

COMPUTER ASSOCIATES INTERNATIONAL INC  
Form 8-K  
March 20, 2002

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

March 14, 2002

-----  
Date of Report: (Date of earliest event reported)

Computer Associates International, 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 Computer Associates Plaza, Islandia, New York	11749
-----	-----
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (631) 342-5224

Not Applicable  
-----

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

**Item 5. Other Events.**

On March 14, 2002, Computer Associates International, Inc. ("CA") issued a press release to announce the sale of a private offering of up to \$660 million aggregate principal amount of 5% Convertible Senior Notes due 2007 (the "Notes"), to be issued pursuant to Rule 144A of the Securities Act of 1933 and Regulation S thereunder. On March 19, 2002, CA issued a press release announcing the closing of the sale of the Notes. Other information relating to the Notes is contained in the press releases, copies of which are attached as exhibits.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

- (a) Not applicable
- (b) Not applicable
- (c) Exhibit
  - 99.1 - Press release dated March 14, 2002
  - 99.2 - Press release dated March 19, 2002

In addition to the historical information presented, certain statements in this filing may constitute "forward-looking statements" that involve risks and uncertainties. Actual results could differ materially from those projected or forecasted in the forward-looking statements. Important factors that could cause actual results to differ materially include: risks and instability associated with changes in the company's business model; risks associated with changes in the way in which the company accounts for license revenue; the difficulty of making financial projections resulting from the significant percentage of CA's quarterly sales consummated in the last few days of the quarter; the emergence of new competitive initiatives resulting from rapid technological advances or changes in pricing in the market; market acceptance of new products and services and continued acceptance of existing products and services; risks associated with the entry into new markets; the risks associated with integrating acquired businesses and technologies; the effects of war or acts of terrorism; dependency on large dollar licensing transactions; the outcome of pending or future governmental inquiries; delays in product delivery; reliance on mainframe capacity growth; the ability to recruit and retain qualified personnel; business conditions in the distributed systems and mainframe software and hardware markets; uncertainty and volatility associated with Internet and eBusiness related activities; use of software patent rights to attempt to limit competition; adverse results of litigation; fluctuations in foreign currency exchange rates and interest rates; the volatility of the international marketplace; uncertainties relative to global economic conditions; and other risks described in filings with the Securities and Exchange Commission, which are available at [www.sec.gov](http://www.sec.gov). CA assumes no obligation to update the information contained herein, except as otherwise required by law.

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.

Dated: March 20, 2002

By: /s/ Ira Zar

-----

Ira Zar  
Executive Vice President and  
Chief Financial Officer