

CA, INC.

FORM S-8 (Securities Registration: Employee Benefit Plan)

Filed 09/27/17

Address	520 MADISON AVENUE NEW YORK, NY, 10022
Telephone	1-800-225-5224
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Symbol	CA
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Industry	Software
Sector	Technology
Fiscal Year	03/31

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CA, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

13-2857434
(I.R.S. Employer
Identification No.)

**520 Madison Avenue
New York, NY 10022**
(Address of Principal Executive Offices)

CA, Inc. 2012 Compensation Plan for Non-Employee Directors
(Full Title of the Plan)

Michael C. Bisignano
Executive Vice President, General Counsel and Corporate Secretary
CA, Inc.
520 Madison Avenue
New York, NY 10022
(Name and Address of Agent for Service)

(800) 225-5224
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (3)	Proposed Maximum Offering Price Per Share (4)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (5)
Deferred Stock Obligations (1)	450,000 units	\$33.15	\$14,917,500	\$1,729
Common Stock, par value \$0.10 per share, together with associated right to purchase shares of Series One Junior Participating Preferred Stock, Class A, without par value (2)	450,000 shares	\$33.15	\$14,917,500	\$0

- (1) The Deferred Stock Obligations are unsecured deferred compensation obligations of CA, Inc. (the “Registrant”) incurred in connection with a non-employee director’s deferral of annual director fees in accordance with the terms of the CA, Inc. 2012 Compensation Plan for Non- Employee Directors, as amended (the “Plan”), which obligations will be settled in shares of common stock, par value \$0.10 per share (“Common Stock”), after the director terminates service with the Registrant’s Board of Directors (the “Deferred Stock Obligations”).
 - (2) Each share of Common Stock includes one right to purchase the Registrant’s Series One Junior Participating Preferred Stock, Class A, without par value. No separate consideration is payable for such rights.
 - (3) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers additional units of Deferred Stock Obligations and shares of Common Stock that may become issuable under the Plan by reason of any stock split, stock dividend, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Common Stock. The 450,000 shares of Common Stock to be registered represent shares that will be issued to Plan participants in satisfaction of Deferred Stock Obligations under the terms of the Plan.
 - (4) Estimated solely for purpose of computing the amount of the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended, and based on the average of the high and low prices of the Registrant’s Common Stock on the NASDAQ Global Select Market on September 26, 2017.
 - (5) Pursuant to Rule 457(i) under the Securities Act of 1933, as amended, the registration fee is calculated solely on the basis of the proposed offering price of the Deferred Stock Obligations, which convert to shares of the Registrant’s Common Stock at distribution under the terms of the Plan.
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EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (the “Registration Statement”) is being filed in order to register (a) an additional 450,000 units of obligations (the “Deferred Stock Obligations”) of CA, Inc., a Delaware corporation (the “Registrant”), to issue shares of its common stock, par value \$0.10 per share (“Common Stock”) in the future in connection with the deferred payment of annual director fees that are deferred by or on behalf of eligible directors under the terms of the CA, Inc. 2012 Compensation Plan for Non-Employee Directors, as amended (the “Plan”) and (b) an additional 450,000 shares of Common Stock, together with associated right to purchase shares of Series One Junior Participating Preferred Stock, Class A, without par value (the “Series One Junior Participating Preferred Stock, Class A”) that may be issued under the Plan, which are securities of the same class and relate to the same employee benefit plan as those obligations and shares registered on the Registrant’s registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on September 5, 2012 (Registration No. 333-183731), which is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates herein by reference the following documents filed with the Commission:

- (a) The Registrant’s annual report on Form 10-K for its fiscal year ended March 31, 2017;
- (b) The Registrant’s quarterly report on Form 10-Q for its fiscal quarter ended June 30, 2017;
- (c) The Registrant’s current reports on Form 8-K filed with the Commission on June 28, 2017 and August 11, 2017;
- (d) The description of the Registrant’s Common Stock, outlined in the Registrant’s Registration Statement on Form 8-A filed on February 17, 1982 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which in turn incorporates by reference the description in the Registrant’s Registration Statement on Form S-1 (Registration No. 2-74618) filed under the Securities Act of 1933, as amended (the “Securities Act”), as amended by the Registrant’s Registration Statement on Form 8-A/A filed on April 28, 2008 and any amendment thereof or other report that updates such description; and
- (e) The description of the Registrant’s rights to purchase shares of Series One Junior Participating Preferred Stock, Class A outlined in the Registrant’s Registration Statement on Form 8-A filed on December 1, 2015 under the Exchange Act, which in turn incorporates by reference the Registrant’s current report on Form 8-K filed on December 1, 2015.

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

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

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

Item 5. Interests of Named Experts and Counsel.

Kristen W. Prohl, who rendered the opinion as to the legality of the Deferred Stock Obligations and Common Stock to be issued pursuant to this Registration Statement, is employed by the Registrant as Senior Vice President, Corporate Law & Assistant Corporate Secretary. Ms. Prohl is the beneficial owner of shares of the Registrant’s Common Stock.

[Table of Contents](#)

Item 8. Exhibits.

Exhibit Number	Description
4.1*	Restated Certificate of Incorporation (filed as Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed on March 9, 2006).
4.2*	By-laws, as amended (filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed on May 8, 2015).
4.3*	Stockholder Protection Rights Agreement, dated as of November 30, 2015, between the Registrant and Computershare Trust Company, N.A., as Rights Agent, including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of the Participating Preferred Stock, Class A of the Registrant (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on December 1, 2015).
5.1	Opinion of Kristen W. Prohl, Esq.
15.1	Accountants' Acknowledgment Letter.
23.1	Consent of KPMG LLP.
23.2	Consent of Kristen W. Prohl, Esq. (included in Exhibit 5.1).
24.1	Power of Attorney.
99.1*	CA, Inc. 2012 Compensation Plan for Non-Employee Directors, as amended (included as Exhibit A to the Registrant's Definitive Proxy Statement filed on June 22, 2017).

*Incorporated by reference.

INDEX TO EXHIBITS

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*Incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 27, 2017.

CA, Inc.

By: /s/ Michael P. Gregoire
Michael P. Gregoire
Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael P. Gregoire</u> Michael P. Gregoire	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	September 27, 2017
<u>/s/ Kieran J. McGrath</u> Kieran J. McGrath	Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	September 27, 2017
<u>/s/ Anthony J. Radesca</u> Anthony J. Radesca	Senior Vice President, Chief Accounting Officer (<i>Principal Accounting Officer</i>)	September 27, 2017
<u>*</u> Jens Alder	Director	September 27, 2017
<u>*</u> Raymond J. Bromark	Director	September 27, 2017
<u>*</u> Rohit Kapoor	Director	September 27, 2017
<u>*</u> Jeffrey G. Katz	Director	September 27, 2017
<u>*</u> Kay Koplovitz	Director	September 27, 2017
<u>*</u> Christopher B. Lofgren	Director	September 27, 2017
<u>*</u> Richard Sulpizio	Director	September 27, 2017
<u>*</u> Laura S. Unger	Director	September 27, 2017
<u>*</u> Arthur F. Weinbach	Director	September 27, 2017

*By: /s/ Kristen W. Prohl
Kristen W. Prohl
Attorney-in-Fact



Kristen Prohl
SVP, Corporate Law & Assistant
Corporate Secretary
520 Madison Avenue, 22nd Flr
New York, NY 10022
T +1 646-826-6006
F +1 212-310-6252
Kristen.Prohl@ca.com

September 27, 2017

CA, Inc.
520 Madison Avenue
New York, NY 10022

Ladies and Gentlemen:

I have acted as counsel to CA, Inc., a Delaware corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed under the Securities Act of 1933, as amended (the “Securities Act”), in connection with the issuance of an aggregate of 450,000 units of Deferred Stock Obligations (the “Deferred Stock Units”) and 450,000 shares (the “Shares”) of Common Stock, par value \$0.10 per share, of the Company, under the CA, Inc. 2012 Compensation Plan for Non-Employee Directors (the “Plan”) and the associated rights (the “Rights”) to purchase shares of Series One Junior Participating Preferred Stock, Class A, without par value, issuable pursuant to the Stockholder Protection Rights Agreement (the “Rights Agreement”) dated November 5, 2015 between the Company and Mellon Investor Services LLC, as Rights Agent, which are securities of the same class and relate to the same employee benefit plan as those obligations and shares registered on the Registrant’s registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on September 5, 2012 (Registration No. 333-183731).

As such counsel, I have examined the Company’s Restated Certificate of Incorporation as amended to date, the Company’s By-laws as amended to date, the Rights Agreement, the Registration Statement, the Plan and such other corporate documents, minutes and records as I have deemed appropriate. In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or copies and the authenticity of the originals of such copies. As to any facts material to the opinion expressed herein that I have not independently established or verified, I have relied upon statements and representations of other officers and representatives of the Company and other entities.

Based upon the foregoing, it is my opinion that the Deferred Stock Units and the Shares, when issued in accordance with the terms of the Plan, and the associated Rights will be legally issued, and the Deferred Stock Units and the Shares will be fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the U.S. Securities and Exchange Commission promulgated thereunder.

This opinion is limited to the General Corporation Law of the State of Delaware. This opinion is furnished by me as Senior Vice President, Corporate Law and Assistant Corporate Secretary of the Company in connection with the filing of the Registration Statement and is not to be used, circulated or quoted for any other purpose or otherwise referred to or relied upon by any other person without the prior express written permission of the Company other than in connection with the offer and sale of the Deferred Stock Units or the Shares while the Registration Statement is in effect.

Very truly yours,
/s/ Kristen W. Prohl

September 27, 2017

CA, Inc.
520 Madison Avenue
New York, New York 10022

Re: Registration Statement on Form S-8 relating to the CA, Inc. 2012 Compensation Plan for Non-Employee Directors to be filed on or about September 27, 2017

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated August 3, 2017 related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933, as amended (the "Act"), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP
New York, New York

Consent of Independent Registered Public Accounting Firm

The Board of Directors
CA, Inc.:

We consent to the use of our report dated May 12, 2017 on the consolidated balance sheets of CA, Inc. and subsidiaries as of March 31, 2017 and 2016, and the related statements of operations, stockholders' equity and cash flows for each of the fiscal years in the three-year period ended March 31, 2017, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of March 31, 2017, incorporated by reference herein.

/s/ KPMG LLP
New York, New York
September 27, 2017

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kieran J. McGrath, Michael Bisignano and Kristen W. Prohl, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power to them and each of them (including the full power of substitution and resubstitution) to sign for him and in his name and in the capacity or capacities indicated below a Registration Statement or Registration Statements on Form S-8 and any and all amendments (including post-effective amendments) and supplements thereto to be filed by CA, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), 450,000 additional shares of common stock, par value \$.10 per share, of the Company (together with associated preferred stock purchase rights, the "Common Stock") and units of deferred stock obligations to be delivered under the Company's 2012 Compensation Plan for Non-Employee Directors, as amended, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jens Alder</u> Jens Alder	Director	September 27, 2017
<u>/s/ Raymond J. Bromark</u> Raymond J. Bromark	Director	September 27, 2017
<u>/s/ Rohit Kapoor</u> Rohit Kapoor	Director	September 27, 2017
<u>/s/ Jeffrey G. Katz</u> Jeffrey G. Katz	Director	September 27, 2017
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<u>/s/ Richard Sulpizio</u> Richard Sulpizio	Director	September 27, 2017
<u>/s/ Laura S. Unger</u> Laura S. Unger	Director	September 27, 2017
<u>/s/ Arthur F. Weinbach</u> Arthur F. Weinbach	Director	September 27, 2017