, and sent by postal mail to the office of the Corporate Secretary at CA, Inc., One CA Plaza, Islandia, New York 11749, or by email to directors@ca.com.

The Corporate Secretary will forward to the applicable directors each communication received as described above in the preceding paragraph other than: spam and similar junk mail and mass mailings; product complaints, product inquiries and new product suggestions; résumés and other job inquiries; surveys; business solicitations or advertisements; and any communication that is deemed unduly hostile, threatening, illegal or similarly unsuitable.

Related Person Transactions

The Board has adopted a Related Person Transactions Policy, which is a written policy governing the review and approval or ratification of Related Person Transactions, as defined in SEC rules.

Under the Related Person Transactions Policy, each of our directors, nominees for director and executive officers must notify the General Counsel and/or the Office of Corporate Secretary of any potential Related Person Transaction involving that person or an immediate family member of that person. The General Counsel and/or the Office of Corporate Secretary will review each potential Related Person Transaction to determine if it is subject to the Related Person Transactions Policy. If so, the transaction will be referred for approval or ratification to the Corporate Governance Committee, which will approve or ratify the transaction only if it determines that the transaction is in, or is not inconsistent with, our best interests and the best interests of our stockholders. In determining whether to approve or ratify a Related Person Transaction, the Corporate Governance Committee may consider, among other things:

- the fairness to us of the Related Person Transaction;
- whether the terms of the Related Person Transaction would be on the same basis if the transaction, arrangement or relationship did not involve a related person;
- the business reasons for us to participate in the Related Person Transaction;
- the nature and extent of our participation in the Related Person Transaction;
- whether any Related Person Transaction involving a director, nominee for director or an immediate family member of a director or nominee for director would be immaterial under the categorical standards adopted by the Board with respect to director independence contained in our Corporate Governance Principles;
- whether the Related Person Transaction presents an actual or apparent conflict of interest for any director, nominee for director or executive officer, the nature and degree of such conflict and whether any mitigation of such conflict is feasible;
- the availability of other sources for comparable products or services;
- the direct or indirect nature and extent of the related person’s interest in the Related Person Transaction;
- the ongoing nature of the Related Person Transaction;
- the relationship of the related person to the Related Person Transaction and with us and others;
- the importance of the Related Person Transaction to the related person; and
- the amount involved in the Related Person Transaction.

The Corporate Governance Committee administers the Related Person Transactions Policy and may review, and recommend amendments to, the Related Person Transactions Policy from time to time.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2013, there were no compensation committee interlocks and no insider participation in Compensation and Human Resources Committee decisions that were required to be reported under the rules and regulations of the Securities Exchange Act of 1934, as amended.

COMPENSATION OF DIRECTORS

Only our non-employee directors receive compensation for their services as directors. Fees are paid to non-employee directors under our 2012 Compensation Plan for Non-Employee Directors (the “2012 Plan”). The 2012 Plan also allows the Board of Directors to authorize the payment of additional fees to any eligible director who chairs a committee of the Board of Directors or to an eligible director serving as the lead independent director or Chairman of the Board. Currently, all of our non-employee directors receive compensation pursuant to the 2012 Plan.

From time to time the Board evaluates and establishes the fees payable to non-employee directors. The Board established the current fees in July 2010. The customary process involved a review of non-employee director compensation by the Corporate Governance Committee and the Committee's recommendation of a proposal to the Board. In conducting its review, the Committee engaged Towers Watson, compensation consultant to the Compensation and Human Resources Committee, to provide advice regarding design, competitive market data and trends, and other pertinent matters.

All director fees are paid in the form of deferred stock units, but each director may elect to receive a portion of his or her director fees in cash. The following table shows the annual fees for our non-employee directors and the maximum permissible cash election with respect to those fees.

Annual Fee Description	Fee	Maximum Cash Election
Non-Employee Director	$275,000	$100,000
Chairman of the Board	$100,000	50%
Audit Committee Chair	$25,000	50%
Compensation and Human Resources Committee Chair	$15,000	50%
Corporate Governance Committee Chair	$10,000	50%
Compliance and Risk Committee Chair	$10,000	50%

In settlement of the deferred stock units following termination of service, a director receives shares of Common Stock in an amount equal to the number of deferred stock units in the director’s deferred compensation account. The deferred stock units are settled, at the election of the director, by delivery of shares of Common Stock either in a lump sum or in up to 10 annual installments beginning on the first business day of the calendar year after termination of service.

To further our commitment to support charities, directors are able to participate in our Matching Gifts Program. Under this program, we match contributions by directors up to an aggregate amount of $25,000 per fiscal year by a director to charities approved by us. Upon the mandatory retirement of a director in accordance with our director retirement policy, we also make a one-time donation of $10,000 to a charity specified by the retiring director.

We also provide directors with, and pay premiums for, director and officer liability insurance and we reimburse directors for reasonable expenses incurred in connection with Company business.

The following table includes information about compensation paid to our non-employee directors for the fiscal year ended March 31, 2013.

Fiscal Year 2013 Director Compensation Table

Director	Fees Earned or Paid in Cash(1) ($)	Stock Awards (1)(2) ($)	Option Awards ($)	All Other Compensation (3)(4)(5) ($)	Total ($)
J. Alder	100,000	175,000	-	-	275,000
R.J. Bromark	112,500	187,500	-	-	300,000
G.J. Fernandes	-	290,000	-	25,000	315,000
M.P. Gregoire(6)	-	-	-	-	-
R. Kapoor	-	275,000	-	-	275,000
K. Koplovitz	100,000	175,000	-	25,000	300,000
C.B. Lofgren	105,000	180,000	-	17,500	302,500
W.E. McCracken(6)	-	-	-	-	-
R. Sulpizio	100,000	175,000	-	25,000	300,000
L.S. Unger	105,000	180,000	-	8,343	293,343
A.F. Weinbach	-	375,000	-	25,000	400,000
R. Zambonini	100,000	175,000	-	19,424	294,424

(1) As noted above, all director fees are paid in deferred stock units, except that directors may elect in advance to have a specified portion of those fees paid in cash. The maximum cash election with respect to the $275,000 annual non-employee director fee is $100,000. The maximum cash election for the chairman and committee chair fees is 50% of those fees. The amounts in the "Fees Earned or Paid in Cash" column represent the amounts paid to directors who elected to receive a portion of their director fees in cash. In fiscal year 2013, Messrs. Fernandes, Kapoor and Weinbach elected to receive 100% of their director fees in deferred stock units and Messrs. Alder, Bromark, Lofgren, Sulpizio and Zambonini and Mss. Koplovitz and Unger elected to receive a portion of their director fees in cash.

(2) As required by SEC rules, this column represents the aggregate grant date fair value of awards computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "Compensation — Stock Compensation" for deferred stock units. The aggregate grant date fair value for deferred stock units is calculated by multiplying the number of deferred stock units by the closing market price of the Common Stock on the date the deferred stock units are credited to a director's account.

As of March 31, 2013, the following deferred stock units had been credited to each director's account:

Director	Aggregate Number of Deferred Stock Units
J. Alder	11,319
R.J. Bromark	36,627
G.J. Fernandes	87,345
M.P. Gregoire(6)	-
R. Kapoor	23,311
K. Koplovitz	27,535
C.B. Lofgren	55,547
W.E. McCracken(6)	47,707
R. Sulpizio	23,135
L.S. Unger	43,223
A.F. Weinbach	65,635

R. Zambonini	40,443

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(3) The amounts in this column include contributions we made under our Matching Gifts Program in fiscal year 2013. Under our current Matching Gifts Program, we match up to $25,000 of director charitable contributions made in each fiscal year by each director. The contributions we paid or accrued under our Matching Gifts Program in fiscal year 2013 were as follows: Mr. Fernandes, $25,000; Ms. Koplovitz, $25,000; Mr. Lofgren, $17,500; Mr. Sulpizio, $25,000; Ms. Unger, $8,343; Mr. Weinbach, $25,000; and Mr. Zambonini, $19,424.

(4) We provide directors with, and pay premiums for, director and officer liability insurance and reimburse directors for reasonable travel and accommodation expenses incurred in connection with Company business, the values of which are not included in this table.

(5) Directors receive dividend equivalents on deferred stock units held in their deferred compensation accounts. This amount is not included in the "All Other Compensation" column because it is not required to be expensed under FASB ASC Topic 718.

(6) Mr. Gregoire was elected as Chief Executive Officer and as a member of the Board of Directors effective January 7, 2013. He succeeded William E. McCracken, who retired as Chief Executive Officer and as a member of the Board of Directors effective January 7, 2013. Each of Messrs. Gregoire and McCracken was compensated as an employee of the Company and neither received compensation in his capacity as a director in fiscal year 2013. Mr. McCracken's deferred stock units were received by him as a non-employee director prior to his becoming an employee of the Company in fiscal year 2010. For a description of fiscal year 2013 compensation for Messrs. Gregoire and McCracken, please see "Compensation and Other Information Concerning Executive Officers," below.

PROPOSAL 1 — ELECTION OF DIRECTORS

On the recommendation of the Corporate Governance Committee, the Board of Directors has nominated the persons listed below for election as directors at the annual meeting, each to serve until the next annual meeting and until his or her successor is duly elected and qualified. Each of the nominees is an incumbent director.

Each of the nominees has confirmed to us that he or she expects to be able to continue to serve as a director until the end of his or her term. If, however, at the time of the annual meeting, any of the nominees named below is not available to serve as a director (an event that the Board does not anticipate), all the proxies granted to vote in favor of that director's election will be voted for the election of any other person or persons that the Board may nominate.

Our policy is that all directors and nominees should attend our annual meetings of stockholders. All of our directors then in office attended the 2012 annual meeting of stockholders.

Majority Voting

Under our majority voting standard for uncontested elections of directors, a director nominee will be elected only if the number of votes cast "for" exceeds the number of votes "against" the director's election. In contested elections, the plurality voting standard will apply, under which the nominees receiving the most votes will be elected regardless of whether those votes constitute a majority of the shares voted at the meeting. Under our Corporate Governance Principles, if a director does not receive more votes "for" than votes "against" at an annual meeting of stockholders, generally the Board of Directors will have 90 days from the certification of the vote to accept or reject the individual's irrevocable resignation that all incumbent directors are required to submit before the mailing of the Proxy Statement for the annual meeting.

Diversity

The Board does not have a formal policy with respect to diversity. However, the Board and the Corporate Governance Committee each believe that it is essential that the Board members represent diverse viewpoints, with a broad array of experiences, professions, skills, geographic representation and backgrounds that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of the Company's stockholders.

Biographical Information and Qualifications of Director Nominees

Set forth below are each nominee's name, age, principal occupation for at least the last five years and other biographical information, including the year in which each was first elected a director of the Company. In addition, the biographies discuss the particular experience, qualifications, attributes and skills of the director that, in light of the Company's business and structure, led the Board to conclude that the individual should serve on the Board of the Company.

JENS ALDER	Director since 2011	Age 55

Business Experience. Mr. Alder served as Chief Executive Officer of TDC A/S, Denmark's largest telecommunications provider, from 2006 to 2008. Prior to that, Mr. Alder served as Chief Executive Officer of Swisscom Ltd., Switzerland's largest telecommunications provider, from 1999 to 2006 after serving as its Executive Vice President of Network Services and Wholesale from 1998 to 1999.

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Current Directorships. Mr. Alder has served as Chairman of the Board of Sanitas Krankenversicherung, a privately-held health insurance company based in Switzerland, since 2009, Chairman of the Board of RTX Telecom A/S, a publicly-held telecommunications component and handset producer based in Denmark, since 2010, Chairman of the Board of Industrielle Werke Basel, the state-owned public utility of Basel, Switzerland, since 2010, a director of Neue Zürcher Zeitung AG, a publicly-held Swiss newspaper, since 2010 and a director of BG Consulting Engineers, a privately-held civil engineering group with operations in Switzerland, France and Algeria, since 2011.
Previous Directorships. In addition, Mr. Alder served as a director of Sunrise Communications AG, a privately-held telecommunications company based in Switzerland, from 2008 to 2010, a director of TA Management A/S, a privately-held company supporting Danish banks restructuring distressed companies, from 2009 to 2010 and a director of Copenhagen International School, an international school in Denmark, from 2008 to 2010.
Qualifications. Mr. Alder's qualifications include: international experience; extensive experience in the technology industry; leadership experience at large, complex companies; and governance experience as a member or chair of boards of numerous companies.

RAYMOND J. BROMARK	Director since 2007	Age 67

Business Experience. Mr. Bromark is a retired Partner of PricewaterhouseCoopers, LLP ("PwC"), an international accounting and consulting firm. He joined PwC in 1967 and became a Partner in 1980. He was Partner and Head of the Professional, Technical, Risk and Quality Group of PwC from 2000 to 2006, a Global Audit Partner from 1994 to 2000 and Deputy Vice Chairman, Auditing and Business Advisory Services from 1990 to 1994. In addition, he served as a consultant to PwC from 2006 to 2007.

Current Directorships. Mr. Bromark has been a director of YRC Worldwide, Inc., a transportation service provider, since July 2011 and a director of Tesoro Logistics GP, LLC, the general partner of Tesoro Logistics LP, an operator, developer and acquirer of crude oil and refined products logistics assets, since March 2011. He chairs the audit/ethics committee of YRC Worldwide, Inc. and also chairs the audit committee of Tesoro Logistics GP, LLC.

Previous Directorships. Mr. Bromark was a director of World Color Press, Inc., a provider of printing services, and chaired its audit committee, from 2009 to 2010 when the company merged into another company.

Other Experience. Mr. Bromark is a member of the American Institute of Certified Public Accountants (the "AICPA") and in previous years has participated as a member of the University of Delaware's Weinberg Center for Corporate Governance's Advisory Board. Mr. Bromark was PwC's representative on the AICPA's Center for Public Company Audit Firms' Executive Committee. He has also been a member of the Financial Accounting Standards Board Advisory Council, the Public Company Accounting Oversight Board's Standing Advisory Group, the AICPA's Special Committee on Financial Reporting, the AICPA's SEC Practice Section Executive Committee and the AICPA's Ethics Executive Committee.

Qualifications. Mr. Bromark's qualifications include: extensive experience in accounting, auditing, financial reporting, and compliance and regulatory matters; deep understanding of financial controls and familiarity with large public company audit clients; extensive experience in leadership positions at PwC; and public company governance experience as a member or chair of boards and board committees of public companies.

GARY J. FERNANDES Director since 2003 Age 69

Business Experience. Mr. Fernandes has been Chairman and President of FLF Investments, a family business involved with the acquisition and management of commercial real estate properties and other assets, since 1999. Mr. Fernandes retired as Vice Chairman of Electronic Data Systems Corporation (“EDS”), a global technology services company, in 1998, after serving as Senior Vice President of EDS from 1984 to 1996, and as Chairman of A.T. Kearney, a management consulting firm and a subsidiary of EDS, from 1995 to 1998. He served on the board of directors of EDS from 1981 to 1998. After retiring from EDS, Mr. Fernandes founded Convergent Partners, a venture capital fund focusing on buyouts of technology-related companies, and was a partner from 1999 to 2000.

Current Directorships. Mr. Fernandes has served as a director of BancTec, Inc., a privately-held systems integration, manufacturing and services company, since 2003. Mr. Fernandes also serves as an advisory director of MHT Partners, an investment banking firm serving mid-market companies.

Previous Directorships. Mr. Fernandes was a director of Blockbuster Inc., a provider of home entertainment services, from 2004 to 2011, a director of webMethods, Inc., a business integration and optimization software company, from 2002 to 2005, a director of 7-Eleven, Inc., an operator, franchisor, and licensor of convenience stores worldwide, from 1991 to 2005 and, as stated above, a director of EDS from 1981 until 1998. In addition, he served as a director of E-Telecare Global Solutions, a provider of customer care outsourcing services, from 2007 to 2008, where he also served as Non-Executive Chairman of the Board.

Other Experience. Mr. Fernandes serves on the Board of Governors of Boys & Girls Clubs of America. He also serves as a trustee of the O’Hara Trust, a charitable trust that benefits the Boys & Girls Clubs of Dallas County, and the Hall-Voyer Foundation, a charity supporting educational and health programs in Honey Grove, Texas. In addition, Mr. Fernandes serves on the Board of Trustees of The Greenhill School, a private K-12 school located in Dallas, Texas, and the NPR Foundation, an organization responsible for the management of endowed funds for National Public Radio (“NPR”) and for continuing fundraising for NPR. Mr. Fernandes has chaired the audit, compensation and finance committees of a number of public companies.

Qualifications. Mr. Fernandes’s qualifications include: extensive leadership experience at a large, complex, global public company; extensive experience in the technology industry; global business experience through 15 years of responsibility for EDS’s international business; government and regulatory experience through oversight of EDS’s U.S. government business; financial and investment experience; entrepreneurial experience; and public company governance experience as a member or chair of boards and board committees of public companies.

MICHAEL P. GREGOIRE Director since 2013 Age 47

Business Experience. Mr. Gregoire has been Chief Executive Officer of the Company since January 2013. He served as President and Chief Executive Officer of Taleo Corporation (“Taleo”), a provider of on-demand talent management software solutions, from March 2005 until Taleo’s acquisition by Oracle Corporation in April 2012. Mr. Gregoire served as a director of Taleo from April 2005 to April 2012 and served as Taleo’s Chairman of the Board from May 2008 to April 2012. Mr. Gregoire served as Executive Vice President, Global Services and held various other senior management positions at PeopleSoft, Inc. (“PeopleSoft”), an enterprise software company, from May 2000 to January 2005. Mr. Gregoire served as Managing Director for global financial markets at EDS from 1996 to April 2000, and in various other roles from 1988 to 1996.

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Current Directorships. Mr. Gregoire has been a director of ShoreTel, Inc., a provider of business communication solutions, since November 2008.

Previous Directorships. As stated above, Mr. Gregoire served as a director of Taleo from April 2005 to April 2012 and served as Taleo's Chairman of the Board from May 2008 to April 2012.

Qualifications. Mr. Gregoire's qualifications include: extensive executive leadership experience with public companies in the software and services sectors, including as Chief Executive Officer of the Company; extensive experience in the technology industry; and public company governance experience as a member of boards and a member and chair of board committees of public companies.

ROHIT KAPOOR	Director since April 2011	Age 48

Business Experience. Mr. Kapoor has been Vice Chairman and Chief Executive Officer of ExlService Holdings, Inc. ("EXL Holdings"), a provider of outsourcing and transformation services, since April 2012 and has been a director of EXL Holdings since 2002. Mr. Kapoor co-founded ExlService.com, Inc. ("EXL Inc."), a wholly-owned subsidiary of EXL Holdings, in April 1999. Mr. Kapoor served as EXL Holdings' President and Chief Executive Officer from May 2008 to April 2012, its Chief Financial Officer from November 2002 to June 2005 and from August 2006 to March 2007, as its Chief Operating Officer from June 2007 to April 2008 and as President and Chief Financial Officer of EXL Inc. since August 2000. Prior to founding EXL Inc., Mr. Kapoor served as a business head of Deutsche Bank from July 1999 to July 2000. From 1991 to 2000, Mr. Kapoor served in various capacities at Bank of America in the United States and Asia, including India.

Current Directorships. As stated above, Mr. Kapoor has been a director of EXL Holdings since 2002.

Qualifications. Mr. Kapoor's qualifications include: extensive leadership experience at a public company; extensive accounting experience; international experience; entrepreneurial experience; governance experience as a member of the board of a public company; and a deep understanding of operational efficiencies.

KAY KOPLOVITZ	Director since 2008	Age 68

Business Experience. Ms. Koplovitz has been Chairman and Chief Executive Officer of Koplovitz & Co., LLC, a media and investment firm, since 1998. She is a founder of USA Network, an international cable television programming company, and served as its Chairman and Chief Executive Officer from 1977 to 1998. Ms. Koplovitz launched the Sci-fi Channel in 1992. In 2001, Ms. Koplovitz co-founded Boldcap Ventures, a venture capital fund focused on investing in early to mid-stage companies, primarily in the healthcare and technology sectors, of which she is a governing board member. From 2000 to 2001, Ms. Koplovitz served as Chief Executive Officer of Working Women Network, a multi-platform media company.

Current Directorships. Ms. Koplovitz has been a director of Fifth & Pacific Companies, Inc., formerly Liz Claiborne, Inc., a designer and marketer of fashion apparel and accessories, since 1992, and Chairman of the Board since 2007. Ms. Koplovitz serves as Chairman at Joy Berry Enterprises, Inc., a privately held publisher of children's books, and serves on the boards of Ion Media Networks, Inc., a privately owned television and media company, The Paley Center for Media (formerly the Museum of Television and Radio), Springboard Enterprises, a non-profit organization that supports emerging growth ventures led by women, and the International Tennis Hall of Fame.

Previous Directorships. Ms. Koplovitz served as a director and member of the governance committee of Oracle Corporation, a database software and middleware company, from 1998 to 2001, was a director of Instinet Group, Inc., an electronic brokerage services provider, from 2001 to 2007 and, as stated above, served as Chairman of USA Network from 1977 to 1998.

Other Experience. Ms. Koplovitz is a member of the Board of Visitors, College of Letters and Science at the University of Wisconsin-Madison.

Qualifications. Ms. Koplovitz's qualifications include: extensive executive leadership experience at a large, complex company; entrepreneurial experience; extensive marketing and sales experience; technology experience; venture capital investment experience; and public company governance experience as a member or chair of boards and board committees of public companies.

CHRISTOPHER B. LOFGREN	Director since 2005	Age 54

Business Experience. Mr. Lofgren has been President, Chief Executive Officer and a director of Schneider National, Inc. ("Schneider National"), a provider of transportation and logistics services, since 2002. He served as Chief Operating Officer of Schneider National from 2001 to 2002, Chief Executive Officer of Schneider Logistics, a subsidiary of Schneider National, from 2000 to 2001, Chief Information Officer of Schneider National from 1996 to 2002, and Vice President, Engineering and Systems Development of Schneider National from 1994 to 1996. Prior to joining Schneider National, Mr. Lofgren held several positions at Symantec Corp., a security, storage and systems management solutions company, including Interim General Manager, Director of Engineering and Senior Engineer Manager. Prior to Symantec, Mr. Lofgren was a Senior Staff Engineer with Motorola, Inc., a telecommunications company.

Current Directorships. As stated above, Mr. Lofgren serves as a director of Schneider National. In addition, Mr. Lofgren currently serves on the board of directors of the U.S. Chamber of Commerce, the American Trucking Associations, and the American Transportation Research Institute, a research trust affiliated with the American Trucking Associations.

Other Experience. Mr. Lofgren serves on the Advisory Board of the College of Engineering at the Georgia Institute of Technology and the Georgia Tech Advisory Board. He was inducted into the National Academy of Engineering in 2009.

Qualifications. Mr. Lofgren's qualifications include: extensive executive leadership experience at a large, complex company; extensive technology experience; understanding of regulatory compliance through Schneider National's highly regulated industry; and international business management experience.

RICHARD SULPIZIO	Director since 2009	Age 63

Business Experience. Mr. Sulpizio has been Senior Advisor of Qualcomm Enterprise Services, a division of Qualcomm Incorporated ("Qualcomm") responsible for mobile communications and services to the transportation industry, since February 2013. Mr. Sulpizio served as President and Chief Executive Officer of Qualcomm Enterprise Services from December 2009 to February 2013. Mr. Sulpizio served as President and Chief Operating Officer of Qualcomm, a developer of wireless technologies, products and services, from 1998 to 2001 and served in various other executive positions between 1991 and 1998. He served as a director of Qualcomm from 2000 to 2007. Mr. Sulpizio served as President and Chief Executive Officer of MediaFLO, USA, Inc., a Qualcomm subsidiary involved in bringing multimedia services to the wireless industry, from 2005 to 2006. Mr. Sulpizio served as President of Qualcomm

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Europe in 2004 and President of Qualcomm China from 2002 to 2003. Before joining Qualcomm, Mr. Sulpizio worked for eight years at Unisys Corporation, a worldwide information technology company, and 10 years at Fluor Corporation, an engineering and construction company.

Current Directorships. Mr. Sulpizio has served as a director of ResMed, Inc., a global developer, manufacturer and marketer of medical products, since 2005, where he has served on its governance committee and compensation committee.

Previous Directorships. As stated above, Mr. Sulpizio served as a director of Qualcomm from 2000 to 2007.

Other Experience. Mr. Sulpizio serves on the advisory board of the University of California San Diego's Sulpizio Family Cardiovascular Center and the board of directors of the Danny Thompson Memorial Leukemia Foundation.

Qualifications. Mr. Sulpizio’s qualifications include: extensive executive leadership experience at a large, complex, global public company; extensive technology experience; international management experience; and public company governance experience as a member or chair of boards and board committees of public companies.

LAURA S. UNGER Director since 2004 Age 52

Business Experience. Since January 2010, Ms. Unger has been a special advisor to Promontory Financial Group, a global consulting firm for financial services companies. She served as the Independent Consultant to JPMorgan Chase & Co., a global securities, investment banking and retail banking firm for the global analyst conflict settlement from 2003 to 2010. From 2002 to 2003, Ms. Unger was employed by CNBC, a satellite and cable television business news channel, as a Regulatory Expert. Ms. Unger was a Commissioner of the SEC from 1997 to 2002, and served as Acting Chairperson of the SEC from February to August 2001. Ms. Unger served as Counsel to the U.S. Senate Committee on Banking, Housing and Urban Affairs from 1990 to 1997. Prior to working on Capitol Hill, Ms. Unger was an attorney with the Enforcement Division of the SEC.

Current Directorships. Ms. Unger has served as a director and member of the nominating and governance committee of CIT Group, Inc., a provider of financing to small businesses and middle market companies, since 2010. She also serves as a director of Children’s National Medical Center Foundation.

Previous Directorships. Ms. Unger was a director and member of the governance, compensation and audit committees of Ambac Financial Group, Inc., a holding company whose affiliates provide financial guarantees and financial services, from 2002 to 2013, a director and member of the nominating and governance committee and audit committee of the IQ Funds Complex, a group of closed-end mutual funds, from 2008 to 2010, a director and a member of the audit committee of Borland Software Corporation, a provider of software lifecycle management solutions, from 2002 to 2004 and a director and member of the audit committee of MNBA Corporation, a bank holding company, from 2004 to 2006.

Qualifications. Ms. Unger’s qualifications include: government and public policy experience; legal and regulatory experience; extensive leadership experience at government agencies; and public company governance experience as a member or chair of boards and board committees of public companies.

ARTHUR F. WEINBACH Director since 2008 Age 70

Business Experience. Mr. Weinbach has been Chairman of the Board of the Company since May 2010. From 2007 to June 2010, Mr. Weinbach was Executive Chairman and from July 2010 to November 2011 non-executive Chairman of Broadridge Financial Solutions, Inc., a provider of products and services for securities processing, clearing and outsourcing which was spun off from Automatic Data Processing, Inc. ("ADP"), a provider of business outsourcing solutions. Prior to the spin-off, Mr. Weinbach was associated with ADP from 1980 to 2007, serving as executive Chairman and Chief Executive Officer from 1996 to 2006 and as non-executive Chairman until November 2007. Prior to joining ADP, Mr. Weinbach held various positions at Touche Ross & Co., an accounting firm and a predecessor of Deloitte Touche Tohmatsu, and was a partner from 1975 to 1979.

Current Directorships. Mr. Weinbach has been a director of The Phoenix Companies, Inc., a provider of life insurance and annuity products, since 2008, chairman of its audit committee since 2009 and a member of its compensation committee since 2008.

Previous Directorships. In addition to having served as a director of Broadridge and ADP, including as Chairman of both, Mr. Weinbach served as a director of First Data Corporation, a provider of electronic commerce and payment solutions for merchants, financial institutions and card issuers, from 2000 to 2006, and as a member of its audit committee for much of that period. He was also a director of Schering-Plough Corporation, a pharmaceutical manufacturer, from 1999 to 2009, at which he chaired its audit and finance committees during various times.

Other Experience. Mr. Weinbach is currently a Trustee of New Jersey SEEDS, a non-profit organization providing academic enrichment and leadership programs for high-achieving, low-income youth.

Qualifications. Mr. Weinbach's qualifications include: extensive financial, accounting and auditing experience; international experience; technology experience; and public company governance experience as a member or chair of boards and board committees of public companies.

RENATO (RON) ZAMBONINI Director since 2005 Age 66

Business Experience. Mr. Zambonini was Chairman of the Board of Cognos Incorporated ("Cognos"), a developer of business intelligence software, from 2004 until 2008, and a director from 1994 until 2008. Mr. Zambonini was Chief Executive Officer of Cognos from 1995 to 2004, President from 1993 to 2002, and Senior Vice President, Research and Development from 1990 to 1993. Prior to joining Cognos, Mr. Zambonini served as Vice President, Research and Development of Cullinet Software, Inc., a software developer, from 1987 to 1989.

Current Directorships. Mr. Zambonini has served as a director of Parametric Technology Corporation, a company that develops, markets and supports product development software solutions and related services, since May 2011.

Previous Directorships. In addition to having served as a director of Cognos, including as Chairman, Mr. Zambonini served as a director of Reynolds & Reynolds, a software company servicing automotive dealerships, from 2003 to 2006, and a director of Emergis, Inc., an electronic commerce business, from 2004 to 2008. Mr. Zambonini served on the audit committee of Reynolds & Reynolds and the compensation committee of Emergis, Inc.

Qualifications. Mr. Zambonini's qualifications include: extensive executive leadership experience at a large, complex, public company; extensive technology experience; and public company governance experience as a member or chair of boards and board committees of public companies.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES LISTED ABOVE (PROPOSAL 1).

PROPOSAL 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP has been appointed by the Audit Committee to serve as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2014. KPMG LLP has been the Company's independent registered public accounting firm since the fiscal year ended March 31, 2000. The Audit Committee believes that the continued retention of KPMG LLP is in the best interests of the Company and our stockholders. As provided in the Audit Committee's Charter, (1) the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company's financial statements; and (2) the Audit Committee is directly involved in the selection of its independent registered public accounting firm's lead engagement partner. Our Audit Committee Charter also provides that periodically the Audit Committee "will consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis."

Although our By-laws do not require the submission of the selection of our independent registered public accounting firm to our stockholders for approval or ratification, the Audit Committee considers it desirable to obtain the views of our stockholders on that appointment. If our stockholders fail to ratify the appointment of KPMG LLP, the Audit Committee may reconsider its selection of the firm as our independent registered public accounting firm for the fiscal year ending March 31, 2014.

A representative of KPMG LLP will be present at the annual meeting, will have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from stockholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 2).

Audit and Other Fees Paid to KPMG LLP

The fees billed by KPMG LLP for professional services rendered for the fiscal years ended March 31, 2013 and March 31, 2012 are reflected in the following table:

Fee Category	Fiscal Year 2013 Fees	Fiscal Year 2012 Fees
Audit Fees	$10,376,000	$11,581,000
Audit-Related Fees	422,000	1,024,000
Tax Fees	564,000	1,230,000
All Other Fees	-	-
Total Fees	$11,362,000	$13,835,000

Audit Fees

Audit fees relate to: audit work performed in connection with the audit of our financial statements for the fiscal years ended March 31, 2013 and 2012 included in our Annual Reports on Form 10-K; the audit of the effectiveness of our internal control over financial reporting at March 31, 2013 and 2012; the reviews of the interim financial statements included in our Quarterly Reports on Form 10-Q for the fiscal years ended March 31, 2013 and 2012; as well as work that generally only the independent registered public accounting firm can reasonably be expected to provide, including comfort letters to underwriters and lenders, statutory audits of foreign subsidiaries, review of consent letters, SEC filings and comment letters, and discussions surrounding the proper application of financial accounting and reporting standards.

Audit-Related Fees

Audit-related fees are for assurance and related services that are traditionally performed by the independent registered public accounting firm, including employee benefit plan audits and special procedures required to meet certain regulatory requirements. The audit-related fees for fiscal year 2013 and fiscal year 2012 primarily include services in connection with: business combinations; benefit plan audits; eXtensible Business Reporting Language reporting; software license compliance; the Company's greenhouse gas emissions reporting and information systems compliance with the Federal Information Security Management Act; and engagements under Statement on Standards for Attestation Engagements No. 16, Reporting on Controls at a Service Organization (formerly Statement on Auditing Standards ("SAS") No. 70).

Tax Fees

Tax fees reflect all services, except those services specifically related to the audit of the financial statements, performed by the independent registered public accounting firm's tax personnel, including: assisting with tax planning; supporting other tax-related regulatory requirements; and assisting with tax compliance and reporting matters. The tax fees for fiscal years 2013 and 2012 primarily include services in connection with international and U.S. tax compliance matters.

The Audit Committee has concluded that the provision of the non-audit services listed above is compatible with maintaining the independence of KPMG LLP.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures requiring Audit Committee pre-approval of the performance of all audit, audit-related and non-audit services (including tax services) by our independent registered public accounting firm. The Audit Committee may consult with management in determining which services are to be performed, but may not delegate to management the authority to make these determinations. The Audit Committee has also delegated to its Chairman the authority to pre-approve the performance of audit, audit-related and non-audit services by our independent registered public accounting firm (provided that tax services may be pre-approved only up to $100,000), if such approval is necessary or desirable in between meetings, provided that the Chairman must inform the Audit Committee no later than its next scheduled meeting.

AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed the Company's audited consolidated financial statements and internal controls for the fiscal year ended March 31, 2013 with management.

The Audit Committee has discussed with KPMG LLP, the Company's independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written disclosures and the letter from KPMG LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with KPMG LLP its independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements for the fiscal year ended March 31, 2013 be included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2013, for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

Raymond J. Bromark, Chair
Jens Alder
Rohit Kapoor
Ron Zambonini

COMPENSATION AND HUMAN RESOURCES COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation and Human Resources Committee (the "Compensation Committee") has reviewed and discussed with management the following Compensation Discussion and Analysis section of this Proxy Statement. Based on its review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

Gary J. Fernandes, Chair
Kay Koplovitz
Richard Sulpizio

COMPENSATION DISCUSSION AND ANALYSIS

This section of the Proxy Statement contains the Company's discussion and analysis of the fiscal year 2013 compensation of the executive officers of the Company who are required by SEC rules to be named in our Summary Compensation Table that appears later in this Proxy Statement. We refer to these executives as our "Named Executive Officers."

For fiscal year 2013, our Named Executive Officers were:

- Michael P. Gregoire, who became our Chief Executive Officer on January 7, 2013;
- Richard J. Beckert, Executive Vice President and Chief Financial Officer;
- George J. Fischer, Executive Vice President and Group Executive, Worldwide Sales and Services;
- Peter JL Griffiths, Executive Vice President and Group Executive, Enterprise Solutions and Technology Group;
- Adam Elster, Executive Vice President and Group Executive, Mainframe and Customer Success Group; and
- William E. McCracken, former Chief Executive Officer, who ceased to serve as Chief Executive Officer on January 7, 2013 and ceased to be an employee on March 31, 2013.

This Compensation Discussion and Analysis is organized in six key sections:

- Executive Summary

Fiscal Year 2013 Business Performance Highlights
Fiscal Year 2013 Compensation Highlights
Compensation-Related Corporate Governance and Best Practices
New Chief Executive Officer in Fiscal Year 2013

- Compensation Philosophy
- Fiscal Year 2013 Total Realized Compensation
- How Compensation is Set and Determined
- Elements of Compensation
- Other Important Compensation Matters

Executive Summary

Fiscal Year 2013 Business Performance Highlights

During fiscal year 2013, we hired a new Chief Executive Officer, Michael Gregoire, a 25-year veteran of the software and IT services industries who joined us on January 7, 2013. We expect our employees, customers and partners to benefit from Mr. Gregoire's leadership and years of experience in the software industry, as well as his customer focus.

During the fiscal year, we also:

- acquired Nolio Ltd, a recognized leader in continuous application delivery with a strong and growing international base of large enterprise and service provider customers;
- were named as a component of the Dow Jones Sustainability Indexes’ World Index and North America Index for the second consecutive year, in addition to placing fifth out of 500 in Newsweek's 2012 Green Rankings of U.S. companies; and
- established a new CA Global Partner Program that provides an expanded set of benefits to support partners’ evolving business models and includes next-generation mainframe modernization solutions to help customers reduce costs and increase efficiency.

From a financial perspective, we reported for fiscal year 2013:[1]

- a 2% decline in revenue from fiscal year 2012 in constant currency and 4% as reported to $4.6 billion, primarily due to an unfavorable foreign exchange effect of $95 million and a decrease in subscription and maintenance revenue;
- GAAP[2] diluted earnings per share from continuing operations grew 13% from fiscal year 2012 in constant currency and 9% as reported to $2.07;
- cash flow from continuing operations declined 6% from fiscal year 2012 in constant currency and as reported to $1.4 billion; and
- GAAP operating margin of 29%, flat from fiscal year 2012, and non-GAAP operating margin of 36%, up two percentage points from fiscal year 2012.[3]

In addition to performance being negatively affected by a difficult macroeconomic environment, during the first quarter of fiscal 2013, bookings performance was unexpectedly disrupted by our early efforts to align our sales force to execute our customer segmented go-to-market initiative. Although our customer segmentation initiative is taking longer than anticipated to produce expected results, we continue to believe that this initiative will benefit our performance in the long-term.

Given the performance-based nature of our incentive compensation programs, actual compensation paid to or realized by the Named Executive Officers for fiscal year 2013 was significantly below target level for the fiscal year based on our financial performance. This pay-for-performance alignment is reflected in the decisions and outcomes relating to fiscal year 2013 compensation which are described below in this Compensation Discussion and Analysis.

[1] Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for a more detailed description of our fiscal year 2013 financial results.

[2] GAAP refers to the generally accepted accounting principles in the United States of America.
[3] A reconciliation of non-GAAP financial measures to comparable GAAP financial measures is included in "Supplemental Financial Information," below.

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Fiscal Year 2013 Compensation Highlights

The following compensation highlights for fiscal year 2013 demonstrate the Company's commitment to pay-for-performance and to best practices relating to compensation governance:

- A substantial majority – 82% of target on average – of Named Executive Officer total direct compensation is performance-based or "at-risk." For the former Chief Executive Officer, approximately 87% of his fiscal year 2013 target total direct compensation is "at-risk" or performance-based, as set forth in the chart below. The Company's performance-based incentive compensation program consists of the following three components, all of which are linked to operational objectives, financial results and/or stock price performance:

Annual performance cash incentive, which is earned only to the extent the Company achieves specified revenue growth and operating margin goals for fiscal year 2013;

Stock options, which are subject to market risk, as their value fluctuates with the price of the underlying Common Stock and they can lose all value if our stock price falls and remains below the closing price of the Common Stock on the grant date; and

Long-term performance shares, which deliver value only if the Company achieves specified revenue growth, operating margin and adjusted cash flow from operations goals over a three-year performance period.

*Mr. Gregoire was not eligible for fiscal year 2013 incentive compensation and, therefore, is not included in this chart.

- Continued emphasis on long-term incentives closely aligned with Common Stock performance and stockholder interests. A substantial majority of fiscal year 2013 target total direct compensation is payable in Common Stock (67% for the former Chief Executive Officer and approximately 64% on weighted average for the Named Executive Officers) and is weighted towards a focus on long-term performance.

*Mr. Gregoire was not eligible to participate in the fiscal year 2013 incentive compensation program and, therefore, is not included in this chart.

The Compensation Committee believes that linking compensation to Company financial results and delivering it primarily in the form of long-term equity incentive awards that are subject to market risk motivates executives to achieve financial and strategic goals.

Stock options, granted at the beginning of the fiscal year and subject to annual vesting over three years, represented 34% of the fiscal year 2013 long-term incentive target value. These awards are subject to market risk, as their value fluctuates with the price of the underlying Common Stock.

"At-risk" performance shares, which deliver value only if the Company achieves specific financial performance goals at the end of a three-year performance period, represented 66% of the fiscal year 2013 long-term incentive target value.

100% of the long-term performance-based awards (the stock options and the performance shares) is paid in Common Stock, further aligning the interests of the Named Executive Officers with the interests of our stockholders.

The Company also promotes our stockholders' interests by maintaining minimum stock ownership requirements applicable to the Named Executive Officers, ranging from two-to-five times base salary, depending on the position.

- Incentive compensation payouts for fiscal year 2013 reflect pay-for-performance philosophy. The Company's financial performance fell short of expectations for fiscal year 2013, as summarized above. Given the performance-based nature of our executive incentive compensation programs, actual compensation paid to and realized by the Named Executive Officers was significantly below target levels for fiscal year 2013. This pay-for-performance alignment is reflected in the decisions and outcomes relating to fiscal year 2013 compensation, including:

the annual performance cash incentive paid out below target for fiscal year 2013, with each of the Named Executive Officers participating in this program receiving payouts equal to 68% of target;

the fiscal year 2011-2013 three-year performance share awards were not paid out because the minimum performance levels required for any payout, as established at the beginning of the performance period, were not achieved; and

the majority of stock options granted under the fiscal year 2013 long-term incentive program (which were still unvested as of the last day of the fiscal year) were “out of the money” as of March 31, 2013 - i.e., the applicable exercise price of the options exceeded the closing price of the Common Stock.

- Strong say-on-pay results for fiscal years 2011 and 2012. Our stockholders have shown strong support for our compensation programs. At the Company’s 2012 and 2011 Annual Meetings of Stockholders, our stockholders approved the compensation of fiscal year 2012 and 2011 named executive officers by an advisory vote of over 97% and 87%, respectively.

Compensation-Related Corporate Governance and Best Practices

- Independent Compensation Committee. All compensation of the Named Executive Officers is determined by the Compensation Committee, which is composed entirely of independent directors.

- Independent compensation consultant. In fiscal year 2013, the Compensation Committee engaged an executive compensation consultant that the Compensation Committee determined to be independent of Company management.

- Compensation clawback policy. The Company has a “clawback” policy that applies in the event of a substantial restatement of our financial statements that is a direct result of the intentional misconduct or fraud of an executive officer or other senior executive. The policy permits the Compensation Committee to seek to reclaim certain compensation from executives under those circumstances. To further protect Company and stockholder interests, the Company also incorporated additional clawback provisions in certain equity grant agreements for awards made in fiscal year 2013, including for those awards made to the Named Executive Officers under the fiscal year 2013 long-term incentive program. These additional provisions allow the Company to seek to reclaim any shares or gain realized by an employee who breaches certain non-competition and other restrictive covenant provisions.

- Annual say-on-pay vote. Consistent with the result of the stockholders’ advisory vote on the frequency of the say-on-pay vote at the Company’s 2011 Annual Meeting, the Company has determined to hold an advisory say-on-pay vote to approve named executive officer compensation on an annual basis.

- Compensation-related risk review. The Compensation Committee and the chief risk officer concurred that the Company’s fiscal year 2013 executive incentive compensation programs do not give rise to risks that are reasonably likely to have a material adverse effect on the Company because, among other things: (1) the majority of the compensation is tied to the Company’s long-term goals and is subject to future vesting; (2) the Company maintains its compensation clawback policy; and (3) the Compensation Committee has discretion to reduce a Named Executive Officer's incentive compensation payouts for any reason, including to avoid rewarding an executive for excessive or inappropriate risk-taking.

- Stock Ownership Requirements. The Company maintains stock ownership requirements to promote substantial equity ownership by executive officers and thereby further align their interests with the interests of our stockholders. Under these requirements, each executive is required to own Common Stock equal to a multiple of the executive's base salary, reflecting each executive's role and level of responsibility at the Company. The multiple ranges from two-to-five times base salary for the Named Executive Officers.

New Chief Executive Officer in Fiscal Year 2013

On January 7, 2013, Mr. Gregoire became Chief Executive Officer of the Company and the Company entered into an employment agreement with him. Since Mr. Gregoire's employment was commencing in the fourth quarter of fiscal year 2013, the Compensation Committee determined that he would not participate in the fiscal year 2013 executive incentive compensation program. Under the terms of the employment agreement, the Compensation Committee awarded Mr. Gregoire sign-on equity grants of $3,000,000 in stock options and $2,000,000 in restricted stock units. Each award will vest in approximately equal installments on the first three anniversaries of his employment date. Mr. Gregoire also received a sign-on bonus of $500,000 in lieu of an annual performance cash incentive for fiscal year 2013 and to help offset Mr. Gregoire's expenses associated with his relocation to the New York area and his negotiation of the employment agreement. Mr. Gregoire will participate in our executive incentive compensation programs beginning in fiscal year 2014. Mr. McCracken ceased to serve as Chief Executive Officer on January 7, 2013 and retired from the Company effective March 31, 2013.

Compensation Philosophy

The Company's compensation philosophy, set by the Compensation Committee, is pay-for-performance which is designed to align executives' compensation with performance against the Company's short-term and long-term performance objectives. The philosophy and design is also intended to provide compensation and incentives needed to attract, motivate and retain key executives who are crucial to the Company's long-term success, as briefly summarized in the illustration below.

The Company's incentive compensation program design also discourages executives from engaging in excessive risk-taking or behaviors that are not consistent with the Company's high ethical standards. The Compensation Committee reserves discretion to reduce an incentive payout to any Named Executive Officer for any reason, and failure by a Named Executive Officer to complete business ethics training on an annual basis results in an automatic 10% reduction in the total target amount of incentive pay for that Named Executive Officer.

Based on the Company's financial performance as summarized above, our Named Executive Officers' compensation for fiscal year 2013 was below target levels, reinforcing our pay-for-performance alignment.

Fiscal Year 2013 Total Realized Compensation

The following table shows the actual amounts, in cash and equity, that the Company considers to have been earned or received by the Named Executive Officers with respect to fiscal year 2013. The table identifies compensation that is not subject to forfeiture (i.e., vested or "actual-realized") and compensation that remains subject to forfeiture (i.e., "actual-unrealized").

This table is also intended to provide information that supplements the information in the Summary Compensation Table provided below. The Summary Compensation Table, as required by the SEC rules, provides the grant date fair value of all stock options and performance shares granted during the fiscal year. As a result, a significant portion of the total compensation amounts reported in the Summary Compensation Table relate to equity awards that have not fully vested (including performance shares for which the performance period has not been completed) and for which the value is uncertain (and which may have no value at all). For example, the stock awards reflected in the Summary Compensation Table represent fiscal year 2013-2015 three-year performance shares that were granted in fiscal year 2013 but will not be issued until the conclusion of the three-year performance period on March 31, 2015, subject to attainment of the applicable performance goals.

The table demonstrates that, consistent with the Company's pay-for-performance philosophy:

- A substantial majority of the Named Executive Officers' total direct compensation is performance-based and, therefore, compensation realized for fiscal year 2013 was significantly affected by the Company's below-target financial performance.

- A significant portion of the total compensation amounts reported in the Summary Compensation Table relate to compensation that is not realized by the Named Executive Officers in fiscal year 2013, primarily because the values shown in the Summary Compensation Table include performance shares that may or may not have any value after the end of the three-year performance period. That value will ultimately depend on the performance of the Company and the achievement of the applicable performance goals for that period. As highlighted by the fact that there was not any payout for the fiscal years 2011-2013 performance shares, the value of these awards remains uncertain, and Named Executive Officers will not realize value for these awards until after the applicable performance periods. The structure of these awards, however, strengthen the alignment of our Named Executive Officers' compensation with stockholder value because the ability to realize the value remains at-risk for a longer period, which is intended to focus on long-term performance and to aid in retention.

- A substantial portion of the Named Executive Officers' performance-based compensation is paid in Company Common Stock or stock options. The stock options are subject to annual vesting over three years, which aids in retention of the Named Executive Officers. Further, all these awards remain subject to market risk, as their value fluctuates with the price of the underlying Common Stock.

(1)	Fiscal 2013 Base Salary ($)	Bonus ($)	Fiscal 2013 Annual Perfor-mance Cash Incentive ($)	Restricted Stock		Stock Options(2)		Fiscal 2011-2013 Three-Year Performance Shares(3)(4)(5)		Fiscal 2013 Total Realized Compen-sation(1) ($)	Fiscal 2 Total U Compe ($)
				Shares	Value ($)	Shares	Value ($)	Shares	Value ($)		
M.P. Gregoire(7)											
Target	1,000,000			87,642	2,375,975	685,546	2,478,053				
Actual-realized	234,849	500,000								734,849	
Actual-unrealized				87,642	2,375,975	685,546	2,478,053				4,854,0
R.J. Beckert(8)											
Target	550,000		550,000			137,926	301,963				
Actual-realized	537,500		374,000							911,500	
Actual-unrealized						137,926	301,963				301,963
G.J. Fischer											
Target	700,000		700,000			157,629	345,099	40,698			
Actual-realized	700,000		476,000							1,176,000	
Actual-unrealized						157,629	345,099				345,099
P. JL Griffiths(9)											
Target	688,030		688,030			157,629	345,099				
Actual-realized	688,030		467,860							1,155,890	
Actual-unrealized						157,629	345,099				345,099
A. Elster(8)											
Target	650,000		650,000			131,358	287,584				
Actual-realized	637,500		442,000							1,079,500	
Actual-unrealized						131,358	287,584				287,584
W.E. McCracken											
Target	1,000,000		1,500,000			328,398	718,966	84,789			
Actual-realized	1,000,000		1,020,000							2,020,000	
Actual-unrealized						328,398	718,966				718,966

(1) “Actual-realized” compensation is compensation that was paid in cash and compensation in shares that became vested (i.e., no longer subject to forfeiture under the terms of the award) during fiscal year 2013 and “actual-unrealized” compensation remained unvested (i.e., subject to forfeiture under the terms of the award) at the end of fiscal 2013.

(2) Stock option awards granted during fiscal year 2013 under the LTIP vest in approximately equal installments on May 22, 2013, May 22, 2014 and May 22, 2015. For purposes of providing an illustrative value of the stock options, this table shows the difference between the closing price of the Common Stock on the pertinent grant dates and the closing price of the Common Stock on May 8, 2013 ($27.11), the date the Compensation Committee approved the payout for all long-term incentive awards for fiscal year 2013 (i.e., the stock option spread as of May 8, 2013). Details about these grants are provided under the Fiscal Year 2013 Grants of Plan-Based Awards table, below. This illustrative value could differ from the actual value of the stock options on the dates on which the stock options actually vest. See also Note (7) to this table regarding Mr. Gregoire's stock options.

(3) The fiscal year 2011-2013 three-year performance-based awards due to pay out at the end of fiscal year 2013 lapsed without any payout because the minimum performance levels required for any payout under the

performance goals for revenue growth, operating income and adjusted cash flow established at the beginning of the performance period were not achieved.

(4) This table does not show the fiscal year 2013-2015 three-year performance shares that were awarded in fiscal year 2013, because the underlying Common Stock will not be issued until the conclusion of the three-year performance period on March 31, 2015, subject to attainment of the applicable performance goals.

(5) Messrs. Gregoire and Griffiths were not eligible for an award of fiscal year 2011-2013 three-year performance shares because they joined the Company after the commencement of the fiscal year 2011-2013 performance period. Messrs. Beckert and Elster were also not eligible for this award because they were not executive officers at the commencement of the performance period.

(6) "Fiscal 2013 Summary Compensation Table Total" is the number in the "Total" column of the Fiscal Year 2013 Summary Compensation Table, less the amount in the "All Other Compensation" column of that table, as required to be reported by the SEC rules.

(7) Mr. Gregoire did not receive fiscal year 2013 incentive compensation awards; however, the table shows base salary paid since the commencement of his employment on January 7, 2013 as his Actual-realized compensation. The table also shows his sign-on cash bonus (in the Bonus column of this table) and sign-on stock option and restricted stock unit grants, as described below in the Fiscal Year 2013 Grants of Plan-Based Awards table. The sign-on equity awards vest in approximately equal installments on each of the first three anniversaries of his employment date. The value of Mr. Gregoire's restricted stock was calculated based on the closing price of the Common Stock on May 8, 2013 ($27.11).

(8) Messrs. Beckert and Elster had an increase in their base salaries, effective July 2012. The Target amount in the table reflects their new base salaries as of July 2012 and the Actual-realized amount reflects the salaries each actually received during fiscal year 2013.

(9) Mr. Griffiths' base salary and annual performance cash incentive are paid in Canadian dollars and those amounts shown in this table have been converted into U.S. dollars, using the March 28, 2013 Bloomberg 5PM NY composite rate of Can$1 to US$0.9829.

How Compensation is Set and Determined

Consistent with the Company’s pay-for-performance compensation philosophy, the Compensation Committee has adopted fundamental compensation principles in determining compensation for our Named Executive Officers. The Compensation Committee determines the appropriate strategy to incorporate these principles in our Named Executive Officers’ compensation program, and seeks to achieve the outcomes described below.

<table>
<tr><th>Principle</th><th>Strategy</th><th>Outcome</th></tr>
<tr><td>Support a performance-based culture</td><td>Annually assess and appropriately reward executive performance against short-term and long-term financial, operating and strategic goals.</td><td rowspan="7">•Attract and retain talented senior executives whose judgment is vital to the continued success of the Company;

•Deliver stockholder return;

•Engage and incent executives to achieve short-term and long-term goals; and

•Ensure business is conducted in an ethical manner and that incentive compensation is designed in a way to discourage executives from engaging in excessive or inappropriate risk-taking</td></tr>
<tr><td>Adopt a total rewards holistic view</td><td>Promote the various components of an employment experience including compensation, benefits, perquisites and career development.</td></tr>
<tr><td>Include substantial portion of “at-risk” compensation</td><td>Establish alignment of a substantial portion of our executives’ compensation to the Company’s financial, strategic, operational and stock price performance.</td></tr>
<tr><td>Ensure appropriate compensation component mix</td><td>Balance the base salary, annual performance cash incentive, and long-term incentive compensation components of an executive’s overall compensation package to the competitive market.</td></tr>
<tr><td>Align to Company strategy</td><td>Annually review, assess, and implement change needed to ensure that the executive compensation program aligns with the Company’s short-term and long-term strategy (including with respect to appropriate compensation mix and performance measures).</td></tr>
<tr><td>Align with stockholders’ interests</td><td>Establish programs and policies that are transparent and meet governance and fiduciary commitments to our stockholders. Design programs that seek to deliver stockholder return. Deliver a substantial portion of compensation in stock. Maintain executive stock ownership requirements.</td></tr>
<tr><td>Mitigate excessive risk taking</td><td>Compensation Committee has discretion to reduce any annual performance cash incentive or performance share award for any reason, including the quality and long-term strategic alignment of the results underlying the achievement of performance goals. Mandatory reduction of target performance incentive for failure to complete annual ethics training. “Clawback” of compensation in the case of substantial Company financial restatements as a direct result of intentional misconduct or fraud. Clawback provisions have also been incorporated in equity grant agreements that could be triggered in the event the employee breaches certain restrictive covenants. Annual risk assessment of compensation programs with chief risk officer.</td></tr>
</table>

The process for determining compensation targets for our Named Executive Officers involves a three-tier review that includes:

• recommendations from the Chief Executive Officer and the Chief Human Resources Officer regarding each Named Executive Officer other than the Chief Executive Officer based on available competitive market data and their assessment of each executive's individual contribution, experience and potential;

- input, analysis and advice from the Company's independent compensation consultant, Towers Watson; and
- approval by the independent Compensation Committee.

The Role of the Compensation Committee

The responsibilities of the Compensation Committee are set forth in the Compensation Committee's charter, which is available on our website at www.ca.com/invest. The Compensation Committee:

- develops an executive compensation philosophy and objectives and establishes principles to guide the design and select the components of executive compensation;
- approves the amount and the form of compensation, as well as the other terms of employment, of the Company's executive officers (as defined in the applicable SEC regulations), including the Chief Executive Officer and the other Named Executive Officers; and
- recommends to the Board approval of all executive compensation plans and programs.

The Compensation Committee may delegate its authority to one or more members or subcommittees, when deemed appropriate. The Compensation Committee consists entirely of directors who are "independent" as described in applicable NASDAQ rules and the Company's Corporate Governance Principles.

The Compensation Committee, together with independent members of the Board of Directors, oversees the performance and reviews the compensation of the Chief Executive Officer as well as executive management development and succession planning.

The Compensation Committee meets regularly in executive session, without management present, and reports to the full Board at each regular Board meeting.

In evaluating compensation data and exercising its judgment in making decisions regarding executive incentive compensation matters for any fiscal year, the Compensation Committee considers, among other factors:

- the Company's financial performance and financial, strategic and operational goals;
- each executive's individual contribution, experience and potential;
- feedback from the independent members of the Board of Directors with regard to the Chief Executive Officer's performance and compensation;
- competitive market data (as described below under "Use of Compensation Benchmarking Data");
- recommendations from its independent compensation consultant;
- recommendations from the Chief Executive Officer and Chief Human Resources Officer; and
- the principles and strategies summarized above, as well as other factors summarized below under "Other Important Compensation Matters."

The Compensation Committee also considers the results of the advisory vote on the compensation of our Named Executive Officers ("say-on-pay"). The Company received high levels of support for the fiscal years 2011 and 2012 say-on-pay proposals at the Company's 2011 and 2012 Annual Meeting of Stockholders. The Compensation Committee considers the results of the annual say-on-pay advisory

vote as it makes decisions about executive compensation. The Company will provide a say-on-pay advisory vote to stockholders on an annual basis.

The Compensation Committee considers the abovementioned factors in establishing target total direct compensation opportunities for our Named Executive Officers, which is generally targeted to be within the 50th to 75th percentiles of compensation of executives in the selected compensation benchmarking group (as described below under "Use of Compensation Benchmarking Data"). Actual compensation, however, varies above or below this level based on the degree to which specific performance goals are attained under the incentive compensation plans and changes in stock value over time.

The Role of the Compensation Consultant

During fiscal year 2013, the Compensation Committee engaged Towers Watson as its independent executive compensation consultant. Towers Watson provided the Compensation Committee with the following services:

- advised with respect to the design, form, components and amounts of compensation for executive officers;
- advised and provided analysis on the appropriate composition and mix of the Company's compensation benchmarking group;
- reviewed the Company's current compensation programs and opined on whether those programs were competitive and well-balanced;
- reviewed and advised with respect to market trends, governance issues and developments and their potential effect on executive compensation programs; and
- consulted with the Compensation Committee on appropriate performance metrics for the annual performance cash incentive and long-term incentive awards.

The terms for Towers Watson's engagement are set forth in a formal agreement containing a description of the scope of Towers Watson's services. The Compensation Committee engaged Towers Watson based on its experience, expertise and familiarity with the Company and the technology industry. A representative of Towers Watson usually attends sessions of the Compensation Committee that deal with executive compensation matters. In addition, management also works with Towers Watson at the direction of the Compensation Committee to prepare materials with respect to market data and best practices for the Compensation Committee's consideration when making compensation decisions.

The Role of Executive Management

The Compensation Committee considers the views and insights of the Chief Executive Officer and the Chief Human Resources Officer in making compensation decisions for Named Executive Officers and other executives. The Compensation Committee believes that the input of these officers with respect to the business environment, the Company's competitive status in various business areas, and the attributes and performance of individual executives is an essential component of the Compensation Committee's process. No Named Executive Officer provides any recommendation regarding the determination of his or her own compensation.

In early fiscal year 2013, the Chief Executive Officer and the Chief Human Resources Officer made recommendations to the Compensation Committee with regard to each executive officer's base salary level and individual incentive compensation targets (i.e., annual performance cash incentive target and long-term incentive award target amounts), based on each executive's experience, role, potential and

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performance. The recommendations of the Chief Executive Officer and the Chief Human Resources Officer were then reviewed by the Compensation Committee with the assistance of Towers Watson.

Other executives who have a role in the Compensation Committee's process include the Company's Chief Financial Officer, who provides insight on the Company's key financial drivers and goals in the short- and long-term and who certifies the level of attainment of the pre-established financial performance goals for the annual and long-term incentive components of the executive compensation programs. Based on the input of the Chief Financial Officer, the Compensation Committee approved the level of attainment of the fiscal year 2013 performance goals and the payouts based on that level of attainment.

Use of Compensation Benchmarking Data

To design and determine the amount and mix of compensation payable to the Company's executive officers, including the Named Executive Officers, the Compensation Committee, with the assistance of Towers Watson, annually reviews a variety of data, including competitive market data for the most comparable positions at a sample of other companies that the Company considers as its "peer group." Using a methodology recommended by Towers Watson and with their assistance, the Compensation Committee selected a competitive benchmarking group that included the following attributes:

- companies in the industry in which the Company's business competes (i.e., Systems and Software);
- companies in other similar technology industries (e.g., applications software, IT services, computer storage and peripherals, etc.) in which the Company competes for executive talent;
- a sample of companies of these types that has median revenues that approximate the Company's revenue, since revenue size is considered by compensation consultants to have a high correlation with the scale and complexity of a business, which often dictates compensation levels; and
- a company sample size that is sufficiently robust to offer a reasonable measure of statistical integrity.

The Compensation Committee annually evaluates the competitive benchmarking group to confirm that it remains appropriate. The competitive benchmarking group for fiscal year 2013 selected by the Compensation Committee was substantially the same as the group for fiscal year 2012 (except that two companies in the fiscal year 2012 group were subsequently acquired and removed from the group), as follows:

Fiscal Year 2013 Compensation Benchmarking Group

Adobe Systems Incorporated	Computer Sciences Corporation	QUALCOMM Incorporated
Autodesk, Inc.	Compuware Corporation	salesforce.com, inc.
Automatic Data Processing, Inc.	EMC Corporation	Seagate Technology plc
BMC Software, Inc.	Intuit Inc.	Symantec Corporation
Cadence Design Systems, Inc.	Juniper Networks, Inc.	Unisys Corporation
Citrix Systems, Inc.	Microsoft Corporation	VMware, Inc.
	Oracle Corporation	

Elements of Compensation

The elements of regular compensation for the Company's Named Executive Officers for fiscal year 2013, other than for Mr. Gregoire who commenced employment late in the fiscal year, were base salary, annual performance cash incentive compensation, long-term incentive compensation, broad-based employee benefit programs and limited perquisites. The following table briefly summarizes these elements of compensation, which are described in greater detail elsewhere in this Compensation Discussion and Analysis.

TOTAL DIRECT COMPENSATION				TOTAL INDIRECT COMPENSATION
Cash Compensation		Equity Compensation (Long-Term Incentive Awards)		All Other Compensation
Base Salary	Annual Performance Cash Incentive -At-Risk-	Stock Options -At-Risk-	3-Year Performance Shares -At-Risk-	Benefits & Perquisites
Purpose: To provide a competitive base level of fixed compensation recognizing the executive's contribution, experience and potential.	Purpose: To recognize an executive's contributions in achieving the current fiscal year's goals.	Purpose: To provide motivation to deliver stock price growth to stockholders and promote retention.	Purpose: To provide motivation to deliver on pre-established long-term goals that align to stockholder value and promote retention.	Purpose: To aid in the attraction of executives by providing a limited number of personal benefits allowing greater focus on business matters and increased productivity.
Description: Fixed cash compensation for services rendered during the year.	Description: A cash bonus. Paid only if current fiscal year goals are achieved. Cash incentive targets are established annually by the Compensation Committee. The Compensation Committee retains complete discretion to limit any award payouts.	Description: A time-based equity award that will have value to grantee only if the stock price appreciates. 34% of the shares vest on the first anniversary of the stock option grant date and an additional 33% of the shares vest on each of the second and third anniversaries of the option grant date.	Description: A performance-based equity award in recognition of achievement of pre-established performance goals over a 3-year performance period. 100% of the shares vest on the date of issuance (i.e., after the 3-year performance period goals are certified). The Compensation Committee retains complete discretion to limit any award payouts.	Description: E.g., retirement benefits; deferred compensation arrangements; relocation-alternative housing and transportation arrangements; personal use of Company transportation; severance benefits; change in control benefits; and financial planning. Not all Named Executive Officers participate in these example perquisites.

Consistent with the philosophy outlined above, a Named Executive Officer's total direct compensation is based on the Company's performance as well as on the performance of the individual officer. The Company does not have a pre-established policy or target for allocating between fixed and variable compensation. However, the allocation is influenced by the Compensation Committee's assessment of the practices of companies in the competitive benchmarking group and the Company's short-term and long-term strategic objectives. The Compensation Committee believes that executive compensation should incent the Named Executive Officers to achieve consistent and sustained Company performance. Accordingly, their compensation is weighted towards variable compensation, including annual cash incentives and long-term equity incentives, rather than fixed compensation or base salaries.

The charts on the next page illustrate this, by showing that the most significant portion of the Named Executive Officers' compensation, as set forth in the fiscal year 2013 Summary Compensation Table below, is based on Company performance, with approximately 81% of the former Chief Executive Officer's total compensation and approximately 77% of the other Named Executive Officers' (other than Mr. Gregoire) total compensation being based on Company performance.

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Base Salaries

The Company offers its Named Executive Officers an annual base salary to compensate them for services rendered during the year. Base salaries are essential for the attraction and retention of talented executive officers. The annual base salaries for the Named Executive Officers are reviewed annually when the Compensation Committee conducts its compensation benchmark analysis but do not automatically or necessarily increase each year.

Fiscal Year 2013 Annual Performance Cash Incentive Awards

The annual performance cash incentive award is an opportunity for an executive to earn an amount of cash after the end of the fiscal year, based on the level of attainment of revenue growth and operating margin goals approved by the Compensation Committee at the beginning of the fiscal year 2013 performance period:

- Revenue Growth (60% weighting): Growth in SEC-disclosed total revenue for fiscal year 2013, excluding the impact of foreign currency exchange.

- Operating Margin (40% weighting): Operating income divided by total revenue for fiscal year 2013. Operating income is defined as income from continuing operations before interest and income taxes plus non-GAAP operating adjustments, including but not limited to, purchased software amortization, intangibles amortization, share-based compensation and hedging gains/losses as reported in the “Reconciliation of Select GAAP Measures to Non-GAAP Measures” table of the Company’s fiscal year 2013 fourth quarter financial results press release.

The Revenue Growth and Operating Margin metrics exclude any: (1) SEC-disclosed results from discontinued operations (adjusting the payout schedule to remove the effect of the discontinued operations from both actual and projected financial results); and (2) internally reported results from any acquisition that is included in SEC-disclosed results as a purchase transaction during fiscal year 2013 and that was not contemplated at the time the target performance goals were established.

The Compensation Committee annually reviews the metrics and the weightings used in the incentive compensation programs each year. The Named Executive Officers were assigned these metrics and weightings because they closely aligned them with the Company’s overall business plan for fiscal year 2013, which is consistent with focusing the team on overall business growth and profitability and holding the executive management team accountable for business decisions.

Determining Annual Performance Cash Incentive Award Payouts

After the end of fiscal year 2013, the Compensation Committee reviewed the Company’s actual performance against the financial goals. The Compensation Committee discussed these results with the Chief Executive Officer and Chief Financial Officer, including the level of difficulty in achieving the targeted performance goals for fiscal year 2013. The Compensation Committee determined that the annual performance cash incentive awards would be paid out at the actual core plan formulaic attainment level. Since threshold performance for the Revenue Growth measure was not achieved, there was no payout made with regard to that measure.

The table below shows the relationship of Company performance against the performance goals to the level of attainment of the applicable performance goal, which is the formulaic basis for the payout of the annual performance cash incentive awards.

Fiscal Year 2013 Annual Performance Cash Incentive Performance Metrics (Core Plan)	Relationship of Performance to Payout						Target Award Earned			
	Threshold		Target		Maximum		Actual Performance	Payout Percentage Credited	Plan Weighting of Result	Factor %
Corporate	Perf. Goal	Payout %	Perf. Goal	Payout %	Perf. Goal	Payout %				
Revenue Growth*	1.9%	25%	4.5%	100%	7.9%	200%	-1.6%	0%	60%	0.0%
Operating Margin*	34.2%	25%	35.0%	100%	36.0%	200%	35.7%	170%	40%	68.0%
Total Payout Factor										68.0%

*A reconciliation of non-GAAP financial measures in the above table to comparable GAAP financial measures is included in
"Supplemental Financial Information," below.

Fiscal Year 2013 Long-Term Incentive Awards

Consistent with the Company's fundamental pay-for-performance compensation philosophy, the Company allocates a substantial portion of its executive compensation to performance-based equity awards in the form of Common Stock so that our executives' interests are aligned with our stockholders' interests. For fiscal year 2013, the total target value of each Named Executive Officer's long-term incentives consisted of a combination of stock options and three-year performance shares.

Stock Options

At the beginning of fiscal year 2013 stock options were granted to the Named Executive Officers (other than Mr. Gregoire who did not join the Company until January 7, 2013) that vest 34% on the first anniversary of the grant date of May 22, 2012 and 33% on each of the second and third anniversaries of the grant date.

In late January 2013, the Company discovered an administrative error in the input to one of the assumptions under the Black-Scholes pricing model that the Company referred to in determining the number of stock options that were granted on May 22, 2012 to the Company's executive officers, including Messrs. McCracken, Beckert, Fischer, Griffiths and Elster, and that were granted on January 7, 2013 to Mr. Gregoire as part of his sign-on equity award. This error resulted in the grant of stock options with a grant date value that was less than intended to each of those executives. On February 21, 2013, the Compensation Committee granted additional stock options to the Named Executive Officers to deliver the remainder of the grant date value originally intended for each of the earlier grants. The vesting and expiration dates of the additional stock options are the same as the vesting and expiration dates of the earlier grants to which they relate. Additional details about these stock option grants are provided in the Fiscal Year 2013 Grants of Plan-Based Awards table below.

The objective of the stock option grants and the three-year vesting schedule is to align the interests of our executives with the long-term performance of our stock price and the interests of our stockholders and to promote the retention of the executives. Except as described in the preceding paragraph, the stock options granted as part of the fiscal year 2013 long-term incentive program have a term of seven years. Mr. Gregoire's sign-on stock options have a term of ten years and vest in approximately equal installments on each of the first three anniversaries of his employment date of January 7, 2013.

Fiscal Year 2011-2013 Three-Year Performance Share Awards

Fiscal year 2011-2013 three-year performance shares were granted in fiscal year 2011 to be settled by the issuance of unrestricted shares of Common Stock at the conclusion of the three-year performance period ended March 31, 2013, based on the Company's performance for that three-year performance period. Messrs. McCracken and Fischer are the Named Executive Officers who received a grant of the fiscal year 2011-2013 three-year performance share awards. The other Named Executive Officers were ineligible for this award because they were not executive officers at the beginning of the performance period.

These three-year performance shares were granted to the executive officers (including Messrs. McCracken and Fischer) because the Compensation Committee believed that these executives are principally responsible for leading the execution of the Company's long-term strategy.

The following describes the performance metrics for the fiscal year 2011-2013 three-year performance period (and the weightings attributable to each metric), which concluded on March 31, 2013 and which were approved by the Compensation Committee at the beginning of the performance period:

- Three-Year Revenue Growth (50% weighting): Growth in SEC-disclosed total revenue over three-year performance period (fiscal years 2011, 2012 and 2013), excluding the impact of foreign currency exchange.

- Three-Year Operating Income Growth (25% weighting): Growth in SEC-disclosed income from continuing operations before interest and income taxes over three-year performance period (fiscal years 2011, 2012 and 2013), plus SEC-disclosed non-GAAP operating adjustments, including but not limited to, purchased software amortization, intangibles amortization, share-based compensation and hedging gains/losses.

- Three-Year Adjusted Cash Flow from Operations ("CFFO") Growth (25% weighting): Growth in SEC-disclosed net cash provided by continuing operating activities over three-year performance period (fiscal year 2011, 2012 and 2013), plus restructuring and other payments for those fiscal years reported in the Company's Supplemental Financials provided at www.ca.com/invest.

The Three-Year Revenue Growth, Three-Year Operating Income Growth and Three-Year Adjusted CFFO Growth metrics exclude any: (1) SEC-disclosed results from discontinued operations (adjusting the payout schedule to remove the effect of the discontinued operations from both actual and projected financial results); and (2) internally reported results from any acquisition that is included in SEC-disclosed results as a purchase transaction during the performance period and that was not contemplated at the time the target performance goals were established.

Determining Payout of Fiscal Year 2011-2013 Three-Year Performance Share Awards

At the end of fiscal year 2013, the Compensation Committee reviewed the Company’s actual performance against the performance measures established at the beginning of fiscal year 2011 for the fiscal year 2011-2013 three-year performance share awards based on the Company’s expectations at that time (revised to reflect the discontinued operations associated with the sale of the Company's Information Governance and Internet Security businesses) and determined that the minimum performance requirements for each of the performance measures had not been met. The Compensation Committee determined that there would not be any payout to the Named Executive Officers for these three-year performance share awards because threshold performance for these goals had not been achieved.

Fiscal Year 2011-2013 Three-Year Performance Shares Performance Metrics	Relationship of Performance to Payout							Target Award Earned		
	Threshold		Target		Maximum					
	Perf. Goal	Payout %	Perf. Goal	Payout %	Perf. Goal	Payout %	Actual Performance	Payout Percentage Credited	Plan Weighting of Result	Factor %
3-Year Revenue Growth*	4.8%	25%	9.6%	100%	15.3%	200%	3.2%	0%	50%	0.00%
3-Year Operating Income Growth*	6.8%	25%	13.7%	100%	21.3%	200%	5.0%	0%	25%	0.00%
3-Year Adjusted CFFO Growth*	7.9%	25%	15.8%	100%	24.3%	200%	1.0%	0%	25%	0.00%
Total Payout Factor										0.00%

*A reconciliation of non-GAAP financial measures in the above table to comparable GAAP financial measures is included in
“Supplemental Financial Information,” below.

Fiscal Year 2013-2015 Three-Year Performance Share Awards

At the beginning of fiscal year 2013, the Compensation Committee awarded fiscal year 2013-2015 three-year performance shares. The performance metrics are weighted: 50% on average three-year revenue growth, 30% on average three-year operating margin goals and 20% on average three-year adjusted cash flow from operations growth, over the performance period consisting of fiscal years 2013, 2014 and 2015. The fiscal year 2013-2015 three-year performance shares comprise 66% of the targeted total value of each Named Executive Officer’s LTIP for fiscal year 2013. The three-year performance share awards are to be settled in the form of shares of Common Stock, which will be issued only after the Compensation Committee certifies the level of attainment of the applicable performance goals. The objective of the three-year performance share awards is to align the interests of the executives with the long-term performance of the Company’s stock price and the interests of our stockholders, and to promote retention of the Named Executive Officers. The fiscal year 2013-2015 three-year performance shares were granted to Named Executive

Officers (other than Mr. Gregoire who joined the Company in the last quarter of the fiscal year) because the Compensation Committee believes that these executives are principally responsible for leading the execution of the Company's long-term strategy.

The number of shares of Common Stock underlying fiscal year 2013-2015 three-year performance shares that the Named Executive Officers may earn is reflected in the "Estimated Future Payouts Under Equity Incentive Plan Awards" column of the Fiscal Year 2013 Grants of Plan-Based Awards table, below. Because the three-year performance period ends with fiscal year 2015, the results for that performance period are not yet available and no payout will occur until after fiscal year 2015. The financial objectives for the fiscal year 2013-2015 three-year performance period reflected our internal, confidential business plan at the time the awards were established. At the time the fiscal year 2013-2015 three-year performance objectives were formulated, there was a substantial degree of difficulty with respect to achieving those objectives, since many of the targets were aggressive and the threshold payout level would require performance above the level of our results for the fiscal year that ended immediately prior to the beginning of the three-year performance period.

Other Important Compensation Matters

Compensation Committee Discretion to Reduce Performance-Based Award Payouts

The Compensation Committee retains discretion to reduce the amount of any incentive compensation payout (including annual performance cash incentive and performance share awards) for any reason, including the results of the Compensation Committee's review of the basis on which the performance goals were achieved. This review includes an examination of, among other things, the quality and long-term strategic alignment of the performance underlying the attainment of the performance goals, as well as the long-term risks associated with the manner in which the performance goals were attained.

Executive compensation payouts are also tied to the ethical standards of the Company. A failure to complete annual ethics training results in a mandatory 10% reduction of an executive's target performance incentive. Moreover, in determining whether to exercise additional discretion to reduce payouts on the basis of issues relating to ethical standards, the Compensation Committee considers each executive's contribution to the establishment and maintenance of high ethical and compliance standards throughout his or her organization and, in general, throughout the Company. Management also notifies the Compensation Committee of any incidents or reports of unethical behavior or other misconduct. No reductions were made to any Named Executive Officer's annual performance cash incentive for ethical or other reasons with respect to payouts made for fiscal year 2013.

Policy on Adjustments or Recovery of Compensation

The Compensation Committee maintains a compensation recovery ("clawback") policy that is applicable in the event of a substantial restatement of our financial statements that is a direct result of the intentional misconduct or fraud of an executive officer or other senior executive. Under this policy, the Compensation Committee can, in its discretion, direct that we recover all or a portion of any award (which includes any cash or equity-based award or incentive compensation award) made to any executive officer or other senior executive who engaged in that intentional misconduct and/or fraud for any fiscal year that is negatively affected by the restatement. The amount the Compensation Committee can seek to recover is the amount by which the affected award exceeds the amounts that would have been payable to that executive had the financial statements been initially filed as restated, or any greater or lesser amount (but not greater than the entire affected awards in the given period). The Compensation Committee will determine how we may recover this compensation, including by seeking repayment, reduction of any potential future payments and/or an adjustment of what otherwise might have been a future increase in compensation or a compensatory grant.

In addition, clawback provisions were incorporated in certain agreements evidencing grants of restricted stock awards, restricted stock units and stock option awards entered into in fiscal year 2013, including for those awards made to the Named Executive Officers under the fiscal year 2013 long-term incentive program. These provisions generally permit the Company to recover shares or gains from restricted stock and stock options granted to an employee who violates the Company's non-competition and non-solicitation provisions. The Compensation Committee believes that these provisions are important to the Company and its stockholders because they provide a means by which to recover compensation that was paid to an employee who subsequently breached restrictive covenant provisions intended to protect the Company and its assets.

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Tax Deductibility of Performance-Based Compensation

Section 162(m) of the U.S. Internal Revenue Code limits the annual deductibility of compensation in excess of $1 million paid to the Chief Executive Officer and to the other three highest-paid executive officers (other than the Chief Financial Officer) unless this compensation qualifies as “performance-based.” For purposes of Section 162(m), compensation derived from the exercise of stock options generally qualifies as performance-based. In addition, we generally intend that incentive compensation paid in cash or in the form of restricted stock, restricted stock units or performance shares should qualify as performance-based. We believe that, for fiscal year 2013, incentive compensation paid to the Named Executive Officers in cash and equity under the LTIP qualified as performance-based. However, the Compensation Committee retains discretion to approve or revise annual, long-term or other compensation arrangements in a manner that does not permit the compensation to qualify for tax deductibility under Section 162(m).

In fiscal year 2011, the Compensation Committee redesigned the operation of the Company’s annual performance cash incentive and long-term incentive plan to give additional flexibility in the payout of awards while also satisfying the requirements of Section 162(m) of the Internal Revenue Code regarding the deductibility of performance-based compensation. The same approach was followed for fiscal year 2013 compensation. Under this design, at the beginning of the performance period for an award, the Compensation Committee:

- establishes the performance metrics and objective performance goals relating to each award;
- establishes a “maximum plan” funding level that reflects the maximum amounts of cash or stock that may be payable upon achievement of those performance goals;
- retains discretion to pay out the awards at a level below the maximum plan funding level; and
- establishes a “core plan” funding level that reflects the expected payout of the awards upon achievement of those performance goals, which payout is lower than the maximum plan funding level.

After completion of the performance period and certification of the extent to which the performance goals were achieved, the awards are determined under the maximum plan funding level based on the certified extent of achievement. The Compensation Committee then considers other factors relating to the manner in which the performance goals were attained, including the effect of events that were unforeseeable when the performance goals were established, and the Compensation Committee may exercise its discretion to pay out the awards at a lower level than the maximum plan. After the Compensation Committee’s evaluation of these matters for the performance relating to the fiscal year 2013 annual performance cash incentive, the Compensation Committee exercised its discretion to pay out the awards at the core plan funding level.

Executive Stock Ownership Requirements

The objective of our Executive Stock Ownership Requirements is to align senior executives’ interests with those of stockholders and encourage growth in stockholder value. Our Executive Stock Ownership Requirements are applicable to a group of executives that includes the Named Executive Officers.

Under the Executive Stock Ownership Requirements, the amount of Common Stock each executive is required to own, which is stated as a multiple of the executive’s base salary, reflects each executive’s role and level of responsibility at the Company.

The multiples applicable to the Named Executive Officers are as follows: (i) Chief Executive Officer — five times, (ii) Chief Financial Officer — three times and (iii) other Named Executive Officers — two times. A

Named Executive Officer who is in compliance with the applicable stock ownership requirement may dispose of shares of Company Common Stock only so long as such Named Executive Officer's remaining ownership of Company Common Stock equals or exceeds the applicable stock ownership requirement. If a Named Executive Officer is not in compliance with the applicable stock ownership requirement, the Named Executive Officer must maintain a minimum retention ratio of 75% of the after tax value of any Company Common Stock that the Named Executive Officer receives upon vesting of any Company incentive award. Additionally, the Compensation Committee may, among other things, elect to reduce future equity awards or require cash incentives to be paid in shares of Company Common Stock for executives who do not meet the minimum stock ownership requirement. In addition to the executive stock ownership requirements, as part of our insider trading policy, our employees are prohibited from purchasing or selling short-term or speculative securities that are based on Company securities, including puts or calls and other exchange-traded options, swaps, collars and other derivative securities. Pledging of any Company stock by the Named Executive Officers requires the approval of the Chief Executive Officer and the Compensation Committee. “Short-sales” of Company securities are also prohibited.

Equity Grant Timing Policy

The Compensation Committee and executive management monitor the Company’s stock option and equity grant policies to ensure that those policies comply with applicable regulations and are consistent with good corporate practice. Grants to executive officers are customarily approved by the Compensation Committee at a regularly scheduled meeting. The Compensation Committee may approve grants to executive officers at a special meeting or by unanimous written consent under special circumstances, such as those involving new hires, promotions or retention issues. Generally, the Compensation Committee will approve stock option or other equity awards granted to executive officers as part of the long-term incentive program at the beginning of each fiscal year on or after the second trading day following the public announcement of the Company’s financial results for the fiscal year just ended. The Compensation Committee has delegated authority to the Chief Executive Officer to make limited equity grants to non-executive officers at any time of the year, including for new hires, promotions or retention grants. Effective beginning in fiscal year 2014, equity awards that are approved by the Chief Executive Officer are granted on pre-established grant dates each month.

Effect of Termination of Employment on Performance-Based Compensation

If an executive’s employment terminates prior to the end of the applicable performance period, the executive generally ceases to be eligible for any portion of the executive’s performance-based award, except as described below. Certain executive contracts may provide for the executive whose employment terminates prior to payout to be paid a prorated portion of his or her annual performance cash incentive bonus after the end of the performance period, based on the actual attainment of applicable performance goals. In addition, consistent with the terms of our long-term incentive awards, unless otherwise provided in an executive’s employment contract, an executive forfeits any unvested stock options upon termination of employment. If employment is terminated due to disability or by the Company without “cause,” an executive may be eligible for a prorated portion of the three-year performance shares after the three-year performance period based on the Company’s actual performance. In the event of the executive’s death, the executive’s estate would receive a prorated portion of the target award only with respect to three-year performance share awards (based on the portion of the period completed through the date of death). All termination terms are also subject to the Compensation Committee’s discretion. For further information please see “Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our Named Executive Officers,” below.

Employment Agreements

Detailed descriptions of any employment arrangements with the Named Executive Officers are provided below under "Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our Named Executive Officers — Employment Agreements."

In each of the cases where there is an employment agreement, the use of an employment agreement was deemed to be necessary to recruit or retain the executive. The employment agreement with Mr. Gregoire was the only employment agreement entered into by the Company with a Named Executive Officer in fiscal year 2013. The Compensation Committee determined that it would be advisable to enter into an employment agreement in order to recruit Mr. Gregoire and to help assure that he remains focused on maximizing Company performance and stockholder value, particularly since Mr. Gregoire would be relocating with his family to the New York, NY metropolitan area as part of his agreement with the Company. In entering into the employment agreement, the Compensation Committee considered and reviewed with its independent compensation consultant, among other things, competitive benchmarking information, Mr. Gregoire's experience and potential, the compensation of Mr. Gregoire's predecessor and the Company's operational and financial performance. The material details of Mr. Gregoire's employment agreement are described below under "Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our Named Executive Officers — Employment Agreements."

The Compensation Committee intends to enter into employment agreements with executive officers only where the Compensation Committee deems it necessary to recruit or retain the executive or where customary or required under local rules.

Deferred Compensation Arrangements

The Company maintains a non-qualified Executive Deferred Compensation Plan, under which our executive officers, including the Named Executive Officers, may be eligible to defer a portion of their annual performance cash incentive award.

Change in Control Severance Policy

As described below under "Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our Named Executive Officers — Change in Control Severance Policy," the Change in Control Severance Policy is intended to maintain continuity of executive management in the event of a change in control. The Compensation Committee has broad latitude to amend this policy and to add or remove executives as participants under the policy, as it deems appropriate. In fiscal year 2011 the Compensation Committee determined that it will not enter into any new or materially amended agreements with executive officers providing for excise tax gross-up provisions with respect to payments contingent upon a change in control.

COMPENSATION AND OTHER INFORMATION CONCERNING EXECUTIVE OFFICERS

Fiscal Year 2013 Summary Compensation Table

The following table includes information concerning compensation paid to or earned by our Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers, as well as our former Chief Executive Officer (the "Named Executive Officers"), for the fiscal year ended March 31, 2013.

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards(1) ($)	Option Awards(2) ($)	Non-Equity Incentive Plan Compensation(3) ($)	All Other Compensation(4) ($)	Total ($)
Michael P. Gregoire(5) Chief Executive Officer	2013	234,849	500,000	1,826,459	2,900,588	-	342,151	5,804,047
Richard J. Beckert(6) EVP & Chief Financial Officer	2013	537,500	-	1,222,341	590,629	374,000	99,078	2,823,548
	2012	487,500	-	697,109	146,524	542,920	92,853	1,966,906
George J. Fischer EVP & Group Executive, Worldwide Sales & Services	2013	700,000	-	1,396,971	675,000	476,000	56,228	3,304,199
	2012	700,000	-	1,876,405	394,416	823,200	63,636	3,857,657
	2011	700,000	600,000	1,955,254	707,439	583,100	47,742	4,593,533
Peter JL Griffiths(7) EVP & Group Executive, Enterprise Solutions & Technology Group	2013	688,030	-	1,396,971	675,000	467,860	72,100	3,299,961
	2012	593,823	250,325	2,878,753	1,036,434	667,052	95,215	5,521,602
Adam Elster(8) EVP, Mainframe and Customer Success	2013	637,500	-	1,164,131	562,503	442,000	26,078	2,832,212
William E. McCracken(9) Former Chief Executive Officer	2013	1,000,000	-	2,910,361	1,406,270	1,020,000	265,245	6,601,876
	2012	1,000,000	-	3,909,219	821,710	1,764,000	282,672	7,777,601
	2011	1,000,000	-	4,073,518	1,473,826	1,266,000	214,091	8,027,435

(1) This column shows the aggregate grant date fair value in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "Compensation — Stock Compensation," for all restricted stock, restricted stock units and performance shares granted in fiscal years 2013, 2012 and 2011. These award fair values have been determined based on the assumptions set forth in the "Stock Plans" footnote in the Notes to the Consolidated Financial Statements in each of our fiscal year 2013, 2012 and 2011 Annual Report on Form 10-K ("Form 10-K"). Additional information about the awards reflected in this column is set forth in the notes to the Fiscal Year 2013 Grants of Plan-Based Awards table and the Outstanding Equity Awards at 2013 Fiscal Year-End table, below.

(2) This column shows the aggregate grant date fair value in accordance with FASB ASC Topic 718 for all stock option awards granted in fiscal years 2013, 2012 and 2011. These award fair values have been determined based on the assumptions set forth in the “Stock Plans” footnote in the Notes to the Consolidated Financial Statements in each of our fiscal year 2013, 2012, and 2011 Form 10-K.

(3) The amounts in this column for fiscal year 2013 represent the annual performance cash incentives described under “Compensation Discussion and Analysis — Elements of Compensation — Fiscal Year 2013 Annual Performance Cash Incentive Awards — Determining Annual Performance Cash Incentive Award Payouts,” above. These amounts were paid early in fiscal years 2014, 2013 and 2012 for performance in fiscal years 2013, 2012 and 2011, respectively. These amounts had been accrued for financial reporting purposes in fiscal years 2013, 2012 and 2011, respectively.

(4) The "All Other Compensation" column includes for fiscal year 2013 the perquisites and other personal benefits detailed below, as well as contributions we made under our tax-qualified 401(k) plan and related nonqualified supplemental retirement plans.

	Gregoire $	Beckert $	Fischer $	Griffiths $	Elster $	McCracken $
Company automobile use (a)	3,106					93,351
Company aircraft use (b)	177,557		14,635	5,889		121,094
Relocation benefits (c)	159,625					
Relocation-alternative Company accommodations (d)		54,000		34,441		
Relocation-alternative transportation benefits (e)						2,850
Financial planning (f)	1,863	17,128	18,122	15,716	887	
Employer contributions to tax-qualified and nonqualified retirement plans (g)		22,950	23,471	16,054	23,731	22,950
Matching charitable contributions (h)		5,000			1,460	25,000

(a) In order to help maintain the confidentiality of business matters and to increase productivity when traveling, certain Named Executive Officers had personal use of Company-provided automobile transportation or were provided alternative personal automobile transportation. The amount reported is