

COMPUTER ASSOCIATES INTERNATIONAL INC
Form 8-K
June 07, 2005

**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 (Date of earliest event reported): **June 7, 2005**

Computer Associates International, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9247
(Commission
File Number)

13-2857434
(IRS Employer
Identification No.)

One Computer Associates Plaza, Islandia, New York
(Address of Principal Executive Offices)

11749
(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 (see General Instruction A.2. below):

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- 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 June 7, 2005, Computer Associates International, Inc. (CA) announced that the merger of Minuteman Acquisition Corp. (Merger Sub), a Delaware corporation and a wholly owned subsidiary of CA, with and into Concord Communications, Inc. (Concord), a Massachusetts corporation, was consummated in accordance with the Agreement and Plan of Merger (the Merger Agreement), dated as of April 7, 2005, by and among CA, Merger Sub and Concord (the Merger). As a result of the Merger, Concord is now a wholly owned subsidiary of CA.

Pursuant to the Merger Agreement, each outstanding share of common stock, \$0.01 par value, of Concord has been converted into the right to receive \$17.00 in cash, without interest. The aggregate cash consideration to be paid by CA is approximately \$337 million. Additionally, each outstanding option to purchase common stock of Concord, whether vested or unvested, has been assumed by CA and now represents an option to acquire shares of common stock of CA on the terms and conditions set forth in the Merger Agreement.

A copy of CA s press release announcing the completion of the Merger is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated June 7, 2005

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.

Computer Associates International, Inc.

By: /s/ Kenneth V. Handal

Name: Kenneth V. Handal
Title: Executive Vice President,
General Counsel and
Corporate Secretary

Date: June 7, 2005

INDEX TO EXHIBITS

| Exhibit No. | | Exhibit |
|--------------------|----------------------------------|----------------|
| 99.1 | Press Release dated June 7, 2005 | |

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