

CA, INC.
Form 8-K
August 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: August 16, 2013

(Date of earliest event reported)

CA, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction)

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of incorporation)

1-9247
(Commission

File Number)

One CA Plaza

Islandia, New York
(Address of principal executive offices)

13-2857434
(IRS Employer

Identification No.)

11749
(Zip Code)

(800) 225-5224

(Registrant's telephone number, including area code)

Not applicable

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

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

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

Item 8.01 Other Events.

On August 16, 2013, CA, Inc. (the Company) issued and sold \$250,000,000 aggregate principal amount of its 2.875% Senior Notes due 2018 and \$250,000,000 aggregate principal amount of its 4.500% Senior Notes due 2023 (collectively, the Notes) pursuant to an Underwriting Agreement dated August 13, 2013 between the Company and the several underwriters named therein, for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC acted as the representatives (the Underwriting Agreement). The Notes were issued under the Company's Indenture dated as of June 1, 2008 with U.S. Bank National Association, as trustee (the Indenture), which is filed as Exhibit 4.1 to the Company's Registration Statement on Form S-3 (No. 333-174849) filed by the Company to register the offer and sale of the Notes with the Securities and Exchange Commission under the Securities Act of 1933. The forms and terms of the Notes were established and set forth in an Officers Certificate dated the date hereof pursuant to the Indenture (the Officers Certificate). Copies of the Underwriting Agreement, the Officers Certificate (including the forms of the Notes) and the opinion of counsel for the Company regarding the legality of the Notes are attached hereto as Exhibits 1.1, 4.2 and 5.1, respectively, and incorporated by reference in the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|----------------|--|
| 1.1 | Underwriting Agreement dated August 13, 2013 between the Company and the several underwriters named therein, for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC acted as representatives, relating to the offer and sale of the Notes. |
| 4.2 | Officers Certificate dated August 16, 2013 establishing the terms of the Notes pursuant to the Indenture (including the forms of the Notes). |
| 5.1 | Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes. |
| 23.1 | Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1). |

Signatures

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

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

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

Dated: August 16, 2013

EXHIBIT INDEX

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