

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 5 TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

CHEYENNE SOFTWARE, INC.

(Name of Subject Company)

TSE-TSEHESE-STAESTSE, INC.
COMPUTER ASSOCIATES INTERNATIONAL, INC.

(Bidder)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK PURCHASE RIGHTS

(Title of Class of Securities)

166888107

(CUSIP Number of Class of Securities)

SANJAY KUMAR
TSE-TSEHESE-STAESTSE, INC.
C/O COMPUTER ASSOCIATES INTERNATIONAL, INC.
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NEW YORK 11788-7000
TELEPHONE: (516) 342-5224

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

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

OCTOBER 11, 1996

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

Page 1 of 6 Pages
Exhibit Index begins on Page 6

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14D-1

CUSIP No. 166888107

Page 2 of 6 Pages

- 1) Name of Reporting Persons: Tse-tsehese-staestse, Inc.
S.S. or I.R.S. Identification Nos. of Above Person: pending
- 2) Check the Appropriate Box if a Member of a Group (See Instructions).
 (a)
 (b)
- 3) SEC Use Only.
- 4) Sources of Funds (See Instructions). AF, WC, BK
- 5) Check if Disclosure of Legal Proceedings is Required pursuant to Items 2(e) or 2(f).
- 6) Citizenship or Place of Organization.
Delaware

- -----
7) Aggregate Amount Beneficially Owned by Each Reporting Person.
Approximately 37,750,000

- 8) Check if the Aggregate Amount in Row 7 Excludes Certain Shares.

- 9) Percent of Class Represented by Amount in Row 7.
Approximately 100% as of October 7, 1996*

- 10) Type of Reporting Person (See Instructions).
CO

- 1) Name of Reporting Persons: Computer Associates International,
Inc.
S.S. or I.R.S. Identification Nos. of Above Person: 13-2857434

- 2) Check the Appropriate Box if a Member of a Group (See
Instructions).

- (a)
- (b)

- 3) SEC Use Only.

- 4) Sources of Funds (See Instructions). WC, BK

- 5) - Check if Disclosure of Legal Proceedings is Required pursuant
to Items 2(e) or 2(f).

- 6) Citizenship or Place of Organization.
Delaware

- 7) Aggregate Amount Beneficially Owned by Each Reporting Person.
Approximately 37,750,000

- 8) - Check if the Aggregate Amount in Row 7 Excludes Certain Shares.

- 9) Percent of Class Represented by Amount in Row 7.
Approximately 100% as of October 7, 1996*

- 10) Type of Reporting Person (See Instructions).
CO

* As set forth in the Offer to Purchase, the Company represented to Computer Associates that, as of October 7, 1996, there were 37,711,424 Shares issued and outstanding. Upon expiration of, and pursuant to, the Offer, approximately 37,750,000 Shares, representing more than 100% of the total number of Shares outstanding as of October 7, 1996, had been tendered and not withdrawn. Computer Associates believes that additional Shares may have been issued by the Company, and tendered in the Offer, upon exercise of certain stock options outstanding under various employee and director stock option plans. Capitalized terms used in this footnote are defined in this Tender Offer Statement.

Computer Associates International, Inc. and its wholly owned subsidiary, Tse-tsehese-staestse, Inc., hereby amend and supplement their Tender Offer Statement on Schedule 14D-1, originally filed on October 11, 1996 and amended by Amendment No. 1 filed on October 22, 1996, Amendment No. 2 filed on October 25, 1996, Amendment No. 3 filed on November 4, 1996 and Amendment No. 4 filed on November 8, 1996 (the Statement), with respect to an offer to purchase all outstanding shares of Common Stock, par value \$.01 per share, including associated Preferred Share Purchase Rights, of Cheyenne Software, Inc. as set forth in this Amendment No. 5. Capitalized terms not defined in this Amendment No. 5 have the meanings assigned to them in the Statement.

This amendment constitutes the final amendment to the Schedule 14D-1 required by General Instruction D of Schedule 14D-1 and, pursuant to General Instruction F of Schedule 14D-1, is deemed to satisfy the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as amended, for all Shares acquired pursuant to the Offer as reported in this amendment.

Item 6. Interest in Securities of the Subject Company.

The response to Item 6(a) and (b) is hereby supplemented as follows:

The information contained in the press release issued by Computer Associates on November 11, 1996, a copy of which is attached hereto as Exhibit (a)(15), is incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

(a)(15) Text of press release issued by Computer Associates dated November 11, 1996.

SIGNATURE

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

Dated: November 11, 1996

TSE-TSEHESE-STAESTSE, INC.

By/s/ Peter Schwartz

Name: Peter Schwartz
Title: Vice President and Treasurer

COMPUTER ASSOCIATES INTERNATIONAL, INC.

By/s/ Peter Schwartz

Name: Peter Schwartz
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Name
(a)(15)	Text of press release issued by Computer Associates dated November 11, 1996.

Contact: Doug Robinson Bob Gordon
CA Investor Relations CA Public Relations
(516) 342-2745 (516) 342-2391
dougr@mail.cai.com bobg@mail.cai.com

COMPUTER ASSOCIATES TENDER OFFER FOR CHEYENNE CLOSES
WITH MORE THAN 98 PERCENT ACCEPTANCE

ISLANDIA, N.Y., November 11, 1996 - Computer Associates International, Inc. (NYSE: CA) announces that more than ninety-eight percent of the shares of Cheyenne Software, Inc. (AMEX: CYE) common stock were tendered prior to the expiration of Computer Associates' previously announced tender offer for Cheyenne. The consummation of the tender offer for all of the outstanding shares, including associated preferred share purchase rights, at a price of \$30.50 per share in cash, expired at 12:00 midnight, New York City time, on Friday, November 8, 1996. All shares validly tendered and not properly withdrawn prior to the expiration were accepted for payment.

Approximately 37,750,000 shares, representing nearly 100 percent of the total number of outstanding shares of common stock of Cheyenne, were tendered.

The merger of Cheyenne with Computer Associates will become effective as soon as reasonably practicable but in no event earlier than November 30, 1996. Once the pending merger becomes effective, Cheyenne will become a wholly owned subsidiary of Computer Associates.

Computer Associates International, Inc. (NYSE: CA), with headquarters in Islandia, NY, is the world leader in mission-critical software. The company develops, licenses, and supports more than 500 integrated products that include enterprise computing and information management, application development, manufacturing and financial applications. CA has 9000 people in 130 offices in 40 countries and had revenue of more than \$3.5 billion in fiscal year 1996. CA can be reached by visiting <http://www.cai.com> on the World Wide Web, emailing info@cai.com, or calling 1-516-342-5224.

Cheyenne Software, Inc. is an international developer of essential software solutions for NetWare, Windows NT, UNIX, Macintosh, OS/2, Windows 3.1 and Windows 95 operating systems. Its enterprise-wide offerings include an array of storage management, security, and communications products, including Cheyenne(r) HSM, JETserve(tm), InocuLAN(tm), FAXserve(tm), and its flagship product line, the ARCserve(r) family of network backup software. Cheyenne can be contacted at (800) 243-9462 (U.S. or Canada) or (516) 465-4000, or by visiting its WWW home page at: <http://www.cheyenne.com>.