

McGrath Kieran J
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 *
McGrath Kieran J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

NEW YORK, NY 10022

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

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

(City) (State) (Zip)

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 | 35,349 | D | <u>1</u> | 0 | D |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 4,473 | D | <u>2</u> | 0 | D |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 1,790 | D | <u>3</u> | 0 | D |
| Common Stock, \$.10 | 11/05/2018 | | D | 8,330 | D | <u>4</u> | 0 | D |

| | | | | | | | | |
|-------------------------------|------------|--|---|---------|---|------------|---|-------------------------|
| par value | | | | | | | | |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 13,605 | D | <u>(5)</u> | 0 | D |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 5,101 | D | <u>(6)</u> | 0 | D |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 742.153 | D | <u>(1)</u> | 0 | I |
| | | | | | | | | See footnote <u>(7)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 31.48 | 11/05/2018 | | D | 18,992 | <u>(8)</u> 11/15/2026 | Common Stock, \$.10 par value 18,992 |
| Employee Stock Option (right to buy) | \$ 31.69 | 11/05/2018 | | D | 83,307 | <u>(9)</u> 05/15/2027 | Common Stock, \$.10 par value 83,307 |
| Employee Stock Option (right to buy) | \$ 35.28 | 11/05/2018 | | D | 84,353 | <u>(10)</u> 05/15/2028 | Common Stock, \$.10 par value 84,353 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGrath Kieran J 520 MADISON AVENUE NEW YORK, NY 10022 | | | EVP and CFO | |

Signatures

/s/ Kieran J. McGrath 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 (the "Merger Agreement"), in exchange for a cash payment of \$44.50 per share without interest thereon (the "Merger Consideration").

This restricted stock award ("RSA"), originally for 13,551 shares, of which 9,078 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.
 - (2) This RSA, originally for 2,713 shares, of which 923 shares have vested, provided for vesting over three years as follows: 34% on November 15, 2017, 33% on November 15, 2018 and 33% on November 15, 2019. Pursuant to the Letter Agreement, immediately prior to the effective time of 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 12,622 shares, of which 4,292 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 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 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 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) These securities were restricted stock units ("RSUs"), each of which represented a contingent right to receive one share of the Issuer's Common Stock. The RSUs, originally for 15,459 shares, of which 10,358 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 Merger, all unvested Issuer RSUs 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 RSU, less applicable tax withholdings.
 - (6) The shares are held in the CA Savings Harvest Plan, a 401(k) Plan.
 - (7) This option provided for vesting over three years as follows: 34% on November 15, 2017, 33% on November 15, 2018 and 33% on November 15, 2019. 6,458 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. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options 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 unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.
 - (8)

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This option provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. 28,325 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. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options 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 unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

(9) 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, all unvested options 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.