

CA, INC.
Form SC 13D/A
November 20, 2015

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 11)***

CA, Inc. (formerly known as Computer Associates International, Inc.)

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

12673P105

(CUSIP Number)

Mr. Roger Rotach

Careal Holding AG

Utoquai 49

8022 Zurich, Switzerland

Telephone Number 41-44-269-53-16

Copy to:

Alan M. Klein, Esq.

Simpson Thacher & Bartlett LLP

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425 Lexington Avenue

New York, New York 10017

(212) 455-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 17, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 12673P105

| | | | | | | | | | |
|---|--|---|----------------------------------|---|--------------------------|---|---------------------------------------|----|-------------------------------|
| 1 | Names of Reporting Persons Careal Holding AG | | | | | | | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | | | | | | | |
| 3 | SEC Use Only | | | | | | | | |
| 4 | Source of Funds (See Instructions) WC | | | | | | | | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> | | | | | | | | |
| 6 | Citizenship or Place of Organization Switzerland | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | <table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 103,813,380</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 103,813,380</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 0</td> </tr> </table> | 7 | Sole Voting Power 103,813,380 | 8 | Shared Voting Power 0 | 9 | Sole Dispositive Power 103,813,380 | 10 | Shared Dispositive Power 0 |
| 7 | Sole Voting Power 103,813,380 | | | | | | | | |
| 8 | Shared Voting Power 0 | | | | | | | | |
| 9 | Sole Dispositive Power 103,813,380 | | | | | | | | |
| 10 | Shared Dispositive Power 0 | | | | | | | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 103,813,380 | | | | | | | | |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 13 | Percent of Class Represented by Amount in Row 11 23.7%(1) | | | | | | | | |
| 14 | Type of Reporting Person (See Instructions) CO | | | | | | | | |

(1) The percentage of Common Stock beneficially owned is based on 438,726,208 shares of Common Stock outstanding as of October 31, 2015, as provided by CA, Inc. (the Company).

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CUSIP No. 12673P105

| | | | | | | | | | |
|---|---|---|--------------------------------|---|---------------------------------------|---|-----------------------------|----|---|
| 1 | Names of Reporting Persons Martin Haefner | | | | | | | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | | | | | | | |
| 3 | SEC Use Only | | | | | | | | |
| 4 | Source of Funds (See Instructions) WC OF CAREAL HOLDING AG | | | | | | | | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> | | | | | | | | |
| 6 | Citizenship or Place of Organization Switzerland | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | <table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 20,000(2)</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 103,816,580(3)</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 0</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 103,816,580</td> </tr> </table> | 7 | Sole Voting Power 20,000(2) | 8 | Shared Voting Power 103,816,580(3) | 9 | Sole Dispositive Power 0 | 10 | Shared Dispositive Power 103,816,580 |
| 7 | Sole Voting Power 20,000(2) | | | | | | | | |
| 8 | Shared Voting Power 103,816,580(3) | | | | | | | | |
| 9 | Sole Dispositive Power 0 | | | | | | | | |
| 10 | Shared Dispositive Power 103,816,580 | | | | | | | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 103,836,580 | | | | | | | | |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 13 | Percent of Class Represented by Amount in Row 11 23.7%(4) | | | | | | | | |
| 14 | Type of Reporting Person (See Instructions) IN | | | | | | | | |

(2) 20,000 shares of Common Stock are held by Mr. Haefner.

(3) 103,813,380 shares of Common Stock are held by Careal Holding AG and 3,200 shares of Common Stock are held by the spouse of Mr. Haefner.

(4) The percentage of Common Stock beneficially owned is based on 438,726,208 shares of Common Stock outstanding as of October 31, 2015, as provided by the Company.

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| | | | | | | | | | |
|---|---|---|------------------------|---|---------------------------------------|---|-----------------------------|----|---|
| 1 | Names of Reporting Persons Eva Maria Bucher-Haefner | | | | | | | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | | | | | | | |
| 3 | SEC Use Only | | | | | | | | |
| 4 | Source of Funds (See Instructions) WC OF CAREAL HOLDING AG | | | | | | | | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> | | | | | | | | |
| 6 | Citizenship or Place of Organization Switzerland | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | <table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 103,813,380(5)</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 0</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 103,813,380</td> </tr> </table> | 7 | Sole Voting Power 0 | 8 | Shared Voting Power 103,813,380(5) | 9 | Sole Dispositive Power 0 | 10 | Shared Dispositive Power 103,813,380 |
| 7 | Sole Voting Power 0 | | | | | | | | |
| 8 | Shared Voting Power 103,813,380(5) | | | | | | | | |
| 9 | Sole Dispositive Power 0 | | | | | | | | |
| 10 | Shared Dispositive Power 103,813,380 | | | | | | | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 103,813,380 | | | | | | | | |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 13 | Percent of Class Represented by Amount in Row 11 23.7%(6) | | | | | | | | |
| 14 | Type of Reporting Person (See Instructions) IN | | | | | | | | |

(5) 103,813,380 shares of Common Stock are held by Careal Holdings AG.

(6) The percentage of Common Stock beneficially owned is based on 438,726,208 shares of Common Stock outstanding as of October 31, 2015, as provided by the Company.

This Amendment No. 11 (this Amendment) to the Statement on Schedule 13D, filed on August 24, 1987, by Cereal Holding AG, a Swiss corporation (Cereal) and Mr. Walter H. Haefner, a national and resident of Switzerland, as amended on July 21, 1988, February 22, 1989, June 14, 1989, August 3, 1989, December 1, 1989, September 16, 1998, November 14, 2001, December 28, 2001 and October 30, 2003 and as further amended by a filing by Cereal, Mr. Martin Haefner and Ms. Eva Maria Bucher-Haefner on July 10, 2012 (the Statement), further amends and supplements such Statement with respect to the Common Stock, par value \$.10 per share (Common Stock), of CA, Inc. (formerly known as Computer Associates International, Inc.), a Delaware corporation (the Company). All items not described herein remain as previously reported in the Statement. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Statement, as previously amended, filed with the Securities and Exchange Commission.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by the following:

Share Repurchase Agreement

On November 17, 2015, Cereal entered into a share purchase agreement (the Share Purchase Agreement) with the Company, pursuant to which the Company agreed to purchase from Cereal 22,000,000 shares Common Stock (the Repurchased Shares) for an aggregate purchase price of \$584,388,200.00 The purchase by the Company of the Repurchased Shares closed on November 20, 2015.

After the closing of the purchase of the Repurchased Shares, the Company will not cancel the Repurchased Shares by way of a capital reduction or otherwise, will continue to hold the Repurchased Shares in a separate account pending their sale or other transfer and will use commercially reasonable efforts to sell or otherwise transfer the Repurchased Shares to one or more third-parties until all the Repurchased Shares have been so sold or otherwise transferred. Upon request by Cereal, the Company will document and confirm such position to Cereal.

The foregoing description of the Share Purchase Agreement is qualified in its entirety by reference to the Share Purchase Agreement, a copy of which is filed herewith as Exhibit 8 and is incorporated by reference herein.

Cereal intends, on or before December 31, 2015, to (i) transfer an additional 37,050,000 shares of Company Stock to BigPoint Holding AG, a Swiss company wholly owned by Mr. Haefner and (ii) use the cash proceeds from the Repurchased Shares in connection with a purchase of shares of Cereal owned by Ms. Bucher-Haefner. These actions are part of a transaction to allow Mr. Haefner and Ms. Bucher-Haefner to maintain their respective 50% ownership interest in Cereal.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

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(a)-(b) As of the date hereof, Cereal is the owner of record of 103,813,380 shares of Common Stock, representing approximately 23.7% of the Common Stock outstanding. The percentage of Common Stock is based on 438,726,208 shares of Common Stock outstanding as of October 31, 2015, as provided by the Company. As the owner of 50% of the shares of Cereal, each of Mr. Haefner and Ms. Bucher-Haefner may be deemed to be the beneficial owner of such 103,813,380 shares of Common Stock and each may be deemed to have shared voting and dispositive power with respect thereto.

Other than the 103,813,380 shares of Common Stock owned of record by Cereal and that may be deemed to be beneficially owned by Mr. Haefner and Ms. Bucher-Haefner, the 20,000 shares of Common Stock owned of record by Mr. Haefner and the 3,200 shares of Common Stock owned of record by the spouse of Mr. Haefner (which may be deemed to be beneficially owned by Mr. Haefner), to the best knowledge of Cereal, none of its other

directors or executive officers are the beneficial owners of, nor do any of them have a right to acquire, directly or indirectly, shares of Common Stock.

(c) Other than the transactions described in Item 4, none of Careal, Martin Haefner or Ms. Bucher-Haefner has effected any transactions in shares of Common Stock in the past 60 days.

(d) Other than Careal, Martin Haefner and Ms. Bucher-Haefner, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 103,813,380 shares of Common Stock owned of record by Careal.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is amended and supplemented with the information contained in Item 4 of this Amendment, which is hereby incorporated by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the exhibit listed below:

The following exhibit is filed as an exhibit hereto:

| Exhibit | Description of Exhibit |
|----------------|--|
| 8 | Share Repurchase Agreement, dated November 17, 2015, by and between Careal Holding AG and CA, Inc. |

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

November 20, 2015

CAREAL HOLDING AG

By: Martin Haefner, Chairman and President

By: /s/ Claude Lambert
Claude Lambert
Attorney-in-fact for Martin Haefner

MARTIN HAEFNER

By: /s/ Claude Lambert
Claude Lambert, attorney-in-fact

EVA MARIA BUCHER-HAEFNER

By: /s/ Claude Lambert
Claude Lambert, attorney-in-fact