

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

STERLING SOFTWARE, INC.
(Name of Subject Company)

SILVERSMITH ACQUISITION CORP.
COMPUTER ASSOCIATES INTERNATIONAL, INC.
(Name of Filing Person--Offeror)

COMMON STOCK, PAR VALUE \$.10 PER SHARE
(Title of Class of Securities)

859547101
(CUSIP Number of Class of Securities)

STEVEN M. WOGHIN, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
COMPUTER ASSOCIATES INTERNATIONAL, INC.
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NEW YORK 11749-7000
(631) 342-5224

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

Copies to:

SCOTT F. SMITH, ESQ.
STEPHEN A. INFANTE, ESQ.
J. D. WEINBERG, ESQ.
COVINGTON & BURLING
1330 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
TELEPHONE: (212) 841-1000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$3,615,625,000

AMOUNT OF FILING FEE**

\$723,125

* Estimated for purposes of calculating the amount of the filing fee only in accordance with Rules 0-11(d) and 0-11(a)(4) under the Securities Exchange Act of 1934, based upon (a) \$36.15625, the average of the high and low price per share of Sterling Software, Inc. common stock on February 15, 2000 as reported on the New York Stock Exchange Composite Transaction Tape, multiplied by (b) 100,000,000, representing the aggregate number of shares of Sterling Software, Inc. common stock outstanding on February 9, 2000 plus the maximum number of shares expected to be issued pursuant to outstanding options prior to the date the offer is expected to be consummated.

** One-fiftieth of 1% of the value of the transaction.

/X/ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$954,525
Form or Registration No.: Form S-4

Filing Party: Computer Associates
International, Inc.
Date Filed: February 22, 2000

// Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

/X/ third-party tender offer subject to Rule 14d-1.

// issuer tender offer subject to Rule 13e-4.

// going-private transaction subject to Rule 13e-3.

// amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: //

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This Tender Offer Statement on Schedule T0 relates to the offer (the "Offer") by Computer Associates International, Inc., a Delaware corporation ("Computer Associates"), through its wholly owned subsidiary, Silversmith Acquisition Corp., a Delaware corporation ("Silversmith"), to exchange each issued and outstanding share of common stock, par value \$.10 per share (together with the associated preferred stock purchase rights, the "Sterling Software Shares"), of Sterling Software, Inc., a Delaware corporation ("Sterling Software"), for shares of common stock, par value \$.10 per share (together with the associated preferred stock purchase rights, the "Computer Associates Shares"), of Computer Associates based on the exchange ratio described in the Prospectus referenced below, along with cash under specified circumstances described in the Prospectus.

The Offer is made pursuant to an Agreement and Plan of Merger, dated as of February 14, 2000, among Sterling Software, Computer Associates and Silversmith, which contemplates a business combination of Sterling Software and Computer Associates (the "Merger"). Computer Associates has filed a registration statement with the Securities and Exchange Commission on Form S-4 relating to the Computer Associates Shares to be issued to stockholders of Sterling Software in the Offer and the Merger (the "Registration Statement"). The terms and conditions of the Offer and the Merger are set forth in the prospectus which is a part of the Registration Statement (the "Prospectus"), and the related Letter of Transmittal, which are Exhibits (a)(1) and (a)(2) hereto.

All of the information in the Prospectus and the related Letter of Transmittal, and any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the Securities and Exchange Commission by Computer Associates, is hereby incorporated by reference in answer to Items 2 through 11 of this Schedule T0.

ITEM 1. SUMMARY TERM SHEET.

Information is disclosed to security holders in a prospectus meeting the requirements Rule 421(d) of the Securities Act of 1933.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.

(c) During the last five years, none of Computer Associates, Silversmith or, to the best of their knowledge, any of the persons listed on Annex A to the Prospectus (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgement, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

ITEM 12. EXHIBITS.

- (a)(1) Prospectus relating to Computer Associates Shares to be issued in the Offer and the Merger (incorporated by reference from Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (a)(2) Form of Letter of Transmittal (incorporated by reference to exhibit 99.1 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (a)(3) Form of Notice of Guaranteed Delivery (incorporated by reference to exhibit 99.2 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to exhibit 99.3 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).

- (a)(5) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to exhibit 99.4 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (a)(6) Form of Letter to Participants in Sterling Software's 401(k) plan (incorporated by reference to exhibit 99.5 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (a)(7) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated by reference to exhibit 99.6 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(1) Agreement and Plan of Merger dated as of February 14, 2000, among Sterling Software, Inc., Computer Associates International, Inc. and Silversmith Acquisition Corp. (incorporated by reference to exhibit 2.1 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(2) Agreement dated as of February 14, 2000, among Silversmith Acquisition Corp. and certain stockholders of Sterling Software, Inc. named therein (incorporated by reference to exhibit 10.1 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(3) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Sam Wyly (incorporated by reference to exhibit 10.2 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(4) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Charles J. Wyly, Jr. (incorporated by reference to exhibit 10.3 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(5) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Sterling L. Williams (incorporated by reference to exhibit 10.4 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(6) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Geno P. Tolari (incorporated by reference to exhibit 10.5 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(7) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and F.L. "Mike" Harvey (incorporated by reference to exhibit 10.6 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(8) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Don J. McDermott, Jr. (incorporated by reference to exhibit 10.7 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(9) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and B. Carole Morton (incorporated by reference to exhibit 10.8 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).

- (d)(10) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Mark A. Theel (incorporated by reference to exhibit 10.9 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(11) Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and R. Logan Wray (incorporated by reference to exhibit 10.10 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(12) Amendment to Change in Control Severance Agreement, dated February 14, 2000, by and among Sterling Software, Computer Associates and Evan A. Wyly (incorporated by reference to exhibit 10.11 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(13) Form of Amendment to Change in Control Severance Agreement, dated as of February 14, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and certain non-executive officers of Sterling Software, Inc. (incorporated by reference to exhibit 10.12 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).
- (d)(14) Agreement (SERP Agreement), dated as of February 15, 2000, by and among Sterling Software, Inc., Computer Associates International, Inc. and Geno P. Tolari (incorporated by reference to exhibit 10.13 to Computer Associates' Registration Statement on Form S-4 filed on February 22, 2000).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 22, 2000

SILVERSMITH ACQUISITION CORP.

By: /s/ STEVEN M. WOGHIN

Name: Steven M. Woghin
Title: Vice President

COMPUTER ASSOCIATES INTERNATIONAL, INC.

By: /s/ STEVEN M. WOGHIN

Name: Steven M. Woghin
Title: Senior Vice President and General
Counsel

EXHIBIT INDEX

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