

GREGOIRE MICHAEL P
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 *
GREGOIRE MICHAEL P

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)
Chief Executive Officer

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 | 275,468 | D | (1) | 0 | D |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 19,362 | D | (2) | 0 | D |
| Common Stock, \$.10 par value | 11/05/2018 | | D | 44,777 | D | (3) | 0 | D |
| Common Stock, \$.10 | 11/05/2018 | | D | 63,775 | D | (4) | 0 | D |

par value

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|---------------------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 22.82 | 11/05/2018 | | D | | 324,389 | (5) | 08/01/2023 | | Common Stock, \$.10 par value 324,389 |
| Employee Stock Option (right to buy) | \$ 24.41 | 11/05/2018 | | D | | 291,157 | (5) | 08/01/2023 | | Common Stock, \$.10 par value 291,157 |
| Employee Stock Option (right to buy) | \$ 26.98 | 11/05/2018 | | D | | 381,208 | (5) | 06/02/2024 | | Common Stock, \$.10 par value 381,208 |
| Employee Stock Option (right to buy) | \$ 28.69 | 11/05/2018 | | D | | 212,966 | (5) | 01/14/2025 | | Common Stock, \$.10 par value 212,966 |
| Employee Stock Option (right to buy) | \$ 30.45 | 11/05/2018 | | D | | 352,216 | (5) | 05/29/2025 | | Common Stock, \$.10 par value 352,216 |
| Employee Stock | \$ 31.53 | 11/05/2018 | | D | | 410,719 | (6) | 05/15/2026 | | Common Stock, 410,719 |

| | | | | | | | | | | |
|--|----------|------------|---|---------|-----|------------|--|--|--|--------|
| Option (right to buy) | | | | | | | | | \$.10 par value | |
| Employee Stock Option (right to buy) | \$ 31.69 | 11/05/2018 | D | 447,755 | (7) | 05/15/2027 | | | Common Stock, \$.10 par value | 447,75 |
| Employee Stock Option (right to buy) | \$ 35.28 | 11/05/2018 | D | 395,408 | (8) | 05/15/2028 | | | Common Stock, \$.10 par value | 395,40 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREGOIRE MICHAEL P 520 MADISON AVENUE NEW YORK, NY 10022 | X | | Chief Executive Officer | |

Signatures

/s/ Michael P. Gregoire 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").

(2) This restricted stock award ("RSA"), originally for 58,674 shares, of which 39,312 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 67,844 shares, of which 23,067 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.

(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 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)

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These 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.

This option provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. 275,182 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the

- (6) 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.

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. 152,244 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the

- (7) 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.

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.

- (8) 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.

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