

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3 TO
SCHEDULE 14D-1

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

THE ASK GROUP, INC.

(Name of Subject Company)

SPEEDBIRD MERGE, INC.
COMPUTER ASSOCIATES INTERNATIONAL, INC.

(Bidder)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

001903103

(CUSIP Number of Class of Securities)

SANJAY KUMAR
SPEEDBIRD MERGE, INC.
COMPUTER ASSOCIATES INTERNATIONAL, INC.
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NEW YORK 11788-7000
(516) 342-5224

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

COPIES TO:
JOHN P. GOURARY, ESQ.
HOWARD, DARBY & LEVIN
1330 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
TELEPHONE: (212) 841-1000

May 25, 1994
(Date Tender Offer First Published,
Sent or Given to Security Holders)

Page 1 of 3 pages

2

Computer Associates International, Inc. (the "Buyer") and its wholly owned subsidiary, Speedbird Merge, Inc., hereby amend and supplement their combined Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D, originally filed on May 25, 1994 and amended by Amendment No.1 filed on May 31, 1994 and Amendment No. 2 filed on June 1, 1994 (the "Statement"), with respect to an offer to purchase all outstanding shares of common stock, par value \$0.01 per share, of The ASK Group, Inc., a Delaware corporation, as set forth in this Amendment No. 3. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

ITEM 10. ADDITIONAL INFORMATION.

German Merger Regulation. The Act Against Restraints of Competition of the Federal Republic of Germany (the "German Cartel Act") provides for notice of certain intended transactions deemed to be mergers to be filed with the German Cartel Office. Pursuant to the German Cartel Act, the Cartel Office may issue a prohibition order with respect to any merger of the Company's business operations in the Federal Republic of Germany with those of the Buyer or any of its affiliates, if it determines that a market-dominating position in the Federal Republic of Germany would be created or strengthened as a result of such merger unless the enterprises involved prove that such a merger would also lead to improvements in competitive conditions that would outweigh the disadvantages of market domination. The Cartel Office could order any appropriate remedies designed to eliminate or restrict any anticompetitive effects in the Federal Republic of Germany resulting from

such a merger. Based on information currently available to it, the Buyer does not believe that any affiliate of the Buyer in the Federal Republic of Germany is in direct competition in any significant manner with the business operations of the Company in the Federal Republic of Germany. Nonetheless, the Buyer has determined, following consultation with its German counsel and based on information provided to it by the Company, that such notice to the German Cartel Office is required and the Buyer's German counsel filed such notice, on behalf of the Buyer, with the German Cartel Office on June 8, 1994. See Sections 14 and 15 of the Offer to Purchase for information concerning conditions to the Offer and the rights of the Buyer and the Merger Subsidiary to extend or amend the Offer and to delay acceptance for payment or payment for the Shares.

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: June 15, 1994

SPEEDBIRD MERGE, INC.

By/s/ Belden A. Frease

Name: Belden A. Frease
Title: Vice President and Secretary

COMPUTER ASSOCIATES INTERNATIONAL, INC.

By/s/ Belden A. Frease

Name: Belden A. Frease
Title: Senior Vice President and Secretary