

CA, INC.
Form 8-K
February 13, 2009

**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**

**Date of Report: February 13, 2009
(Date of earliest event reported)**

CA, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of other jurisdiction of incorporation)

| | |
|--|--------------------------------------|
| 1-9247 | 13-2857434 |
| (Commission File Number) | (I.R.S. Employer Identification No.) |
| One CA Plaza Islandia, New York | 11749 |
| (Address of Principal Executive Offices) | (Zip Code) |

(800) 225-5224

(Registrant's Telephone Number, Including Area Code)

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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 (see General Instruction A.2 below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On February 13, 2009, CA, Inc. announced that it commenced a cash tender offer to purchase any and all of the \$352 million outstanding principal amount of its 4.750% Senior Notes due 2009. A copy of CA's press release regarding the tender offer is attached to this report as exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release dated February 13, 2009 announcing the tender offer |

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: February 13, 2009

By:

/s/ Clifford Dupree
Clifford Dupree,
Vice President and Assistant Corporate Secretary