

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

March 31, 2000  
Date of Report: (Date of earliest event reported)

Computer Associates International, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of incorporation)	333-30842 (Commission File Number)	13-2857434 (IRS Employer Identification No.)
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One Computer Associates Plaza, Islandia, New York (Address of Principal Executive Offices)	11749 (Zip Code)
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Registrant's telephone number, including area code: (631) 342-5224

Not Applicable  
(Former name or former address, if changed since last report)

Item 5. Other Events.

On March 31, 2000, Computer Associates announced that an agreement had been reached to settle certain shareholder litigation arising out of stock awards made to three executives pursuant to the Company's 1995 Key Employee Stock Ownership Plan. Under the terms of the proposed settlement, which is subject to the approval of the Delaware Court of Chancery and dismissal of related claims by the United States District Court for the Eastern District of New York, the executives will return 4.5 million shares of Computer Associates stock to the Company.

Item 7. Financial Statements, Pro Forma  
Financial Information and Exhibits.

- (a) Not applicable
- (b) Not applicable.
- (c) Exhibits.

99.1 Press Release dated March 31, 2000.

SIGNATURES

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.

Computer Associates International, Inc.

Dated: April 4, 2000

By: /s/ Ira Zar  
Ira Zar  
Executive Vice President and Chief  
Financial Officer

EXHIBIT INDEX

Exhibit No.

Exhibit

99.1 Press Release dated March 31, 2000.

## COMPUTER ASSOCIATES AGREES TO SETTLE COMPENSATION LITIGATION

ISLANDIA, N.Y., March 31, 2000--Computer Associates International, Inc. (CA) announced today that an agreement has been reached to settle certain shareholder litigation arising out of stock awards made to three executives in June 1998 pursuant to the company's 1995 Key Employee Stock Ownership Plan. Under the terms of the proposed settlement, which is subject to the approval of the Delaware Court of Chancery and dismissal of related claims by the United States District Court for the Eastern District of New York, the executives will return 4.5 million shares of Computer Associates stock to the company.

Willem de Vogel, chairman of the Stock Option and Compensation Committee of CA's Board of Directors, stated: "Even though the Committee continues to believe that the original stock awards were in accordance with both the spirit and intent of the 1995 Plan, it is in the interest of the company and its shareholders to put this matter behind us."

If approved by the courts, the agreement would result in dismissal of the derivative actions brought in the Delaware and New York courts.

Computer Associates International, Inc. (NYSE: CA), the world's leading business software company, delivers the end-to-end infrastructure to enable eBusiness through innovative technology, services and education. CA has 18,000 employees worldwide and had revenue of \$6.3 billion for the year ended December 31, 1999. For more information, visit [www.ca.com](http://www.ca.com).