
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

September 12, 2018

CA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-9247
(Commission
File Number)

13-2857434
(I.R.S. Employer
Identification Number)

**520 Madison Avenue,
New York, New York**
(Address of principal executive offices)

10022
(Zip Code)

(800) 225-5224
(Registrant's telephone number, including area code)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Securities Holders.

On September 12, 2018, CA, Inc. (“CA”) held a special meeting of stockholders (the “**Special Meeting**”) at the Warwick New York Hotel, located at 65 W 54th Street, New York, NY 10019, at 10:00 a.m., Eastern time.

As of the record date, August 9, 2018, there were 418,165,884 shares of common stock of CA issued, outstanding and entitled to vote at the Special Meeting. At the Special Meeting, 346,382,032 shares, or approximately 82.8% of all outstanding shares of common stock, were present either in person or by proxy. Three matters were voted upon at the Special Meeting, with the Board of Directors of CA unanimously recommending a vote “FOR” each of the proposals voted upon, as further described in the definitive proxy statement filed with the Securities and Exchange Commission on August 10, 2018 (the “**Definitive Proxy Statement**”) and mailed to CA’s stockholders on or about August 10, 2018.

Proposal 1 (the “**Merger Proposal**”) was to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of July 11, 2018 (as it may be amended or modified from time to time, the “**Merger Agreement**”), by and among CA, Broadcom Inc. (“**Broadcom**”), and Collie Acquisition Corp., a wholly-owned subsidiary of Broadcom (“**Merger Sub**”), pursuant to which Merger Sub will be merged with and into CA (the “**Merger**”) and CA will become a wholly-owned subsidiary of Broadcom.

Proposal 2 (the “**Adjournment Proposal**”) was to consider and vote on a proposal to postpone or adjourn the Special Meeting to a later date, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting, but such adjournment was deemed unnecessary.

Proposal 3 (the “**Executive Compensation Proposal**”) was to consider and vote on a proposal to approve, by non-binding advisory vote, certain compensation that will or may become payable by CA to its named executive officers in connection with the Merger.

The Merger Proposal, the Adjournment Proposal and the Executive Compensation Proposal were approved and adopted. Adjournment of the Special Meeting was not necessary or appropriate because there were sufficient votes at the time of the Special Meeting to adopt the Merger Agreement.

The table below shows the final voting results from the Special Meeting.

	For	Against	Abstained	Broker Non-Votes
Proposal 1 – The Merger Proposal	344,068,295	762,209	1,551,528	0
Proposal 2 – The Adjournment Proposal	324,711,685	20,262,250	1,408,097	0
Proposal 3 – The Executive Compensation Proposal	331,167,839	13,204,537	2,009,656	0

Subject to customary closing conditions, the Merger is expected to close in the fourth calendar quarter of 2018.

Item 8.01 Other Events.

On September 12, 2018, CA issued a press release announcing the results of the Special Meeting. The press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated September 12, 2018

SIGNATURE

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.

CA, INC.

Date: September 12, 2018

By: /s/ Ava M. Hahn

Name: Ava M. Hahn

Title: Executive Vice President, General Counsel,
Corporate Secretary and
Chief Ethics and Compliance Officer

CA Technologies Stockholders Approve Acquisition by Broadcom

NEW YORK, September 12, 2018 – CA Technologies (NASDAQ: CA) announced that at a special meeting held earlier today, its stockholders voted to approve the previously announced merger agreement with Broadcom, under which Broadcom will acquire CA.

Under the agreement, CA's stockholders will receive \$44.50 per share in cash.

Subject to customary closing conditions, the transaction is expected to close in the fourth calendar quarter of 2018. Upon the closing of the transaction, trading of CA's shares on the NASDAQ will cease.

About CA Technologies

CA Technologies (NASDAQ:CA) creates software that fuels transformation for companies and enables them to seize the opportunities of the application economy. Software is at the heart of every business in every industry. From planning, to development, to management and security, CA is working with companies worldwide to change the way we live, transact, and communicate – across mobile, private and public cloud, distributed and mainframe environments. Learn more at www.ca.com.

Notice Regarding Forward-Looking Statements

This communication, and any documents to which CA refers you in this communication, may contain forward-looking statements made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements represent CA's current expectations or beliefs concerning future events, including but not limited to the expected completion and timing of the proposed transaction, expected benefits and costs of the proposed transaction, management plans relating to the proposed transaction, strategies and objectives of CA for future operations and other information relating to the proposed transaction. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," "forecasts," "should," "estimates," "contemplate," "future," "goal," "potential," "predict," "project," "projection," "target," "seek," "may," "will," "could," "should," "would," "assuming," and similar expressions are intended to identify forward-looking statements. You should read any such forward-looking statements carefully, as they involve a number of risks, uncertainties and assumptions that may cause actual results to differ significantly from those projected or contemplated in any such forward-looking statement. Those risks, uncertainties and assumptions include, (i) the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect CA's business and the price of the common stock of CA, (ii) the failure to satisfy any of the conditions to the consummation of the proposed transaction, including the receipt of certain regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, (iv) the effect of the announcement or pendency of the proposed transaction on CA's business relationships, operating results and business generally, (v) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction, (vi) risks related to diverting management's attention from CA's ongoing business operations, (vii) the outcome of any legal proceedings that may be instituted against us related to the merger agreement or the proposed transaction, (viii) unexpected costs, charges or expenses resulting from the proposed transaction, and (ix) other risks described in CA's filings with the SEC, such as its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. Forward-looking statements speak only as of the date of this communication or the date of any document incorporated by reference in this document. Except as required by applicable law or regulation, CA does not assume any obligation to update any such forward-looking statements whether as the result of new developments or otherwise.

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