

CA, INC.
Form 8-A12B
November 18, 2009

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

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
CA, INC.**

(Exact name of registrant as specified in its charter)

Delaware

13-2857434

(State of incorporation or organization)

(IRS Employer Identification No.)

One CA Plaza, Islandia, New York

11749

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Stock Purchase Rights

The NASDAQ Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

On November 5, 2009, the Board of Directors of CA, Inc. (the Company) adopted the Stockholder Protection Rights Agreement (the New Rights Agreement) between the Company and Mellon Investor Services LLC, as Rights Agent (the Rights Agent), and declared a dividend of one right (a Right) for each outstanding share of Common Stock, par value \$0.10 per share (Common Stock) of the Company held of record at the close of business on November 16, 2009 (the Record Time), payable in respect of each such share upon the later of (i) certification by The NASDAQ Stock Market LLC to the Securities and Exchange Commission that the Rights have been approved for listing and registration and (ii) immediately following the expiration of the Existing Rights Agreement (as defined in the New Rights Agreement) (the Payment Time), or issued thereafter and prior to the Separation Time (as defined in the New Rights Agreement) and thereafter pursuant to options and convertible securities outstanding at the Separation Time.

The New Rights Agreement (which includes as Exhibit A the forms of Rights Certificate and Election to Exercise and as Exhibit B the form of Certificate of Designations and Terms of the Participating Preferred Stock) is attached hereto as an exhibit and is hereby incorporated herein by reference. The description of the New Rights Agreement and the Rights is incorporated by reference herein to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 5, 2009, and is qualified in its entirety by reference to the New Rights Agreement and all exhibits thereto.

Item 2. Exhibits.

Exhibit No. Description

- (1) Stockholder Protection Rights Agreement, dated as of November 5, 2009, between CA, Inc. and Mellon Investor Services LLC, as Rights Agent (including Forms of Rights Certificate and of Election to Exercise as Exhibit A thereto and Form of Certificate of Designation and Terms of Participating Preferred Stock as Exhibit B thereto) (incorporated by reference to Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 5, 2009).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CA, INC.

By /s/ C.H.R. DuPree

Name: C.H.R. DuPree

Title: Senior Vice President, Corporate
Governance and Corporate Secretary

Date: November 18, 2009

EXHIBIT INDEX

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