

CA, INC.
Form SC 13D/A
July 17, 2018

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 13)***

CA, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

12673P105

(CUSIP Number)

Mr. Roger Rotach

Careal Holding AG

Utoquai 49

8022 Zurich, Switzerland

Telephone Number 41-44-269-53-16

Copy to:

Alan M. Klein, Esq.

Simpson Thacher & Bartlett LLP

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425 Lexington Avenue

New York, New York 10017

(212) 455-2000

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

July 11, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 12673P105

| | | | | | | | | | |
|---|--|---|---------------------------------|---|--------------------------|---|--------------------------------------|----|-------------------------------|
| 1 | Names of Reporting Persons Careal Property Group AG (formerly known as Careal Holding AG) | | | | | | | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | | | | | | | |
| 3 | SEC Use Only | | | | | | | | |
| 4 | Source of Funds (See Instructions) WC | | | | | | | | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> | | | | | | | | |
| 6 | Citizenship or Place of Organization Switzerland | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | <table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 65,513,380</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 65,513,380</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power 0</td> </tr> </table> | 7 | Sole Voting Power 65,513,380 | 8 | Shared Voting Power 0 | 9 | Sole Dispositive Power 65,513,380 | 10 | Shared Dispositive Power 0 |
| 7 | Sole Voting Power 65,513,380 | | | | | | | | |
| 8 | Shared Voting Power 0 | | | | | | | | |
| 9 | Sole Dispositive Power 65,513,380 | | | | | | | | |
| 10 | Shared Dispositive Power 0 | | | | | | | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 65,513,380 | | | | | | | | |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 13 | Percent of Class Represented by Amount in Row 11 15.6%(1) | | | | | | | | |
| 14 | Type of Reporting Person (See Instructions) CO | | | | | | | | |

(1) The percentage of Common Stock beneficially owned is based on 420,447,211 shares of Common Stock outstanding as of June 11, 2018, as set forth in the definitive proxy statement filed by CA, Inc. (the Company) on June 29, 2018.

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CUSIP No. 12673P105

| | |
|----|--|
| 1 | Names of Reporting Persons Martin Haefner |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) WC OF CAREAL PROPERTY GROUP AG |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Switzerland |
| 7 | Sole Voting Power 38,300,000(2) |
| 8 | Shared Voting Power 65,513,380(3) |
| 9 | Sole Dispositive Power 38,300,000 |
| 10 | Shared Dispositive Power 65,513,380 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 103,813,380 |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row 11 24.7%(4) |
| 14 | Type of Reporting Person (See Instructions) IN |

(2) 38,300,000 shares of Common Stock are held by BigPoint Holding AG, a company wholly-owned by Mr. Haefner.

(3) 65,513,380 shares of Common Stock are held by Careal Property Group AG.

(4) The percentage of Common Stock beneficially owned is based on 420,447,211 shares of Common Stock outstanding as of June 11, 2018, as set forth in the definitive proxy statement filed by the Company on June 29, 2018.

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CUSIP No. 12673P105

| | |
|----|--|
| 1 | Names of Reporting Persons Eva Maria Bucher-Haefner |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) WC OF CAREAL PROPERTY GROUP AG |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Switzerland |
| 7 | Sole Voting Power 0 |
| 8 | Shared Voting Power 65,513,380(5) |
| 9 | Sole Dispositive Power 0 |
| 10 | Shared Dispositive Power 65,513,380 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 65,513,380 |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row 11 15.6%(6) |
| 14 | Type of Reporting Person (See Instructions) IN |

(5) 65,513,380 shares of Common Stock are held by Careal Property Group AG.

(6) The percentage of Common Stock beneficially owned is based on 420,447,211 shares of Common Stock outstanding as of June 11, 2018, as set forth in the definitive proxy statement filed by the Company on June 29, 2018.

CUSIP No. 12673P105

| | |
|----|--|
| 1 | Names of Reporting Persons BigPoint Holding AG |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) WC |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Switzerland |
| 7 | Sole Voting Power 38,300,000 |
| 8 | Shared Voting Power 65,513,380(7) |
| 9 | Sole Dispositive Power 38,300,000 |
| 10 | Shared Dispositive Power 65,513,380 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 103,813,380 |
| 12 | Check if the Aggregate Amount in Row 11 Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row 11 24.7%(8) |
| 14 | Type of Reporting Person (See Instructions) CO |

(7) 65,513,380 shares of Common Stock are held by Careal Property Group AG.

(8) The percentage of Common Stock beneficially owned is based on 420,447,211 shares of Common Stock outstanding as of June 11, 2018, as set forth in the definitive proxy statement filed by the Company on June 29, 2018.

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This Amendment No. 13 (this Amendment) to the Statement on Schedule 13D, filed on August 24, 1987, by Careal Property Group AG (formerly known as Careal Holding AG), a Swiss corporation (Careal) and Mr. Walter H. Haefner, a national and resident of Switzerland, as amended on July 21, 1988, February 22, 1989, June 14, 1989, August 3, 1989, December 1, 1989, September 16, 1998, November 14, 2001, December 28, 2001 and October 30, 2003 and as further amended by filings by Careal, Mr. Martin Haefner and Ms. Eva Maria Bucher-Haefner on July 10, 2012 and November 20, 2015, as further amended by Careal, Mr. Martin Haefner Ms. Eva Maria Bucher-Haefner and BigPoint Holding AG on December 2, 2015, further amends and supplements such Statement with respect to the Common Stock, par value \$.10 per share (Common Stock), of CA, Inc. (formerly known as Computer Associates International, Inc.), a Delaware corporation (the Company). All items not described herein remain as previously reported in the Statement. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Statement, as previously amended, filed with the Securities and Exchange Commission.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated:

(a)-(c) This statement is filed by Careal Property Group AG (formerly known as Careal Holding AG), a Swiss corporation (Careal), by Martin Haefner and Eva Maria Bucher-Haefner, each of whom is a citizen and resident of Switzerland, and BigPoint Holding AG, a Swiss corporation wholly owned by Mr. Haefner (BigPoint). Careal is a holding company of which 50% of the shares are owned by Mr. Haefner (through BigPoint) and 50% of the shares are owned by Ms. Bucher-Haefner (through moyreal holding ag, a Swiss corporation wholly owned by Ms. Bucher-Haefner (moyreal)). Through its subsidiaries, Careal is primarily engaged in a wholesale and retail distributorship in Switzerland for foreign automobiles and parts and in a real estate business in Switzerland. Mr. Haefner is Chairman of Careal and Ms. Bucher-Haefner is director of the board of Careal. BigPoint is a holding company for certain of Mr. Haefner's investments. Mr. Haefner is the sole director of BigPoint and BigPoint has no officers. The principal place of business of each of Careal, Martin Haefner, BigPoint and Ms. Bucher-Haefner is Utoquai 49, 8022 Zurich, Switzerland.

The information required by this Item with respect to the directors and officers of Careal is furnished in Schedule A and incorporated by reference.

(d)-(e) During the last five years neither Careal nor any of its directors or executive officers, including Mr. Haefner and Ms. Bucher-Haefner nor BigPoint and its sole director Mr. Haefner, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is amended and supplemented with the information contained in Item 4 of this Amendment, which is incorporated by reference.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by the following:

On July 11, 2018, the Company entered into an Agreement and Plan of Merger (the **Merger Agreement**) with Broadcom Inc., a Delaware corporation (**Broadcom**), and Collie Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Broadcom (**Merger Sub**). The Merger Agreement provides that, subject to the terms and conditions set forth therein, Merger Sub will merge with and into the Company (the **Merger**), with the Company surviving the Merger and becoming a wholly owned subsidiary of Broadcom.

In connection with the execution of the Merger Agreement, Careal, BigPoint, Mr. Haefner and Ms. Bucher-Haefner (collectively, the **CA Stockholders**) entered into a Voting Agreement, dated as of July 11, 2018, with

Broadcom and Merger Sub (the "Voting Agreement"). Subject to the terms and conditions of the Voting Agreement, the CA Stockholders have agreed, among other things, to vote all of the shares of Common Stock held by them in favor of the adoption of the Merger Agreement, and, subject to certain exceptions, not to transfer their shares of Common Stock. Additionally, pursuant to the terms of the Voting Agreement, each CA Stockholder appointed Broadcom as irrevocable proxy and attorney-in-fact to vote such shares of Common Stock in favor of the adoption of the Merger Agreement. The Voting Agreement will terminate if the Merger Agreement is validly terminated.

The foregoing description of the terms of the Voting Agreement is qualified in its entirety by reference to the full text of such agreement, which is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(b) As of the date hereof, Careal is the owner of record of 65,513,380 shares of Common Stock, and BigPoint is the holder of record of 38,300,000 shares of Common Stock. Collectively, the Reporting Persons beneficially own a total of 103,836,580 shares of Common Stock, representing approximately 24.7% of the Common Stock outstanding. As the owner of 50% of the shares of Careal, each of BigPoint and Mr. Haefner (as the sole owner of BigPoint) and Ms. Bucher-Haefner (as the sole owner of moyreal) may be deemed to be the beneficial owner of such 65,513,380 shares of Common Stock and each may be deemed to have shared voting and dispositive power with respect thereto. The percentage of Common Stock is based on 420,447,211 shares of Common Stock outstanding as of June 11, 2018, as set forth in the definitive proxy statement filed by the Company on June 29, 2018.

Other than the 65,513,380 shares of Common Stock owned of record by Careal and that may be deemed to be beneficially owned by BigPoint, Mr. Haefner and Ms. Bucher-Haefner, and the 38,300,000 shares of Company Stock owned of record by BigPoint and that may be deemed to be beneficially owned by Mr. Haefner, to the best knowledge of Careal and BigPoint, none of its other directors or executive officers are the beneficial owners of, nor do any of them have a right to acquire, directly or indirectly, shares of Common Stock.

(c) On May 15, 2018, Careal transferred 1,250,000 shares of Common Stock to BigPoint as an in-kind dividend. Except as set forth in this Amendment, none of the Reporting Persons has effected any transactions in shares of Common Stock in the past 60 days.

(d) Other than Careal, Mr. Haefner, Ms. Bucher-Haefner or BigPoint or their affiliates, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 65,513,380 shares of Common Stock owned of record by Careal. Other BigPoint or Mr. Haefner, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 38,300,000 shares of Common Stock owned of record by BigPoint.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

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Item 6 of the Schedule 13D is amended and supplemented with the information contained in Item 4 of this Amendment, which is hereby incorporated by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the exhibit listed below:

The following exhibit is filed as an exhibit hereto:

| Exhibit | Description of Exhibit |
|----------------|--|
| 11 | Voting Agreement (incorporated by reference to Exhibit 99.2 to the Issuer's Current Report on Form 8-K filed on July 12, 2018) |

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

July 16, 2018

CAREAL HOLDING AG

By: Martin Haefner, Chairman and President

By: /s/ Claude Lambert
Claude Lambert
Attorney-in-fact for Martin Haefner

MARTIN HAEFNER

By: /s/ Claude Lambert
Claude Lambert, attorney-in-fact

EVA MARIA BUCHER-HAEFNER

By: /s/ Claude Lambert
Claude Lambert, attorney-in-fact

BIGPOINT HOLDING AG

By: /s/ Claude Lambert
Claude Lambert, attorney-in-fact