

CA, INC.
Form 8-K
June 04, 2007

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934
May 31, 2007

Date of Report: (Date of earliest event reported)

CA, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-9247

13-2857434

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

One CA Plaza, Islandia, New York

11749

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (631) 342-6000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Item 1.01 Entry of a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EX-10.1: EMPLOYMENT AGREEMENT

Table of Contents

Item 1.01 Entry of a Material Definitive Agreement.

On May 31, 2007, CA, Inc. (the Company) entered into a new employment agreement (the Agreement) with Michael Christenson, the Company s Chief Operating Officer. The Agreement covers Mr. Christenson s employment for a three-year period commencing on May 31, 2007, and thereafter will renew annually unless written notice is provided otherwise. Mr. Christenson s employment may be terminated earlier in accordance with the Agreement.

Pursuant to the Agreement, Mr. Christenson s annual base salary is \$800,000 (payable in cash). With respect to the fiscal year beginning April 1, 2007, management will recommend that Mr. Christenson be eligible to receive (i) a target annual cash bonus of \$800,000 and (ii) a target long-term performance bonus of \$2,000,000, subject to the terms and conditions of the Company s annual and long-term performance bonus programs, respectively. In addition, the Company granted Mr. Christenson an award of 140,000 restricted shares of the Company s common stock as of May 31, 2007, which will vest on the second anniversary of the grant date if Mr. Christenson remains employed through such anniversary.

If Mr. Christenson resigns for good reason or is terminated by the Company other than for cause (each as defined in the Agreement), he will be entitled generally to receive a lump sum cash payment equal to the sum of his base salary and a pro-rated portion of his target annual bonus (based on the number of days employed during the performance period), subject to executing the Company s then standard form of release.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to such Agreement (including any schedules and exhibits thereto), a copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit 10.1 Employment Agreement, effective as of May 31, 2007, between CA, Inc. and Michael Christenson.

Table of Contents

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.

Dated: June 4, 2007

By: /s/ Amy Fliegelman Olli
Amy Fliegelman Olli
Executive Vice President and General
Counsel