



## **Item 2.02 Results of Operations and Financial Condition.**

On January 24, 2012, CA, Inc. (the “Company”) issued a press release announcing its financial results for the fiscal quarter ended December 31, 2011. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

## **Item 7.01 Regulation FD Disclosure.**

On January 24, 2012, the Company issued a press release announcing that its Board of Directors has approved a capital allocation program that targets the return of up to \$2.5 billion to the Company’s stockholders through the fiscal year ending March 31, 2014. The capital allocation program includes a planned increase in the Company’s annual dividend from \$0.20 to \$1.00 per share of common stock and the authorization for the Company to acquire up to \$1.5 billion of its common stock, including approximately \$230 million remaining under the Company’s current share repurchase authorization. The Company has declared a quarterly dividend of \$0.25 per share of common stock for the fourth quarter of fiscal year 2012 and a total of \$500 million of the planned repurchase is expected to be an accelerated share repurchase under an agreement executed in the fourth quarter of fiscal year 2012.

The events described under Item 7.01 of this Current Report on Form 8-K are also described in the press release attached as Exhibit 99.2 hereto and incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in this Current Report on Form 8-K furnished pursuant to Items 2.02 and 7.01, including Exhibits 99.1 and 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

## **Cautionary Statement Regarding Forward-Looking Statements**

The declaration and payment of future dividends is subject to the determination of the Company’s Board of Directors, in its sole discretion, after considering various factors, including the Company’s financial condition, historical and forecast operating results, and available cash flow, as well as any applicable laws and contractual covenants and any other relevant factors. The Company’s practice regarding payment of dividends may be modified at any time and from time to time.

Repurchases under the Company’s stock repurchase program are expected to be made with cash on hand and may be made from time to time, subject to market conditions and other factors, in the open market, through solicited or unsolicited privately negotiated transactions or otherwise. The program, which is authorized through fiscal year 2014, does not obligate the Company to acquire any particular amount of common stock, and it may be modified or suspended at any time at the Company’s discretion.



Certain statements in this communication (such as statements containing the words “believes,” “plans,” “anticipates,” “expects,” “estimates,” “targets” and similar expressions) constitute “forward-looking statements” that are based upon the beliefs of, and assumptions made by, the Company's management, as well as information currently available to management. These forward-looking statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties, and assumptions. A number of important factors could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to achieve success in the Company's strategy by, among other things, increasing sales in new and emerging enterprises and markets, enabling the sales force to sell new products, improving the Company's brand in the marketplace and ensuring the Company's set of cloud computing, Software-as-a-Service and other new offerings address the needs of a rapidly changing market, while not adversely affecting the demand for the Company's traditional products or its profitability; global economic factors or political events beyond the Company's control; general economic conditions and credit constraints, or unfavorable economic conditions in a particular region, industry or business sector; failure to expand partner programs; the ability to adequately manage and evolve financial reporting and managerial systems and processes; acquisition opportunities that may or may not arise; the ability to integrate acquired companies and products into existing businesses; competition in product and service offerings and pricing; the ability to retain and attract qualified key personnel; the ability to adapt to rapid technological and market changes; the ability of the Company's products to remain compatible with ever-changing operating environments; access to software licensed from third parties; use of software from open source code sources; discovery of errors in the Company's software and potential product liability claims; significant amounts of debt and possible future credit rating changes; the failure to protect the Company's intellectual property rights and source code; fluctuations in the number, terms and duration of our license agreements as well as the timing of orders from customers and channel partners; reliance upon large transactions with customers; risks associated with sales to government customers; breaches of the Company's software products and the Company's and customers' data centers and IT environments; third-party claims of intellectual property infringement or royalty payments; fluctuations in foreign currencies; failure to effectively execute the Company's workforce reductions; successful outsourcing of various functions to third parties; potential tax liabilities; and other factors described more fully in the Company's filings with the Securities and Exchange Commission. Should one or more of these risks or uncertainties occur, or should our assumptions prove incorrect, actual results may vary materially from those described herein as believed, planned, anticipated, expected, estimated or targeted. The Company assumes no obligation to update the information in this communication, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

#### **Item 9.01 Financial Statements and Exhibits.**

##### (d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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|------|---|
| 99.1 | Press release dated January 24, 2012 relating to CA, Inc.'s financial results.          |
| 99.2 | Press release dated January 24, 2012 relating to CA, Inc.'s capital allocation program. |

**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.

CA, Inc.

Date: January 24, 2012 By: /s/ C.H.R. DuPree

C.H.R. DuPree

Senior Vice President, Corporate Governance, and Corporate Secretary

**Exhibit Index**

Exhibit No. Description

99.1 Press release dated January 24, 2012 relating to CA, Inc.'s financial results.

99.2 Press release dated January 24, 2012 relating to CA, Inc.'s capital allocation program.