

Sayed Ayman
 Form 4
 November 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sayed Ayman

(Last) (First) (Middle)
 520 MADISON AVENUE
 (Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CA, INC. [CA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Pres., Chief Products Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 4,186 | D (2) 0 | D | |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 1,921 | D (3) 0 | D | |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 9,954 | D (4) 0 | D | |
| Common Stock, \$.10 | 11/05/2018 | | D | 14,172 | D (5) 0 | D | |

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par value

| | | | | | | | | | | |
|-------------------------------------|------------|--|---|---------|---|------------|---|--|---|-------------------------------|
| Common Stock, \$.10 par value | 11/05/2018 | | D | 113.601 | D | <u>(1)</u> | 0 | | I | See footnote <u>(6)</u> |
|-------------------------------------|------------|--|---|---------|---|------------|---|--|---|-------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 31.53 | 11/05/2018 | | D | 29,305 | <u>(7)</u> 05/15/2026 | Common Stock, \$.10 par value | 29,305 | |
| Employee Stock Option (right to buy) | \$ 34.35 | 11/05/2018 | | D | 13,449 | <u>(8)</u> 08/15/2026 | Common Stock, \$.10 par value | 13,449 | |
| Employee Stock Option (right to buy) | \$ 31.69 | 11/05/2018 | | D | 65,703 | <u>(9)</u> 05/15/2027 | Common Stock, \$.10 par value | 65,703 | |
| Employee Stock Option (right to buy) | \$ 35.28 | 11/05/2018 | | D | 87,868 | <u>(10)</u> 05/15/2028 | Common Stock, \$.10 par value | 87,868 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sayed Ayman 520 MADISON AVENUE NEW YORK, NY 10022 | | | Pres., Chief Products Officer | |

Signatures

| | |
|--|------------|
| /s/ Ayman Sayed by Kristen W. Prohl as Attorney-in-Fact | 11/05/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to that certain Agreement and Plan of Merger between the Issuer, Broadcom Inc. ("Broadcom") and Collie Acquisition Corp., dated as of July 11, 2018, as it may be amended from time to time (the "Merger Agreement"), in exchange for a cash payment of \$44.50 per share, without interest (the "Merger Consideration").
- (2) This restricted stock award ("RSA"), originally for 12,686 shares, of which 8,500 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. Pursuant to a letter agreement between the Issuer, Broadcom and the Reporting Person (the "Letter Agreement"), immediately prior to the effective time of the transactions contemplated by the Merger Agreement (the "Merger"), all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (3) This RSA, originally for 5,822 shares, of which 3,901 shares have vested, provided for vesting over three years as follows: 34% on August 15, 2017, 33% on August 15, 2018 and 33% on August 15, 2019. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (4) This RSA, originally for 15,083 shares, of which 5,129 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (5) This RSA provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (6) The shares are held in the CA Savings Harvest Plan, a 401(k) Plan.
- (7) This option, originally for 88,804 shares, of which 59,499 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. Pursuant to the Letter Agreement (with respect to the unvested portion of such option) and the Merger Agreement (with respect to the vested portion of such option), immediately prior to the effective time of the Merger, the 29,305 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.
- (8) This option, originally for 40,756 shares, of which 27,307 shares have vested, provided for vesting over three years as follows: 34% on August 15, 2017, 33% on August 15, 2018 and 33% on August 15, 2019. Pursuant to the Letter Agreement (with respect to the unvested portion of this option) and the Merger Agreement (with respect to the vested portion of this option), immediately prior to the effective time of the Merger, the 13,449 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer

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option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

- (9) This option, originally for 99,551 shares, of which 33,848 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement (with respect to the unvested portion of this option) and the Merger Agreement (with respect to the vested portion of this option), immediately prior to the effective time of the Merger, the 65,703 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

- (10) This option provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, 87,868 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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