

CA, INC.  
Form PRE 14A  
May 31, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Section 240.14a-12.

CA, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.  
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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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June [\_\_], 2016

To Our Stockholders:

On behalf of the Board of Directors and management of CA, Inc., you are cordially invited to our 2016 annual meeting of stockholders. The meeting will be held on August 3, 2016 at 10:00 a.m. Eastern Daylight Time. Our annual meeting will be a virtual meeting held over the Internet. You will be able to attend the annual meeting and vote your shares electronically during the live webcast of the meeting by visiting [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016) and entering the 16-digit control number provided in your proxy materials.

Additional details about the meeting, including the formal agenda, are contained in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. During the virtual meeting, there also will be remarks from management and a period during which you will be able to submit questions.

Whether or not you plan to attend the virtual meeting, please vote your shares by following the instructions in the accompanying materials.

Thank you for your consideration and continued support.

Sincerely,

Arthur F. Weinbach    Michael P. Gregoire  
Chairman of the Board    Chief Executive Officer

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**SAVE RESOURCES: PLEASE SIGN UP FOR EMAIL DELIVERY**

If you received this Proxy Statement and our Annual Report by mail, we encourage you to conserve natural resources, as well as significantly reduce our printing and mailing costs, by signing up to receive your stockholder communications via email. With electronic delivery, you will be notified via email as soon as the Proxy Statement and Annual Report are available on the Internet, and you can submit your stockholder votes online. Electronic delivery can also help reduce the number of documents in your personal files.

If you would like to view future Proxy Statements and Annual Reports over the Internet instead of receiving paper copies, you can elect to do so by voting at [www.proxyvote.com](http://www.proxyvote.com) and providing your email address through that website after you vote. Your election to view these documents over the Internet will remain in effect until you elect otherwise. If you choose to view future Proxy Statements and Annual Reports over the Internet, next year you will receive an email with instructions on how to view those materials and vote.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of CA, Inc.:

Notice is hereby given that the 2016 annual meeting of stockholders of CA, Inc. will be held on Wednesday, August 3, 2016, at 10:00 a.m. Eastern Daylight Time. The annual meeting will be a virtual meeting held over the Internet. You will be able to attend the annual meeting, vote your shares electronically and submit your questions during the live webcast of the meeting by visiting [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016) and entering the 16-digit control number provided in your proxy materials.

The annual meeting will be held for the following purposes:

- (1) to elect 11 directors, each to serve until the next annual meeting and until his or her successor is duly elected and qualified;
- (2) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2017;
- (3) to approve, by non-binding vote, the compensation of our Named Executive Officers;
- (4) to re-approve the CA, Inc. 2011 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code;
- (5) to ratify the November 2015 Stockholder Protection Rights Agreement;  
and
- (6) to transact any other business that properly comes before the meeting and any adjournment or postponement of the meeting.

The Board of Directors fixed the close of business on June 6, 2016 as the record date for determining the stockholders who are entitled to notice of and to vote at the meeting and any adjournment or postponement.

A list of stockholders of record entitled to vote at the annual meeting will be available for inspection upon the request of any stockholder for any purpose germane to the meeting at our principal executive offices, 520 Madison Avenue, New York, New York 10022, during the 10 days before the meeting, during ordinary business hours, and online during the annual meeting at [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016).

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON AUGUST 3, 2016:**

The Notice of Annual Meeting, Proxy Statement and Annual Report to Stockholders are available on the Internet at [www.proxyvote.com](http://www.proxyvote.com).

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Whether or not you expect to attend the virtual annual meeting, please vote your shares by following the instructions contained in the accompanying Proxy Statement.

Sincerely,

Michael C. Bisignano  
Executive Vice President, General Counsel and Corporate Secretary  
New York, New York  
June [\_\_], 2016

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CA, INC.

520 Madison Avenue

New York, New York 10022

PROXY STATEMENT

GENERAL INFORMATION

Introduction

This Proxy Statement is furnished to the holders of the common stock, par value \$0.10 per share, of CA, Inc. (“Common Stock”) in connection with the solicitation of proxies by our Board of Directors for use at our 2016 annual meeting of stockholders and any adjournment or postponement of the meeting. The meeting will be held on August 3, 2016 at 10:00 a.m. Eastern Daylight Time. The annual meeting will be a completely virtual meeting held over the Internet. You will be able to attend the annual meeting, vote your shares electronically and submit your questions during the live webcast of the meeting by visiting [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016) and entering the 16-digit control number provided in your proxy materials. The matters expected to be acted upon at the meeting are set forth in the preceding Notice of Annual Meeting of Stockholders. At present, the Board of Directors knows of no other business to come before the meeting.

When this Proxy Statement refers to the “Company,” “we,” “us,” or “our,” it is referring to CA, Inc.

Availability of Proxy Materials

On June [\_\_], 2016, we mailed our stockholders a notice regarding the availability of proxy materials on the Internet (“Notice of Internet Availability”) containing instructions on how to access our proxy materials, including this Proxy Statement and our Annual Report for the fiscal year ended March 31, 2016. If you received a Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials in the mail unless you specifically request these materials. Other stockholders, in accordance with their prior requests, have received e-mail notification of how to access our proxy materials and vote over the Internet, or have been mailed paper copies of our proxy materials and a proxy card or a vote instruction form from their bank or broker.

If you want to receive a paper or email copy of the proxy materials, you may request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed in the Notice of Internet Availability by July 20, 2016 to facilitate timely delivery.

Virtual Annual Meeting

This year’s annual meeting will be a completely virtual meeting and will be webcast live at [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016). A replay of the annual meeting audio webcast will be available on our website for approximately one year from the date of the annual meeting.

A summary of the information you need to attend the annual meeting online is provided below:

• instructions on how to attend the annual meeting are posted at [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016);  
• stockholders will need to use the 16-digit control number provided in your proxy materials to attend the annual meeting and listen live to the webcast over the Internet at [www.virtualshareholdermeeting.com/CA2016](http://www.virtualshareholdermeeting.com/CA2016);  
• only stockholders as of the record date may vote or submit questions while attending the annual meeting; and  
• stockholders with questions regarding how to attend and participate in the annual meeting may call 1-855-449-0991 on the date of the annual meeting.

#### Record Date; Voting Rights; Quorum

Only stockholders of record at the close of business on June 6, 2016 are entitled to notice of the annual meeting and to vote at the meeting or any adjournment or postponement. On June 6, 2016, we had outstanding [\_\_\_\_\_] shares of Common Stock. Each outstanding share of Common Stock is entitled to one vote. A majority of the outstanding shares of Common Stock, present or represented by proxy at the meeting, will constitute a quorum. For additional information, please see “How Proxy Votes Are Tabulated,” below.

#### Stockholders of Record; Street Name Stockholders

If your shares of Common Stock are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the “stockholder of record” with respect to those shares, and the Notice of Internet Availability (and, if applicable, the mailed or emailed proxy materials) is sent directly to you. If your shares are held in an account at a bank, broker, or other similar organization, then you are the beneficial owner of shares held in “street name,” and the Notice of Internet Availability (and, if applicable, the mailed or emailed proxy materials) is forwarded to you by that firm.

Whether you are a stockholder of record or hold your shares in “street name,” you may direct your vote without participating in the online annual meeting. If you are a stockholder of record, you may vote by your shares over the Internet or by telephone by following the instructions on the Notice of Internet Availability. If you request printed copies of the proxy materials by mail, you may also vote by signing and submitting your proxy card and returning it by mail. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), you should indicate your name and title or capacity. If you are the beneficial owner of shares held in “street name,” you may be eligible to vote your shares electronically over the Internet or by telephone by following the instructions on the Notice of Internet Availability. If you request printed copies of the proxy materials by mail, you may also vote by signing the voter instruction form provided by your bank or broker and returning it by mail. If you provide specific directions to your broker or nominee on how to vote by mail, telephone or over the Internet, your shares will be voted by your broker or nominee as you have directed.

We may reimburse those firms for reasonable fees and out-of-pocket costs incurred in forwarding the Notice of Internet Availability (and, if applicable, the mailed or emailed proxy materials) to you.

#### Proxy Solicitation

We will bear the cost of our soliciting proxies. In addition to using the Internet, our directors, officers and employees may solicit proxies in person and by mailings, telephone, facsimile, or electronic transmission, for which they will not receive any additional compensation. We will also make arrangements with brokers and other custodians, nominees and fiduciaries to forward solicitation material to the beneficial owners of shares of Common Stock held by those persons, and we may reimburse those custodians, nominees and fiduciaries for reasonable fees and out-of-pocket expenses incurred. We have retained Morrow & Co., LLC to assist us in soliciting proxies for a fee of \$7,500, plus expenses.

## How to Vote

You may vote in the following ways:

By Internet: You may vote your shares by Internet at [www.proxyvote.com](http://www.proxyvote.com).

By telephone: If you are located in the United States or Canada, you may vote your shares by calling 1-800-690-6903.

By mail: You may vote by mail if you receive a printed copy of the proxy materials, which will include a proxy card.

Via the Virtual Meeting Website: Even if you plan to attend and participate in our online annual meeting, we encourage you to vote over the Internet or by telephone as described above, or by returning a proxy card following your request of printed materials. This will ensure that your vote will be counted if you are unable to, or later decide not to, participate in the online annual meeting. Whether you are a stockholder of record or hold your shares in "street name," you may vote online at the annual meeting. You will need to enter the 16-digit control number provided in your proxy materials to vote your shares at the virtual annual meeting.

Unless you attend and vote at the online annual meeting, we must receive your vote by 11:59 p.m., Eastern Daylight Time, on August 2, 2016, the day before the online annual meeting, in order for your vote to be counted.

## How Proxy Votes Are Tabulated

Only the shares of Common Stock represented by valid proxies received and not revoked will be voted at the meeting.

Votes cast at the meeting by proxy or via the virtual meeting website will be tabulated by the Inspector of Election.

The Inspector of Election will treat shares of Common Stock represented by a valid proxy as present at the meeting for purposes of determining a quorum, whether or not the proxy is marked as casting a vote or abstaining on any or all matters.

If you are a beneficial owner of shares held in street name and do not provide the firm that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the firm that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm — is a routine matter on which brokers can vote on behalf of their clients if clients do not furnish voting instructions. All other proposals are non-routine matters.

If the firm that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, it will inform our Inspector of Election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a "broker non-vote." "Broker non-votes" are treated as present for purposes of determining a quorum, but are not counted as votes "for" or "against" the matter in question or as abstentions, and they are not counted in determining the number of votes present for the particular matter.

If you are a stockholder of record and you:

indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board of Directors;  
or

sign and return a proxy card without giving specific voting instructions,

then the proxy holders (i.e., the persons named in the proxy card provided by our Board of Directors) will vote your shares in the manner recommended by our Board of Directors on all matters presented in this

Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the meeting or any adjournment or postponement of the meeting.

If any other business properly comes before the meeting or any adjournment or postponement of the meeting, it is the intention of the proxy holders named in the Board of Directors' accompanying proxy card to vote the shares represented by the proxy card on those matters in accordance with their best judgment.

#### Vote Required to Approve Proposals

Assuming that a quorum is present at the meeting, the following votes are required under our governing documents and Delaware state law:

Item	Vote Required	Effect of Abstentions and Broker Non-Votes on Vote Required
Proposal 1 – Election of directors	A majority of votes cast with regard to a director (which means that the number of votes cast “for” the director must exceed the number of votes cast “against” a director)	Abstentions and broker non-votes will have no effect on the election of directors since only votes cast “for” and “against” a director will be counted
Proposal 2 – Ratification of appointment of independent registered public accounting firm	Approval of a majority of shares present or represented by proxy and entitled to vote on the proposal	Abstentions will have the effect of a vote “against” the proposal If your broker holds shares in your name, the broker, in the absence of voting instructions from you, is entitled to vote your shares
Proposal 3 – Approval, by non-binding vote, of the compensation of our Named Executive Officers	Approval of a majority of shares present or represented by proxy and entitled to vote on the proposal	Abstentions will have the effect of a vote “against” the proposal Any broker non-votes will reduce the absolute number, but not the percentage, of affirmative votes needed for approval
Proposal 4 – Re-approval of the CA, Inc. 2011 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code	Approval of a majority of shares present or represented by proxy and entitled to vote on the proposal	Abstentions will have the effect of a vote “against” the proposal Any broker non-votes will reduce the absolute number, but not the percentage, of affirmative votes needed for approval
Proposal 5 – Ratification of the November 2015 Stockholder Protection Rights Agreement	Approval of a majority of shares present or represented by proxy and entitled to vote on the proposal	Abstentions will have the effect of a vote “against” the proposal Any broker non-votes will reduce the absolute number, but not the percentage, of affirmative votes needed for approval

#### How to Revoke Your Proxy

You may revoke your proxy and change your vote at any time before the final vote at the annual meeting. You may revoke your proxy by submitting a written notice of revocation to the Corporate Secretary at CA, Inc., 520 Madison

Avenue, New York, New York 10022. You may also revoke a

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previously submitted proxy by voting again on a later date over the Internet, by telephone or by signing and returning a new proxy card by mail (only your latest proxy submitted prior to the annual meeting will be counted), or by attending and voting at the online annual meeting. Your attendance at the online annual meeting will not automatically revoke your proxy unless you enter your 16-digit control number and vote again online at the annual meeting via the annual meeting website.

#### Householding

If you and other residents with the same last name at your mailing address own shares of Common Stock in street name, your broker or bank may have sent you a notice that your household will receive only one annual report and proxy statement for each company in which you hold stock through that broker or bank. This practice of sending only one copy of an annual report and proxy statement is known as “householding.” You and such other residents will each receive a separate Notice of Internet Availability and proxy card with your own 16-digit control number, but all of those notices and proxy cards will be placed in one package addressed to the household. If you received a householding communication, your broker will send one copy of this Proxy Statement and our Annual Report for the fiscal year ended March 31, 2016 to your address unless contrary instructions were given by any stockholder at that address. If you received more than one copy of this Proxy Statement and our Annual Report this year and you wish to reduce the number of copies you receive in the future and save us the cost of printing and mailing these documents, please contact your bank or broker.

You may revoke your consent to householding at any time by sending your name, the name of your bank or broker, and your account number to our Investor Relations Department at the address below. The revocation of your consent to householding will be effective 30 days following its receipt. In any event, if your household received a single set of the Proxy Statement and our Annual Report for this year, but you would prefer to receive your own copies, we will send a copy of the Proxy Statement and Annual Report to you if you send a written request to CA, Inc., Investor Relations Department, 520 Madison Avenue, New York, New York 10022, or contact our Investor Relations Department at 1-800-225-5224.

#### Annual Report to Stockholders

Our Annual Report for the fiscal year ended March 31, 2016 accompanies this Proxy Statement and is also available on the Internet. Please follow the instructions in the Notice of Internet Availability if you want to review our Annual Report online. Our Annual Report contains financial and other information about us. The Annual Report is not a part of this Proxy Statement.

## CORPORATE GOVERNANCE

The Board of Directors is responsible for oversight of the management of the Company. The Board has adopted Corporate Governance Principles, which along with the Company's charter and By-laws, and the charters of the committees of the Board, provide the framework for the governance of the Company.

### Corporate Governance Principles

We periodically consider and review our Corporate Governance Principles. Our current Corporate Governance Principles can be found, together with other corporate governance information, on our website at [www.ca.com/invest](http://www.ca.com/invest). The Board also evaluates the principal committee charters from time to time, as appropriate.

### Code of Conduct

We maintain a Code of Conduct that qualifies as a "code of ethics" under applicable Securities and Exchange Commission ("SEC") regulations. Our Code of Conduct is applicable to all employees and directors, and is available on our website at [www.ca.com/invest](http://www.ca.com/invest). Any waiver of a provision of our Code of Conduct that applies to our directors or executive officers will be contained in a report filed with the SEC on Form 8-K or will be otherwise disclosed as permitted by law or regulation.

Each of our Corporate Governance Principles and our Code of Conduct is available free of charge in print to any stockholder who requests a copy by writing to our Corporate Secretary at CA, Inc., 520 Madison Avenue, New York, New York 10022.

### Board Leadership Structure

The Board is currently led by our non-executive Chairman of the Board, Arthur F. Weinbach, who is an independent director. Our Corporate Governance Principles do not specify a policy with respect to the separation of the positions of Chairman and Chief Executive Officer or with respect to whether the Chairman should be a member of management or a non-management director. The Board recognizes that there is no single, generally accepted approach to providing Board leadership, and given the dynamic and competitive environment in which we operate, the Board's leadership structure may vary as circumstances warrant. The Board has determined that the leadership of the Board is currently best conducted by an independent Chairman.

The Chairman provides overall leadership to the Board in its oversight function, while the Chief Executive Officer, Michael P. Gregoire, provides leadership with respect to the day-to-day management and operation of our business. We believe the separation of the offices allows Mr. Weinbach to focus on managing Board matters and allows Mr. Gregoire to focus on managing our business. In addition, we believe the separation of the offices enhances the objectivity of the Board in its management oversight role. To further enhance the objectivity of the Board, all members of our Board are independent except our Chief Executive Officer.

### Board Role in Risk Oversight

Our management is responsible for managing risks affecting the Company, including identifying, assessing and appropriately mitigating risk. The responsibilities of the Board include oversight of the Company's risk management processes, including working with management to establish and monitor the Company's risk appetite.

The Board exercises its risk oversight responsibilities primarily through its Compliance and Risk Committee, which regularly reviews and discusses with management the Company's risk appetite and the significant risks that may affect our enterprise. Our Executive Vice President and Chief Financial Officer (whose department includes our enterprise risk management function) reports to the Compliance and Risk Committee with respect to the Company's enterprise risk management function (including

operational, financial, strategic, legal and regulatory risks). Our Executive Vice President and General Counsel (whose department includes our chief ethics and compliance officer) reports to the Compliance and Risk Committee with respect to the Company's business practices and compliance functions.

The other committees of the Board also provide risk oversight associated with their respective areas of responsibility. For example, the Audit Committee oversees risks related to our financial statements, our financial reporting processes, our internal control processes and accounting matters. In addition, the Compensation and Human Resources Committee provides oversight with respect to risks related to our compensation practices. The Corporate Governance Committee oversees risks related to our corporate governance structure and processes. In fulfilling their oversight responsibilities, all committees receive regular reports on their respective areas of responsibility from members of management. The Chair of each committee, in turn, reports regularly to the full Board on matters including risk oversight.

The Board believes that the Company's current Board and committee leadership structure helps to promote more effective risk oversight by the Board.

#### Director Independence

The Board has determined that 10 of the nominees for election at the annual meeting (all of the nominees other than Mr. Gregoire) are independent under The NASDAQ Stock Market LLC ("NASDAQ") listing requirements and our Corporate Governance Principles. Mr. Gregoire is deemed not to be independent because he is our Chief Executive Officer.

In the course of the Board's determination regarding the independence of each non-employee director, the Board considers transactions, relationships and arrangements as required by the independence guidelines contained in our Corporate Governance Principles. There were no transactions, relationships or arrangements outside of the independence guidelines that required review by the Board for purposes of determining whether the directors were independent.

All members of the Audit, Compensation and Human Resources, and Corporate Governance Committees are independent directors as defined by NASDAQ listing requirements and our Corporate Governance Principles.

Members of the Audit Committee also satisfy the separate independence requirements of the SEC.

The independence guidelines contained in our Corporate Governance Principles are available on our website at [www.ca.com/invest](http://www.ca.com/invest).

#### Board Committees and Meetings

The Board of Directors has established four principal committees — the Audit Committee, the Compensation and Human Resources Committee, the Corporate Governance Committee, and the Compliance and Risk Committee — to carry out certain responsibilities and to assist the Board in meeting its fiduciary obligations. These committees operate under written charters, which have been adopted by the respective committees and by the Board. The charters of the current committees can be reviewed on our website at [www.ca.com/invest](http://www.ca.com/invest) and are also available free of charge in print to any stockholder who requests them by writing to our Corporate Secretary at CA, Inc., 520 Madison Avenue, New York, New York 10022.

During fiscal year 2016, the Board of Directors met 15 times. The independent directors meet at all regular Board meetings in executive session without any non-independent director or member of management present. Mr. Weinbach, who is an independent director, presided at these executive sessions. During fiscal year 2016, each incumbent director attended, in the aggregate, more than 75% of the Board meetings and meetings of the Board committees on which the director served.



The current members of the Board's four principal committees are as follows:

Independent Directors	Audit	Compensation and Human Resources	Corporate Governance	Compliance and Risk
Jens Alder	X			X (Chair)
Raymond J. Bromark	X (Chair)			X
Gary J. Fernandes		X		X
Rohit Kapoor	X		X	
Jeffrey G. Katz	X			X
Kay Koplovitz		X	X	
Christopher B. Lofgren		X	X (Chair)	
Richard Sulpizio		X (Chair)	X	
Laura S. Unger		X		X
Renato (Ron) Zambonini		X	X	
Number of Meetings in Fiscal Year 2016	6	8	5	3

Information about the principal responsibilities of these committees appears below.

#### Audit Committee

The general purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the audits of our financial statements and the integrity of our financial statements and internal controls;
- the qualifications and independence of our independent registered public accounting firm (including the Committee's direct responsibility for the engagement of the independent registered public accounting firm);
- the performance of our internal audit function and independent registered public accounting firm; and
- our accounting and financial reporting processes.

The Board has determined that Messrs. Bromark and Kapoor qualify as "audit committee financial experts" and that all members of the Audit Committee are independent under applicable SEC and NASDAQ rules. Additional information about the responsibilities of the Audit Committee is set forth in the Audit Committee charter.

#### Compensation and Human Resources Committee

The general purpose of the Compensation and Human Resources Committee is to assist the Board in fulfilling its responsibilities with respect to executive compensation and human resources matters, including to:

- develop an executive compensation philosophy and objectives and establish principles to guide the design and select the components of executive compensation;
- approve the amount and the form of compensation, as well as the other terms of employment, of the Company's executive officers (as defined in the applicable SEC regulations), including the Chief Executive Officer and the other Named Executive Officers (who are identified in the Fiscal Year 2016 Summary Compensation Table, below);

evaluate, in coordination with the Corporate Governance Committee and the other independent members of the Board, the performance of the Chief Executive Officer; and

recommend to the Board approval of all executive compensation plans and programs.

Additional information about the Compensation and Human Resources Committee's responsibilities is set forth in the Compensation and Human Resources Committee charter.

#### Corporate Governance Committee

The general purpose of the Corporate Governance Committee is to assist the Board in fulfilling its responsibilities with respect to our governance, including making recommendations to the Board concerning:

the size and composition of the Board, the qualifications and independence of the directors and the recruitment and selection of individuals to stand for election as directors;

the organization and operation of the Board, including the nature, size and composition of committees of the Board,

the designation of committee chairs, the designation of a Lead Independent Director, Chairman of the Board or similar position, and the distribution of information to the Board and its committees; and

the compensation of non-employee directors.

In addition, the Corporate Governance Committee evaluates, in coordination with the Compensation and Human Resources Committee, the performance of the Chief Executive Officer.

Additional information about the Corporate Governance Committee's responsibilities is set forth in the Corporate Governance Committee charter.

#### Compliance and Risk Committee

The general purpose of the Compliance and Risk Committee is to assist the Board in fulfilling its responsibilities with respect to oversight of risk management, including to:

provide general oversight of our enterprise risk management and compliance functions;

provide input to our management in the identification, assessment, mitigation and monitoring of enterprise-wide risks faced by the Company; and

provide recommendations to the Board with respect to its review of our business practices and compliance activities and enterprise risk management.

Additional information about the responsibilities of the Compliance and Risk Committee is set forth in the Compliance and Risk Committee charter.

#### Board Self-Assessment and Director Evaluation

In accordance with our Corporate Governance Principles, the Board of Directors conducts an annual self-assessment of its performance to determine whether the Board and its committees are functioning effectively. As part of this process, each director completes a written questionnaire regarding the effectiveness of the Board and each committee on which the director serves. Additionally, the Chairman of the Board and the Chair of the Corporate Governance Committee coordinate an annual evaluation of the performance of each director. This evaluation includes an interview by the Chairman of the Board with each director to solicit comments regarding the performance of individual directors, as well as an interview by the Chair of the Corporate Governance Committee with each director to solicit comments regarding the performance of individual directors and the Chairman of the Board. Feedback received in

response to the written questionnaires and during the interviews is discussed at Board and committee meetings to address any significant issues raised.

#### Director Nominating Procedures

The Corporate Governance Committee will consider director candidates recommended by stockholders. In considering candidates submitted by stockholders, the Committee will take into consideration the factors specified in our Corporate Governance Principles, as well as the current needs of the Board and the qualifications of the candidate. The Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that those shares have been held. To recommend a candidate for consideration by the Committee, a stockholder must submit the recommendation in writing, including the following information:

the name of the stockholder and evidence of the stockholder's ownership of Common Stock, including the number of shares owned and the length of time the shares have been owned; and

the name of the candidate, the candidate's résumé or a list of the candidate's qualifications to be a director of the Company, and the candidate's consent to be named as a director nominee if recommended by the Committee and nominated by the Board.

Recommendations and the information described above should be sent to the Corporate Secretary at CA, Inc., 520 Madison Avenue, New York, New York 10022.

Once a person has been identified by the Corporate Governance Committee as a potential candidate, the Committee may: collect and review publicly available information regarding the person to assess whether the person should be considered further; request additional information from the candidate and the proposing stockholder; contact references or other persons to assess the candidate; and conduct one or more interviews with the candidate. The Committee may consider that information in light of information regarding any other candidates that the Committee may be evaluating at that time, as well as any relevant director search criteria. The evaluation process generally does not vary based on whether or not a candidate is recommended by a stockholder; however, as stated above, the Committee may take into consideration the number of shares held by the recommending stockholder and the length of time that those shares have been held.

In addition to recommending director candidates to the Corporate Governance Committee, stockholders may also nominate candidates for election to the Board at the annual meeting of stockholders. See "Advance Notice Procedures for Our 2017 Annual Meeting," below, for more information.

In addition to stockholder recommendations, the Corporate Governance Committee may receive suggestions as to nominees from our directors, officers or other sources, which may be either unsolicited or in response to requests from the Committee for these suggestions. In addition, the Committee may engage search firms to assist it in identifying director candidates.

#### Communications with Directors

The Board of Directors is interested in receiving communications from stockholders and other interested parties, which would include, among others, customers, suppliers and employees. These parties may contact any member (or members) of the Board or any committee, the non-employee directors as a group, or the Chair of any committee, by mail or electronically. In addition, the Audit Committee is interested in receiving communications from employees and other interested parties, which would include stockholders, customers, suppliers and employees, on issues regarding accounting, internal controls or auditing matters. Any such correspondence should be addressed to the appropriate person or persons, either by name or title, and sent by postal mail to the office of the Corporate Secretary at CA, Inc., 520 Madison Avenue, New York, New York 10022, or by email to [directors@ca.com](mailto:directors@ca.com).

The Corporate Secretary will forward to the applicable directors each communication received as described above in the preceding paragraph other than: spam and similar junk mail and mass mailings; product complaints, product inquiries and new product suggestions; résumés and other job inquiries; surveys; business solicitations or advertisements; and any communication that is deemed unduly hostile, threatening, illegal or similarly unsuitable.

#### Related Person Transactions

The Board has adopted a Related Person Transactions Policy, which is a written policy governing the review and approval or ratification of Related Person Transactions, as defined in SEC rules.

Under the Related Person Transactions Policy, each of our directors, nominees for director and executive officers must notify the General Counsel and/or the Office of Corporate Secretary of any potential Related Person Transaction involving that person or an immediate family member of that person. The General Counsel and/or the Office of Corporate Secretary will review each potential Related Person Transaction to determine if it is subject to the Related Person Transactions Policy. If so, the transaction will be referred for approval or ratification to the Corporate Governance Committee, which will approve or ratify the transaction only if it determines that the transaction is in, or is not inconsistent with, our best interests and the best interests of our stockholders. In determining whether to approve or ratify a Related Person Transaction, the Corporate Governance Committee may consider, among other things:

- the fairness to us of the Related Person Transaction;
- whether the terms of the Related Person Transaction would be on the same basis if the transaction, arrangement or relationship did not involve a related person;
- the business reasons for us to participate in the Related Person Transaction;
- the nature and extent of our participation in the Related Person Transaction;
- whether any Related Person Transaction involving a director, nominee for director or an immediate family member of a director or nominee for director would be immaterial under the categorical standards adopted by the Board with respect to director independence contained in our Corporate Governance Principles;
- whether the Related Person Transaction presents an actual or apparent conflict of interest for any director, nominee for director or executive officer, the nature and degree of such conflict and whether any mitigation of such conflict is feasible;
- the availability of other sources for comparable products or services;
- the direct or indirect nature and extent of the related person's interest in the Related Person Transaction;
- the ongoing nature of the Related Person Transaction;
- the relationship of the related person to the Related Person Transaction and with us and others;
- the importance of the Related Person Transaction to the related person; and
- the amount involved in the Related Person Transaction.

The Corporate Governance Committee administers the Related Person Transactions Policy and may review, and recommend amendments to, the Related Person Transactions Policy from time to time.

## Related Person Transactions in Fiscal Year 2016

Since the beginning of fiscal year 2016, there have been two Related Person Transactions.

On November 17, 2015, we entered into a Share Repurchase Agreement with Cereal Holding AG (“Cereal”) pursuant to which we agreed to purchase 22,000,000 shares of Common Stock from Cereal for an aggregate purchase price of \$584,388,200. The purchase price for each share of Common Stock was \$26.8131, which was equal to a 3.00% discount to the arithmetic average of each daily volume weighted average price for the period of 10 trading days preceding and including November 5, 2015 according to Bloomberg. The purchase price for each share of Common Stock payable according to the preceding formula was reduced by a further \$0.25 per share, which was the amount of dividend we paid our shareholders during the quarterly period ending on December 31, 2015. The repurchase closed on November 20, 2015. Immediately prior to the execution of the Share Repurchase Agreement, Cereal beneficially owned approximately 125,813,380 shares of Common Stock (approximately 28.7% of the issued and outstanding Common Stock). The foregoing transaction was approved by the Board.

In October 2015, we engaged an IT-staffing and consulting company to provide software development services through July 2016. The total amount of the engagement is estimated to be approximately \$206,000, of which we paid \$134,000 to the IT-staffing company in fiscal year 2016. The IT-staffing company in turn engaged John Elster, the brother of Adam Elster, Executive Vice President and Group Executive, Worldwide Sales and Services, as a subcontractor to provide the software development services. We have been advised by the IT-staffing company that they will pay John Elster a significant portion, but not the entirety, of the fees paid by us under this engagement. The foregoing transaction was approved by the Corporate Governance Committee.

### Compensation Committee Interlocks and Insider Participation

During fiscal year 2016, there were no compensation committee interlocks and no insider participation in Compensation and Human Resources Committee decisions that were required to be reported under the rules and regulations of the Securities Exchange Act of 1934, as amended.

### Anti-Hedging and Pledging Policies

As part of our policy against insider trading, our directors, officers and other employees are prohibited from purchasing or selling (1) short-term or speculative securities that are based on Company securities and (2) financial instruments designed to hedge or offset any change in the market value of Company securities. Prohibited instruments include prepaid variable forward contracts, puts or calls and other exchange-traded options, swaps, collars, exchange funds and other derivative securities. “Short-sales” of Company securities are also prohibited. Pledging of any Company securities by the Named Executive Officers and directors is not permitted without the approval of the Chief Executive Officer and the Compensation and Human Resources Committee.

## COMPENSATION OF DIRECTORS

Only our non-employee directors receive compensation for their services as directors. Fees are paid to non-employee directors under our 2012 Compensation Plan for Non-Employee Directors (the “2012 Plan”). The 2012 Plan also allows the Board of Directors to authorize the payment of additional fees to any eligible director who chairs a committee of the Board or to an eligible director serving as the lead independent director or Chairman of the Board. Currently, all of our non-employee directors receive compensation pursuant to the 2012 Plan.

From time to time, the Board evaluates and establishes the fees payable to non-employee directors. The Board established the current fees in May 2014. The customary process involved a review of non-employee director compensation by the Corporate Governance Committee and the Committee’s recommendation of a proposal to the Board. In conducting its review, the Committee engaged Towers Watson, compensation consultant to the Compensation and Human Resources Committee, to provide advice regarding design, competitive market data and trends, and other pertinent matters.

All non-employee director fees are paid in the form of deferred stock units, but each non-employee director may elect to receive a portion of his or her director fees in cash. The following table shows the annual fees for our non-employee directors and the maximum permissible cash election with respect to those fees.

Annual Fee Description	Fee	Maximum Cash Election
Non-Employee Director	\$325,000	\$100,000
Chairman of the Board	\$100,000	50%
Audit Committee Chair	\$25,000	50%
Compensation and Human Resources Committee Chair	\$15,000	50%
Corporate Governance Committee Chair	\$10,000	50%
Compliance and Risk Committee Chair	\$10,000	50%

In settlement of the deferred stock units following termination of service, a director receives shares of Common Stock in an amount equal to the number of deferred stock units in the director’s deferred compensation account. The deferred stock units are settled, at the election of the director, by delivery of shares of Common Stock either in a lump sum or in up to 10 annual installments beginning on the first business day of the calendar year after termination of service.

To further our commitment to support charities, directors are able to participate in our Matching Gifts Program. Under this program, we match contributions by directors up to an aggregate amount of \$25,000 per fiscal year by a director to charities approved by us. Upon the mandatory retirement of a director in accordance with our director retirement policy, we also make a one-time donation of \$10,000 to a charity specified by the retiring director.

We also provide directors with, and pay premiums for, director and officer liability insurance and we reimburse directors for reasonable expenses incurred in connection with Company business.

The following table includes information about compensation paid to our non-employee directors for the fiscal year ended March 31, 2016.

Fiscal Year 2016 Director Compensation Table

Director	Fees Earned or Paid in Cash(1) (\$)	Stock Awards(1)(2) (\$)	Option Awards (\$)	All Other Compensation (3)(4)(5) (\$)	Total (\$)
J. Alder	103,261	228,266	—	4,904	336,431
R.J. Bromark	112,500	237,500	—	—	350,000
G.J. Fernandes	—	330,202	—	25,000	355,202
M.P. Gregoire(6)	—	—	—	—	—
R. Kapoor	100,000	225,000	—	25,000	350,000
J.G. Katz	100,000	225,000	—	—	325,000
K. Koplovitz	100,000	225,000	—	20,000	345,000
C.B. Lofgren	105,000	230,000	—	14,350	349,350
R. Sulpizio	104,891	229,899	—	25,000	359,790
L.S. Unger	101,739	226,734	—	11,150	339,623
A.F. Weinbach	—	425,000	—	25,000	450,000
R. Zambonini	100,000	225,000	—	—	325,000

As noted above, all director fees are paid in deferred stock units, except that directors may elect in advance to have a specified portion of those fees paid in cash. The maximum cash election with respect to the \$325,000 annual (1) non-employee director fee is \$100,000. The maximum cash election for the chairman and committee chair fees is 50% of those fees. The amounts in the “Fees Earned or Paid in Cash” column represent the amounts paid to directors who elected to receive a portion of their director fees in cash.

As required by SEC rules, this column represents the aggregate grant date fair value of awards computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic (2)718, “Compensation — Stock Compensation” for deferred stock units. The aggregate grant date fair value for deferred stock units is calculated by multiplying the number of deferred stock units by the closing market price of the Common Stock on the date the deferred stock units are credited to a director’s account.

As of March 31, 2016, the following deferred stock units had been credited to each director's account:

Director	Aggregate Number of Deferred Stock Units
J. Alder	32,467
R.J. Bromark	58,922
G.J. Fernandes	119,667
M.P. Gregoire(6)	—
R. Kapoor	46,806
J.G. Katz	8,161
K. Koplovitz	48,571
C.B. Lofgren	77,256
R. Sulpizio	44,339
L.S. Unger	64,649
A.F. Weinbach	106,820
R. Zambonini	61,478

The amounts in this column include contributions we made under our Matching Gifts Program in fiscal year 2016.

Under our current Matching Gifts Program, we match up to \$25,000 of director charitable contributions made in (3) each fiscal year by each director. The contributions we paid or accrued under our Matching Gifts Program in fiscal year 2016 were as follows: Mr. Alder, \$4,904; Mr. Fernandes, \$25,000; Mr. Kapoor, \$25,000; Ms. Koplovitz, \$20,000; Mr. Lofgren, \$14,350; Mr. Sulpizio, \$25,000; Ms. Unger, \$11,150; and Mr. Weinbach, \$25,000.

We provide directors with, and pay premiums for, director and officer liability insurance and reimburse directors (4) for reasonable travel and accommodation expenses incurred in connection with Company business, the values of which are not included in this table.

Directors receive dividend or dividend equivalents on deferred stock units held in their deferred compensation (5) accounts. This amount is not included in the "All Other Compensation" column because the deferred stock units are granted at fair market value, which reflects the expected dividend equivalents to be received.

As Chief Executive Officer, Mr. Gregoire is compensated as an employee of the Company and, as such, he (6) received no compensation in his capacity as a director in fiscal year 2016. For a description of Mr. Gregoire's fiscal year 2016 compensation, please see "Compensation and Other Information Concerning Executive Officers," below.



## PROPOSAL 1 — ELECTION OF DIRECTORS

On the recommendation of the Corporate Governance Committee, the Board of Directors has nominated the persons listed below for election as directors at the annual meeting, each to serve until the next annual meeting and until his or her successor is duly elected and qualified. Each of the nominees is an incumbent director.

Gary J. Fernandes, who has been a member of the Board since 2003, will conclude his service as a director when his term expires at the annual meeting pursuant to regular Board succession planning. Accordingly, the Board has authorized a reduction in its size from 12 members to 11 members, effective immediately prior to the election of directors at the annual meeting. The Board extends its sincere gratitude to Mr. Fernandes for his many years of service. His service and leadership have provided tremendous value to shareholders, the Board and the Company. The Board wishes him well in his retirement.

Each of the nominees has confirmed to us that he or she expects to be able to continue to serve as a director until the end of his or her term. If, however, at the time of the annual meeting, any of the nominees named below is not available to serve as a director (an event that the Board does not anticipate), all the proxies granted to vote in favor of that director's election will be voted for the election of any other person or persons that the Board may nominate. Our policy is that all directors and nominees should attend our annual meetings of stockholders. Eleven of our 12 directors attended the 2015 annual meeting of stockholders.

### Majority Voting

Under our majority voting standard for uncontested elections of directors, a director nominee will be elected only if the number of votes cast "for" exceeds the number of votes "against" the director's election. In contested elections, the plurality voting standard will apply, under which the nominees receiving the most votes will be elected regardless of whether those votes constitute a majority of the shares voted at the meeting. Under our Corporate Governance Principles, if a director does not receive more votes "for" than votes "against" at an annual meeting of stockholders, generally the Board of Directors will have 90 days from the certification of the vote to accept or reject the individual's irrevocable resignation that all incumbent directors are required to submit before the mailing of the Proxy Statement for the annual meeting.

### Board Composition

The Board of Directors and the Corporate Governance Committee each strive to ensure that the Board is composed of engaged, independent directors with diverse backgrounds, who are committed to representing the long-term interests of our stockholders. Our directors are expected to possess the highest personal and professional ethics, integrity and values. They must have an inquisitive and objective perspective, practical wisdom and mature judgment, and be willing and able to devote sufficient time to fulfill their responsibilities to the Company and our stockholders.

### Diversity

The Board does not have a formal policy with respect to diversity. However, the Board and the Corporate Governance Committee each believe that it is essential that the Board members represent diverse viewpoints, with a broad array of experiences, professions, skills, geographic representation and backgrounds that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of the Company's stockholders.

#### Board Renewal

The Board and the Corporate Governance Committee each believe it is important to have experienced directors with a deep understanding of the Company's business as well as other directors who bring fresh perspectives to the Board. In their efforts to identify potential director candidates, the Board and the Corporate Governance Committee consider: the input from the Board's self-assessment process to identify the backgrounds and expertise that are desired; and the future needs of the Board in light of anticipated director retirements under our director tenure policies.

As a means to ensure orderly Board succession, our director tenure policies (contained in our Corporate Governance Principles) require that:

- a director may serve only until the annual meeting after the director's 75th birthday; and
- the Corporate Governance Committee shall determine whether to recommend to the Board that any action be taken as a result of a director's retirement from his or her principal occupation or a material change in his or her principal occupation or business association.

The Board's ongoing assessment of its collective skills, experience and expertise has resulted in the recruitment of three new independent directors since 2011.

#### Biographical Information and Qualifications of Director Nominees

Set forth below are each nominee's name, age, principal occupation for at least the last five years and other biographical information, including the year in which each was first elected a director of the Company. In addition, the biographies discuss the particular experience, qualifications, attributes and skills of the director that, in light of the Company's business and structure, led the Board to conclude that the individual should serve on the Board of the Company.

JENS ALDER Director since 2011 Age 58

#### Business Experience

Mr. Alder served as Chief Executive Officer of TDC A/S, Denmark's largest telecommunications provider, from 2006 to 2008. Prior to that, Mr. Alder served as Chief Executive Officer of Swisscom Ltd., Switzerland's largest telecommunications provider, from 1999 to 2006 after serving as its Executive Vice President of Network Services and Wholesale from 1998 to 1999.

#### Current Directorships

Mr. Alder has served as Chairman of the Board of Sanitas Krankenversicherung, a privately held health insurance company based in Switzerland, since 2009, Chairman of the Board of Goldbach Group AG, a publicly held electronic media company based in Switzerland, since 2013, and Chairman of the Board of Alpiq Holding AG, a publicly held energy services provider based in Switzerland, since 2015.

#### Previous Directorships

Mr. Alder served as Chairman of the Board of RTX Telecom A/S, a publicly held telecommunications component and handset producer based in Denmark, from 2010 to 2014, Chairman of the Board of Industrielle Werke Basel, the state-owned public utility of Basel, Switzerland, from 2010 to 2015, a director of Sunrise Communications AG, a privately held telecommunications company based in

Switzerland, from 2008 to 2010, a director of TA Management A/S, a privately held company supporting Danish banks restructuring distressed companies, from 2009 to 2010, a director of Copenhagen International School, an international school in Denmark, from 2008 to 2010, a director of Neue Zürcher Zeitung AG, a publicly held Swiss newspaper, from 2010 to 2013, and a director of BG Consulting Engineers, a privately held civil engineering group with operations in Switzerland, France and Algeria, from 2011 to 2015.

#### Qualifications

Mr. Alder's qualifications include: international experience; extensive experience in the technology industry; leadership experience at large, complex companies; and governance experience as a member or chair of boards of numerous companies.

RAYMOND J. BROMARK Director since 2007 Age 70

#### Business Experience

Mr. Bromark is a retired Partner of PricewaterhouseCoopers, LLP ("PwC"), an international accounting and consulting firm. He joined PwC in 1967 and became a Partner in 1980. He was Partner and Head of the Professional, Technical, Risk and Quality Group of PwC from 2000 to 2006, a Global Audit Partner from 1994 to 2000 and Deputy Vice Chairman, Auditing and Business Advisory Services from 1990 to 1994. In addition, he served as a consultant to PwC from 2006 to 2007.

#### Current Directorships

Mr. Bromark has been a director of YRC Worldwide, Inc., a transportation service provider, since July 2011 and a director of Tesoro Logistics GP, LLC, the general partner of Tesoro Logistics LP, an operator, developer and acquirer of crude oil, refined products and natural gas logistics assets, since March 2011. He chairs the audit/ethics committee of YRC Worldwide, Inc. and also chairs the audit committee of Tesoro Logistics GP, LLC.

#### Previous Directorships

Mr. Bromark was a director of World Color Press, Inc., a provider of printing services, and chaired its audit committee, from 2009 to 2010 when the company merged into another company.

#### Other Experience

Mr. Bromark is a member of the American Institute of Certified Public Accountants (the "AICPA") and in previous years has participated as a member of the University of Delaware's Weinberg Center for Corporate Governance's Advisory Board. Mr. Bromark was PwC's representative on the AICPA's Center for Public Company Audit Firms' Executive Committee. He has also been a member of the Financial Accounting Standards Board Advisory Council, the Public Company Accounting Oversight Board's Standing Advisory Group, the AICPA's Special Committee on Financial Reporting, the AICPA's SEC Practice Section Executive Committee and the AICPA's Ethics Executive Committee.

#### Qualifications

Mr. Bromark's qualifications include: extensive experience in accounting, auditing, financial reporting, and compliance and regulatory matters; deep understanding of financial controls and familiarity with large public company audit clients; extensive experience in leadership positions at PwC; and public company governance experience as a member or chair of boards and board committees of public companies.

MICHAEL P. GREGOIRE Director since 2013 Age 50

Business Experience

Mr. Gregoire has been Chief Executive Officer of the Company since January 2013. Previously, he served as President and Chief Executive Officer of Taleo Corporation (“Taleo”), a provider of on-demand talent management software solutions, from March 2005 until Taleo’s acquisition by Oracle Corporation in April 2012. Mr. Gregoire served as a director of Taleo from April 2005 to April 2012 and served as Taleo’s Chairman of the Board from May 2008 to April 2012. Mr. Gregoire served as Executive Vice President, Global Services and held various other senior management positions at PeopleSoft, Inc., an enterprise software company, from May 2000 to January 2005. Mr. Gregoire served as Managing Director for global financial markets at Electronic Data Systems, Inc., a global technology services company, from 1996 to April 2000, and in various other roles from 1988 to 1996.

Current Directorships

Mr. Gregoire has been a director of Automatic Data Processing, Inc., a provider of human capital management solutions to employers and integrated computing solutions to vehicle dealers, since January 2014. Mr. Gregoire has been a director of NPower, a non-profit information technology services network, since September 2013.

Previous Directorships

As stated above, Mr. Gregoire served as a director of Taleo from April 2005 to April 2012 and served as Taleo’s Chairman of the Board from May 2008 to April 2012. Mr. Gregoire served as a director of ShoreTel, Inc., a provider of business communication solutions, from November 2008 to January 2014. He chaired the compensation committee of ShoreTel, Inc. from July 2010 to January 2014.

Other Experience

Mr. Gregoire has served on the Executive Council of TechNet, a national, bipartisan network of technology CEOs and senior executives that promotes the growth of the innovation economy, since November 2014. Mr. Gregoire serves on the Business Roundtable’s Technology, Internet & Innovation Committee.

Qualifications

Mr. Gregoire’s qualifications include: extensive executive leadership experience with public companies in the software and services sectors, including as Chief Executive Officer of the Company; extensive experience in the technology industry; and public company governance experience as a member of boards and a member and chair of board committees of public companies.

ROHIT KAPOOR Director since 2011 Age 51

Business Experience

Mr. Kapoor has been Vice Chairman and Chief Executive Officer of ExlService Holdings, Inc. (“EXL Holdings”), a provider of outsourcing and transformation services, since April 2012 and has been a director of EXL Holdings since 2002. Mr. Kapoor co-founded ExlService.com, Inc. (“EXL Inc.”), a wholly owned subsidiary of EXL Holdings, in April 1999. Mr. Kapoor served as EXL Holdings’ President and

Chief Executive Officer from May 2008 to April 2012, its Chief Financial Officer from November 2002 to June 2005 and from August 2006 to March 2007, as its Chief Operating Officer from June 2007 to April 2008 and as President and Chief Financial Officer of EXL Inc. since August 2000. Prior to founding EXL Inc., Mr. Kapoor served as a business head of Deutsche Bank from July 1999 to July 2000. From 1991 to 2000, Mr. Kapoor served in various capacities at Bank of America in the United States and Asia, including India.

#### Current Directorships

As stated above, Mr. Kapoor has been a director of EXL Holdings since 2002. Mr. Kapoor has been a director of the Tri-State chapter of Pratham USA, an education non-profit organization, since March 2014.

#### Qualifications

Mr. Kapoor's qualifications include: extensive leadership experience at a public company; extensive accounting experience; international experience; entrepreneurial experience; governance experience as a member of the board of a public company; and a deep understanding of operational efficiencies.

JEFFREY G. KATZ Director since 2015 Age 60

#### Business Experience

Jeffrey G. Katz served as Chief Executive Officer of Wize Commerce, Inc., a provider of online monetization and traffic acquisition technology solutions, from 2010 to 2014. Prior to joining Wize Commerce, Mr. Katz served as President and Chief Executive Officer of LeapFrog Enterprises, Inc., a provider of digital educational entertainment solutions for children, from 2006 to 2010. In addition, he served as the Executive Chairman of LeapFrog Enterprises from 2010 to 2011. Previously, Mr. Katz served as the Founding Chairman, President and Chief Executive Officer of Orbitz Worldwide, Inc., a global online travel company from 2000 to 2004. Mr. Katz also served as Chief Executive Officer of Swissair, formerly Switzerland's national airline, and held various leadership positions at American Airlines Group, Inc. (formerly AMR Corporation) and Lawrence Livermore National Laboratory, a federal science research facility.

#### Current Directorships

Mr. Katz has served as a director of R.R. Donnelley & Sons Company, a digital and print communications business, since 2013.

#### Previous Directorships

Mr. Katz served as a director of Digital River, Inc., a provider of online commerce, payments and marketing solutions, from 2014 to 2015, LeapFrog Enterprises from 2005 to 2011, Northwest Airlines Corporation from 2005 to 2008 and Orbitz from 2000 to 2004.

#### Qualifications

Mr. Katz's qualifications include: extensive executive leadership experience at large, complex companies; extensive experience in the technology industry; international experience; and governance experience as a member or chair of boards and board committees of public companies.

KAY KOPLOVITZ Director since 2008 Age 71

Business Experience

Ms. Koplovitz has been Chairman and Chief Executive Officer of Koplovitz & Co., LLC, a media and investment firm, since 1998. She is a founder of USA Network, an international cable television programming company, and served as its Chairman and Chief Executive Officer from 1977 to 1998. Ms. Koplovitz launched the Sci-Fi Channel (currently Syfy) in 1992. In 2001, Ms. Koplovitz co-founded Boldcap Ventures, a venture capital fund focused on investing in early to mid-stage companies, primarily in the healthcare and technology sectors, of which she is a governing board member. In 2016, Ms. Koplovitz co-founded the Springboard Fund to invest in companies in technology and life science led by women.

Current Directorships

Ms. Koplovitz serves on the boards of Time Inc., a media and publishing company, Ion Media Networks, Inc., a privately held television and media company, The Paley Center for Media (formerly the Museum of Television and Radio) (where she has emeritus status), and the International Tennis Hall of Fame, and as Chairman of Springboard Enterprises, a non-profit organization that supports emerging growth ventures led by women.

Previous Directorships

Ms. Koplovitz was a director of General Reinsurance Corporation, a property/casualty and life/health reinsurance company, from 1990 to 1998, was a director of Nabisco, a manufacturer of cookies and snacks, from 1992 to 2000, served as a director and member of the governance committee of Oracle Corporation, a database software and middleware company, from 1998 to 2001, was a director of Instinet Group, Inc., an electronic brokerage services provider, from 2001 to 2007, served as Chairman of Joy Berry Enterprises, Inc., a privately held publisher of children's books, from 2008 to 2013, was a director of Kate Spade & Company (formerly Fifth & Pacific Companies, Inc. and Liz Claiborne, Inc.), a designer and marketer of fashion apparel and accessories, from 1992 to 2015, where she also served as non-executive Chairman of the Board from 2007 to 2013, and, as stated above, served as Chairman of USA Network from 1977 to 1998.

Other Experience

Ms. Koplovitz is a member of the Board of Visitors, College of Letters and Science at the University of Wisconsin-Madison.

Qualifications

Ms. Koplovitz's qualifications include: extensive executive leadership experience at a large, complex company; entrepreneurial experience; extensive marketing and sales experience; technology experience; venture capital investment experience; and public company governance experience as a member or chair of boards and board committees of public companies.

CHRISTOPHER B. LOFGREN Director since 2005 Age 57

Business Experience

Mr. Lofgren has been President, Chief Executive Officer and a director of Schneider National, Inc. ("Schneider National"), a provider of transportation and logistics services, since 2002. He served as Chief Operating Officer of Schneider National from 2001 to 2002, Chief Executive Officer of Schneider Logistics, a subsidiary of Schneider National, from 2000 to 2001, Chief Information Officer of Schneider

National from 1996 to 2000, and Vice President, Engineering and Systems Development of Schneider National from 1994 to 1996. Prior to joining Schneider National, Mr. Lofgren held several positions at Symantec Corp., a security, storage and systems management solutions company, including Interim General Manager, Director of Engineering and Senior Engineer Manager. Prior to Symantec, Mr. Lofgren was a Senior Staff Engineer with Motorola, Inc., a telecommunications company.

#### Current Directorships

As stated above, Mr. Lofgren serves as a director of Schneider National. In addition, Mr. Lofgren currently serves on the board of directors of the U.S. Chamber of Commerce and the American Transportation Research Institute, a research trust affiliated with the American Trucking Associations.

#### Previous Directorships

Mr. Lofgren served as a director of the American Trucking Associations from 2005 to 2013.

#### Other Experience

Mr. Lofgren currently serves on the Advisory Board of Junior Achievement of Wisconsin in Brown County. He was inducted into the National Academy of Engineering in 2009.

#### Qualifications

Mr. Lofgren's qualifications include: extensive executive leadership experience at a large, complex company; extensive technology experience; understanding of regulatory compliance through Schneider National's highly regulated industry; and international business management experience.

RICHARD SULPIZIO Director since 2009 Age 66

#### Business Experience

Mr. Sulpizio served as President and Chief Executive Officer of Qualcomm Enterprise Services, a division of Qualcomm Incorporated ("Qualcomm") responsible for mobile communications and services to the transportation industry, from December 2009 to February 2013. He served as Senior Advisor of Qualcomm Enterprise Services from February 2013 to November 2013. Mr. Sulpizio served as President and Chief Operating Officer of Qualcomm, a developer of wireless technologies, products and services, from 1998 to 2001 and served in various other executive positions between 1991 and 1998. He served as a director of Qualcomm from 2000 to 2007. Mr. Sulpizio served as President and Chief Executive Officer of MediaFLO, USA, Inc., a Qualcomm subsidiary involved in bringing multimedia services to the wireless industry, from 2005 to 2006. Mr. Sulpizio served as President of Qualcomm Europe in 2004 and President of Qualcomm China from 2002 to 2003. Before joining Qualcomm, Mr. Sulpizio worked for eight years at Unisys Corporation, a worldwide information technology company, and 10 years at Fluor Corporation, an engineering and construction company.

#### Current Directorships

Mr. Sulpizio has served as a director of ResMed Inc., a global developer, manufacturer and marketer of medical products, since 2005, where he has served on its governance committee and compensation committee.

#### Previous Directorships

As stated above, Mr. Sulpizio served as a director of Qualcomm from 2000 to 2007.

#### Other Experience

Mr. Sulpizio serves on the advisory board of the University of California San Diego's Sulpizio Family Cardiovascular Center.

#### Qualifications

Mr. Sulpizio's qualifications include: extensive executive leadership experience at a large, complex, global public company; extensive technology experience; international management experience; and public company governance experience as a member or chair of boards and board committees of public companies.

LAURA S. UNGER Director since 2004 Age 55

#### Business Experience

Ms. Unger served as a special advisor to Promontory Financial Group, a global consulting firm for financial services companies, from 2010 to 2014. She served as the Independent Consultant to JPMorgan Chase & Co., a global securities, investment banking and retail banking firm for the global analyst conflict settlement from 2003 to 2010. From 2002 to 2003, Ms. Unger was employed by CNBC, a satellite and cable television business news channel, as a Regulatory Expert. Ms. Unger was a Commissioner of the SEC from 1997 to 2002, and served as Acting Chairperson of the SEC from February to August 2001. Ms. Unger served as Counsel to the U.S. Senate Committee on Banking, Housing and Urban Affairs from 1990 to 1997. Prior to working on Capitol Hill, Ms. Unger was an attorney with the Enforcement Division of the SEC.

#### Current Directorships

Ms. Unger has served as a director of CIT Group, Inc., a provider of financing to small businesses and middle market companies, since 2010, where she has served as chairman of its nominating and governance committee and member of its audit committee. She has served as a director and member of the audit committee and nominations and governance committee of Navient Corporation, which operates the loan management, servicing and asset recovery business that was previously operated by Sallie Mae, since 2014. Ms. Unger has served as a director of Nomura Securities International, Inc. and Nomura Global Financial Products, Inc., privately held U.S. subsidiaries of Nomura Holdings, Inc., a Japanese financial services provider, since 2015. She also serves as a director of Children's National Medical Center and Children's National Medical Center Foundation.

#### Previous Directorships

Ms. Unger was a director and member of the governance, compensation and audit committees of Ambac Financial Group, Inc., a holding company whose affiliates provide financial guarantees and financial services, from 2002 to 2013, a director and member of the nominating and governance committee and audit committee of the IQ Funds Complex, a group of closed-end mutual funds, from 2008 to 2010, a director and a member of the audit committee of Borland Software Corporation, a provider of software lifecycle management solutions, from 2002 to 2004, and a director and member of the audit committee of MNBA Corporation, a bank holding company, from 2004 to 2006.

#### Qualifications

Ms. Unger's qualifications include: government and public policy experience; legal and regulatory experience; extensive leadership experience at government agencies; and public company governance experience as a member or chair of boards and board committees of public companies.



ARTHUR F. WEINBACH Director since 2008 Age 73

Business Experience

Mr. Weinbach has been Chairman of the Board of the Company since May 2010. From 2007 to June 2010, Mr. Weinbach was Executive Chairman and from July 2010 to November 2011 non-executive Chairman of Broadridge Financial Solutions, Inc., a provider of products and services for securities processing, clearing and outsourcing which was spun off from Automatic Data Processing, Inc. (“ADP”), a provider of business outsourcing solutions. Prior to the spin-off, Mr. Weinbach was associated with ADP from 1980 to 2007, serving as executive Chairman and Chief Executive Officer from 1996 to 2006 and as non-executive Chairman until November 2007. Prior to joining ADP, Mr. Weinbach held various positions at Touche Ross & Co., an accounting firm and a predecessor of Deloitte Touche Tohmatsu, and was a partner from 1975 to 1979.

Current Directorships

Mr. Weinbach has been a director of The Phoenix Companies, Inc., a provider of life insurance and annuity products, since 2008, chairman of its audit committee since 2009 and a member of its compensation committee since 2008.

Previous Directorships

In addition to having served as a director of Broadridge and ADP, including as Chairman of both, Mr. Weinbach served as a director of First Data Corporation, a provider of electronic commerce and payment solutions for merchants, financial institutions and card issuers, from 2000 to 2006, and as a member of its audit committee for much of that period. He was also a director of Schering-Plough Corporation, a pharmaceutical manufacturer, from 1999 to 2009, at which he chaired its audit and finance committees during various times.

Other Experience

Mr. Weinbach is currently a Trustee of New Jersey SEEDS, a non-profit organization providing academic enrichment and leadership programs for high-achieving, low-income youth.

Qualifications

Mr. Weinbach’s qualifications include: extensive financial, accounting and auditing experience; international experience; technology experience; and public company governance experience as a member or chair of boards and board committees of public companies.

RENATO (RON) ZAMBONINI Director since 2005 Age 69

Business Experience

Mr. Zambonini was Chairman of the Board of Cognos Incorporated (“Cognos”), a developer of business intelligence software, from 2004 until 2008, and a director from 1994 until 2008. Mr. Zambonini was Chief Executive Officer of Cognos from 1995 to 2004, President from 1993 to 2002, and Senior Vice President, Research and Development from 1990 to 1993. Prior to joining Cognos, Mr. Zambonini served as Vice President, Research and Development of Cullinet Software, Inc., a software developer, from 1987 to 1989.

Current Directorships

Mr. Zambonini has served as a director of PTC Inc., a company that develops, markets and supports product development software solutions and related services, since May 2011.

Previous Directorships

In addition to having served as a director of Cognos, including as Chairman, Mr. Zambonini served as a director of Reynolds & Reynolds, a software company servicing automotive dealerships, from 2003 to 2006, and a director of Emergis, Inc., an electronic commerce business, from 2004 to 2008. Mr. Zambonini served on the audit committee of Reynolds & Reynolds and the compensation committee of Emergis, Inc.

Qualifications

Mr. Zambonini's qualifications include: extensive executive leadership experience at a large, complex, public company; extensive technology experience; and public company governance experience as a member or chair of boards and board committees of public companies.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES LISTED ABOVE (PROPOSAL 1).

**PROPOSAL 2 — RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG LLP has been appointed by the Audit Committee to serve as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2017. KPMG LLP has been the Company's independent registered public accounting firm since the fiscal year ended March 31, 2000. The Audit Committee believes that the continued retention of KPMG LLP is in the best interests of the Company and our stockholders. As provided in the Audit Committee's Charter, (1) the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company's financial statements and its effectiveness of internal control over financial reporting; and (2) the Audit Committee is directly involved in the selection of its independent registered public accounting firm's lead engagement partner. Our Audit Committee Charter also provides that periodically the Audit Committee "will consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis."

In determining whether to reappoint KPMG LLP as the Company's independent registered public accounting firm, the Audit Committee took into consideration a number of factors, including the length of time the firm has been engaged, the quality of the Audit Committee's ongoing discussions with KPMG LLP, an assessment of the professional qualifications and past performance of the lead engagement partner and KPMG LLP, and the potential impact of changing independent registered public accounting firms. Through more than 16 years of experience with the Company, KPMG LLP has gained institutional knowledge and expertise regarding the Company's operations, accounting policies and practices and internal control over financial reporting.

In accordance with SEC rules and KPMG LLP's policies, engagement partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide service to the Company. For lead and concurring engagement partners, the maximum number of consecutive years of service in those capacities is five years. The process for selection of the Company's lead engagement partner pursuant to this rotation policy involves a meeting between the Chairman of the Audit Committee and the candidate for the role, discussion by the full Audit Committee and with Company management, as well as discussion between the Chairman of the Audit Committee and KPMG LLP leadership.

Although our By-laws do not require the submission of the selection of our independent registered public accounting firm to our stockholders for approval or ratification, the Audit Committee considers it desirable to obtain the views of our stockholders on that appointment. If our stockholders fail to ratify the appointment of KPMG LLP, the Audit Committee may reconsider its selection of the firm as our independent registered public accounting firm for the fiscal year ending March 31, 2017.

A representative of KPMG LLP will be present at the annual meeting, will have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from stockholders.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE  
RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM (PROPOSAL 2).**

**Audit and Other Fees Paid to KPMG LLP**

The fees billed by KPMG LLP for professional services rendered for the fiscal years ended March 31, 2016 and March 31, 2015 are reflected in the following table:

Fee Category	Fiscal Year 2016 Fees	Fiscal Year 2015 Fees
Audit Fees	\$9,597,120	\$10,246,065
Audit-Related Fees	2,352,150	1,601,310
Tax Fees	612,694	471,430
All Other Fees	—	30,000
Total Fees	\$12,561,964	\$12,348,805

#### Audit Fees

Audit fees relate to: audit work performed in connection with the audit of our financial statements for the fiscal years ended March 31, 2016 and 2015 included in our Annual Reports on Form 10-K; the audit of the effectiveness of our internal control over financial reporting at March 31, 2016 and 2015; the reviews of the interim financial statements included in our Quarterly Reports on Form 10-Q for the fiscal years ended March 31, 2016 and 2015; as well as work that generally only the independent registered public accounting firm can reasonably be expected to provide, including comfort letters to underwriters and lenders, statutory audits of foreign subsidiaries, consents to reissue its reports, review of SEC filings and comment letters, and discussions surrounding the proper application of financial accounting and reporting standards.

#### Audit-Related Fees

Audit-related fees are for assurance and related services that are traditionally performed by the independent registered public accounting firm, including employee benefit plan audits and special procedures required to meet certain regulatory requirements. The audit-related fees for fiscal years 2016 and 2015 primarily include services in connection with: software license compliance; engagements under Statement on Standards for Attestation Engagements No. 16, Reporting on Controls at a Service Organization (formerly Statement on Auditing Standards (“SAS”) No. 70); information systems compliance with the Federal Information Security Management Act; divestitures; feedback and observations regarding management’s implementation of the new revenue standard; benefit plan audits; and greenhouse gas emissions reporting.

#### Tax Fees

Tax fees reflect all services, except those services specifically related to the audit of the financial statements, performed by the independent registered public accounting firm’s tax personnel. The tax fees for fiscal years 2016 and 2015 primarily include services in connection with international and U.S. tax compliance matters.

#### All Other Fees

All other fees for fiscal year 2015 represent fees for consulting services related to certain non-financial information systems.

The Audit Committee has concluded that the provision of the non-audit services listed above is compatible with maintaining the independence of KPMG LLP.

#### Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures requiring Audit Committee pre-approval of the performance of all audit, audit-related and non-audit services (including tax services) by our independent registered public accounting firm. The Audit Committee may consult with management in determining which services are to be performed, but may not delegate to management the authority to make these determinations. The Audit Committee has also delegated to its Chairman the authority to pre-approve the performance of audit, audit-related and non-audit services by our independent registered public accounting firm (provided that tax services may be pre-approved only up to \$100,000), if such approval is necessary or desirable in between meetings, provided that the Chairman must inform the Audit Committee no later than its next scheduled meeting.

All of the services of KPMG LLP for fiscal years 2015 and 2016 described above were pre-approved by the Audit Committee.



#### AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed the Company's audited consolidated financial statements and internal controls for the fiscal year ended March 31, 2016 with management.

The Audit Committee has discussed with KPMG LLP, the Company's independent registered public accounting firm, the matters required to be discussed under applicable Public Company Accounting Oversight Board standards.

The Audit Committee has received the written disclosures and the letter from KPMG LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with KPMG LLP its independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements for the fiscal year ended March 31, 2016 be included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2016, for filing with the Securities and Exchange Commission.

#### THE AUDIT COMMITTEE

Raymond J. Bromark, Chair

Jens Alder

Rohit Kapoor

Jeffrey G. Katz

#### COMPENSATION AND HUMAN RESOURCES COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation and Human Resources Committee (the "Compensation Committee") has reviewed and discussed with management the following Compensation Discussion and Analysis section of this Proxy Statement. Based on its review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

#### THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

Richard Sulpizio, Chair

Gary J. Fernandes

Kay Koplovitz

Christopher B. Lofgren

Laura S. Unger

Ron Zambonini

## COMPENSATION DISCUSSION AND ANALYSIS

For fiscal year 2016, our Named Executive Officers (NEOs), as defined by SEC rules, were:

- Michael P. Gregoire, Chief Executive Officer (CEO);
- Richard J. Beckert, Executive Vice President and Chief Financial Officer (CFO);
- Adam Elster, Executive Vice President and Group Executive, Worldwide Sales and Services;
- Ayman Sayed, Executive Vice President, Chief Product Officer; and
- Lauren P. Flaherty, Executive Vice President and Chief Marketing Officer.

This Compensation Discussion and Analysis is organized in six key sections:  
Executive Summary

Fiscal Year 2016 Business Performance Overview  
Fiscal Year 2016 Executive Compensation Payouts  
Compensation Philosophy  
Compensation Highlights  
Fiscal Year 2016 Target Pay Mix  
Our Incentive Compensation Plan Design  
Our Compensation Best Practices  
Our Governance Best Practices  
Fiscal Year 2016 CEO Compensation At-a-Glance  
Fiscal Year 2016 Reported vs. Unrealized/Realized Compensation  
Discussion and Analysis  
Elements of Compensation  
Designing Compensation Opportunities and Objectives  
Determining Payouts for Fiscal Year 2016  
Other Important Compensation Matters  
Performance Measure Definitions

Executive Summary

Fiscal Year 2016 Business Performance Overview

From a financial perspective, we reported for fiscal year 2016:

- a 1% decline in revenue from fiscal year 2015 in constant currency and 6% as reported to \$4.025 billion;
- GAAP<sup>1</sup> diluted earnings per share from continuing operations increased 13% from fiscal year 2015 in constant currency and declined 2% as reported to \$1.78;
- cash flow from continuing operations of \$1,034 million for fiscal year 2016 as reported compared with \$1,030 million in fiscal year 2015; and
- GAAP operating margin of 28%, up one percentage point from fiscal year 2015, and non-GAAP operating margin of 38%, up one percentage point from fiscal year 2015.<sup>2</sup>

<sup>1</sup> “GAAP” refers to the generally accepted accounting principles in the United States of America.

<sup>2</sup> A reconciliation of non-GAAP financial measures to comparable GAAP financial measures is included in “Supplemental Financial Information,” below.

In fiscal year 2016, our efforts to reposition the product portfolio, refine our go-to-market strategy and sharpen our focus on customer success have culminated in new sales growth for the year. Although this was a notable improvement relative to prior years, there is still work to do to drive the level of sustained growth that our Company is capable of delivering. Management remains committed to our strategic imperative of delivering long-term growth and profitability.<sup>3</sup>

#### Fiscal Year 2016 Executive Compensation Payouts

The elements of fiscal year 2016 compensation for our NEOs were unchanged from fiscal year 2015. The components of an NEO's total direct compensation are:

Ø Annual Base Salary PLUS

Ø Annual Performance Cash Incentive PLUS

Ø Long-term Incentives (delivered through stock options, restricted stock and three-year performance shares)

As described in more detail below, the substantial majority of our executive compensation is tied to Company performance.

The annual and long-term incentive performance measures and goals are based upon the Company's fiscal year budget and long-term strategic plan.

For fiscal year 2016, our annual incentive plan performance measures are revenue growth, new sales growth and operating margin performance.

The Company's fiscal year 2016 financial and operational results were substantially in line with or exceeded the high expectations the Compensation Committee set for our NEOs at the outset of the fiscal year for new sales growth and operating margin performance. Although the Company fell short with respect to its internal fiscal year 2016 revenue growth target, it exceeded the threshold level of performance required in order for there to be a payout for that performance measure, albeit at a below-target payout level.

If the fiscal year 2016 annual performance cash incentive was paid out formulaically at the actual core plan funding level (as described below), the payout would have been approximately 100.15% of target.

Given our overall Company performance, including our revenue performance relative to our internal targets, management recommended, and the Compensation Committee agreed, that for fiscal year 2016, it would be appropriate to pay out the fiscal year 2016 annual performance cash incentive at 87.65% of target.

The fiscal year 2014-2016 three-year performance share awards were paid at 80.75% of target. The targets for this award were set early in fiscal year 2014.

The fiscal year 2016-2018 three-year performance share awards were communicated early in fiscal year 2016 but will not pay out until after fiscal year 2018. The performance measures are similar to those that apply for the fiscal year 2014-2016 performance share awards, measuring three-year growth in revenue, operating margin and cash flow from operations.

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<sup>3</sup> Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for a more detailed description of our fiscal year 2016 financial results.





### Compensation Philosophy

The Company's compensation philosophy is pay-for-performance. This compensation philosophy is intended to align executives' compensation with performance against the Company's short-term and long-term performance objectives. The compensation philosophy and compensation program design are also intended to provide compensation and incentives needed to attract, motivate and retain key executives who are crucial to the Company's long-term success. The manner in which our compensation philosophy is implemented may vary from year to year depending on evolving objectives and challenges. Our plan design for fiscal year 2016 is summarized below.

### Compensation Highlights

#### Fiscal Year 2016 Target Pay Mix

To align pay levels for NEOs with the Company's performance, our pay mix places greatest emphasis on performance-based incentives. For fiscal year 2016, the target direct compensation for the CEO and other NEOs was as follows:

#### NEO TARGET TOTAL DIRECT COMPENSATION

90% of the CEO's (and 82% on weighted average of the other NEOs') fiscal year 2016 target total direct compensation is "at-risk" and/or performance-based, consistent with our fundamental pay-for-performance philosophy.

We include restricted stock as "at-risk" in our analyses since its value is directly tied to stock price performance and is realized only upon continued employment through the vesting dates. We also believe that the substantial majority of the NEOs' pay should be payable in Common Stock and subject to long-term Company performance.

76% of the CEO's (and 64% on weighted average of the other NEOs') fiscal year 2016 target total direct compensation is payable in Common Stock and subject to long-term Company performance.

#### Our Incentive Compensation Plan Design

The following illustration summarizes each component of the fiscal year 2016 executive incentive compensation program, and highlights how each component aligns with our pay-for-performance philosophy. The fiscal year 2016 executive incentive compensation program remains substantially similar to the executive incentive program in fiscal year 2015.

The executive compensation incentive plan design uses a combination of business performance metrics and time horizons to promote and reward achievement of key strategic and financial goals, as well as stock price performance, over the short- and long-term.

Our Compensation Best Practices

WHAT WE DO ü

ü Performance-based Pay. The majority of our executives' pay is at-risk and/or performance-based. 100% of "at-risk" and/or performance-based compensation is based on the achievement of core business metrics or is subject to market risk based on stock price performance.

ü Appropriate Balance and Mix. Our incentive program provides an appropriate balance of annual and long-term incentives and includes multiple measures of performance that are tied to our strategies and goals and/or stock price performance.

ü Limit Incentive Compensation Payouts. We maintain a cap on executive incentive compensation payments (150-200% of target) under the annual and long-term incentive programs.

ü Cap on Operating Margin Payout. If the Company does not meet specified performance levels for revenue and new sales growth, payout of the operating margin metric will not exceed 100% of target under the annual performance cash incentive plan.

WHAT WE CHOOSE NOT TO DO û

û Single-trigger Change-in-Control Severance Policy. Our change in control severance policy for our executive officers provides for double-trigger change-in-control benefits.

û No Guarantees. There is no guaranteed minimum payout under our annual or long-term incentive programs. There is no guaranteed increase in base salary year over year.

û No fixed-term employment arrangements. We do not have any employment agreements with NEOs that provide for a fixed term of employment. Employment is at-will and can be terminated any time in accordance with the terms of any applicable employment arrangement or the Executive Severance Policy (as described below).

Our Governance Best Practices

We believe that strong compensation-related governance practices are critical to successfully implementing our pay-for-performance philosophy and serve the interests of our shareholders.

WHAT WE DO ü

ü Annual Say-on-Pay. We seek stockholder feedback through an annual "say-on-pay" vote. We have achieved strong say-on-pay results, with approval by greater than 93% of votes cast for each of the last three fiscal years.

WHAT WE CHOOSE NOT TO DO û

û No Excise Tax Gross-Ups on a Change in Control. None of our executive officers is entitled to excise tax gross-ups in connection with a change in control. (During fiscal year 2016, the only executive officer with a legacy change in control tax gross-up provision agreed to have such provision removed and all excise tax gross-up related provisions were formally removed from our policy.)

WHAT WE DO ü

ü Clawback. We have a “clawback” policy that applies to incentive compensation if an NEO engages in misconduct that results in substantial restatement of our financial statements. Additional “clawback” provisions apply to certain equity awards in the event of breach of non-competition and other restrictive covenants.

ü Independent Advisors. The Compensation Committee has retained compensation consultants and advisors who are independent of Company management.

ü Risk Mitigation. Our use of multiple performance measures, capped payouts, the Committee’s ability to exercise negative discretion and other design features are intended to minimize the incentive for executives to take overly risky actions. We review our incentive plans annually to confirm that they do not give rise to risks that are reasonably likely to have a material adverse effect on the Company.

ü Stock Ownership Requirements. We have Stock Ownership Requirements ranging from two- to five-times base salary for each NEO. The CEO’s requirement is five times his annual base salary.

WHAT WE CHOOSE NOT TO DO û

û No Other Gross-ups. We do not provide any gross-ups to NEOs, other than for certain relocation-related expenses that are available to all eligible employees.

û No Special Retirement or Pensions. There are no special retirement plans or benefits provided only to the NEOs. We do not offer any defined benefit pension or supplemental pensions.

û No Hedging/ Pledging. We prohibit our executives and directors from purchasing or selling derivative securities that are directly linked to our stock or from making “short-sales” of our stock. Pledging of any Company stock is also not permitted without the approval of the CEO and the Compensation Committee.

û No Option Repricing. We prohibit the repricing of stock options. This includes amending outstanding options to lower their exercise price or canceling outstanding options and replacing them with new options.

Fiscal Year 2016 CEO Compensation At-a-Glance

Mr. Gregoire’s fiscal year 2016 target total direct compensation was as follows:

Annual Base Salary: \$1,000,000

Target Annual Performance Cash Incentive Opportunity: \$1,500,000

•Actual payout was \$1,314,750 (87.65% of target)

Target Long-Term Incentive Opportunity, as follows:

\$1,650,000 in stock options (vesting over 3 years from date of grant);

\$1,650,000 in restricted stock (vesting over 3 years from date of grant); and

\$4,950,000 in three-year performance shares (which will be paid out based on achievement against pre-established financial goals for three-year growth in revenue, operating margin and cash flow from operations over fiscal years 2016, 2017 and 2018).

Ø The payout to Mr. Gregoire of the fiscal year 2014-2016 three-year performance shares was 108,644 shares, representing 80.75% of target. This was paid out in Common Stock.



As summarized below, Mr. Gregoire received an increase in his target LTIP for fiscal year 2016 without any change to his base salary or target annual performance cash incentive opportunity. The increase was delivered entirely through equity awards, vesting upon the achievement of certain performance measures, as well as over time. In determining Mr. Gregoire's most recent increase, the Compensation Committee considered, among other things, competitive market data and his overall performance since joining the Company as CEO. Additional information is provided below under "Designing Compensation Opportunities and Objectives — Designing Salary and Incentive Compensation Opportunities."

#### Fiscal Year 2016 Reported vs. Unrealized/Realized Compensation

Since the vast majority of compensation reported in the Summary Compensation Table below represents at-risk pay, we believe it is important to also look at the compensation actually realized each year. The following chart shows the compensation reported in the Fiscal Year 2016 Summary Compensation Table, as well as the compensation that we consider to have been earned or received by our NEOs including the amounts that are not subject to forfeiture (Total Realized Compensation) and the amounts that remain subject to forfeiture (Total Unrealized Compensation).

The following chart is intended to supplement the Summary Compensation Table. The Summary Compensation Table, as required by SEC rules, provides the grant date fair value of all stock options, restricted stock and performance shares granted during the fiscal year. As a result, a significant portion of the total compensation amounts reported in the Summary Compensation Table relate to equity awards that have not fully vested (including performance shares for which the performance period has not been completed) and for which the value is uncertain (and which may deliver no value at all). For example, a portion of the stock awards reflected in the Summary Compensation Table represent fiscal year 2016-2018 three-year performance shares that were granted in fiscal year 2016 but will not be issued until the end of three-year performance period on March 31, 2018, subject to achievement of the applicable performance goals.

For purposes of the table above:

Total Summary Compensation Table compensation comprises the Total Compensation amount from the Fiscal Year 2016 Summary Compensation Table, less the amount in the All Other Compensation column of that table.

Total Unrealized Compensation comprises fiscal year 2016 LTIP stock awards that were unvested as of March 31, 2016 and the intrinsic value of fiscal year 2016 LTIP stock options that were unvested as of March 31, 2016.

Total Realized Compensation comprises fiscal year 2016 base salary, actual annual performance cash incentive earned for fiscal year 2016, fiscal year 2016 LTIP stock awards that vested during the fiscal year, the intrinsic value of fiscal year 2016 LTIP stock options that vested during the fiscal year and the payout of the fiscal year 2014-2016 performance shares to the eligible executives.

Total Realized Compensation for Messrs. Gregoire, Beckert and Elster and Ms. Flaherty includes the payout of the Fiscal Year 2014-2016 performance shares; Mr. Sayed was not eligible for that award because he was not an employee when the award was granted.

Total Realized Compensation for (i) Mr. Sayed includes the sign-on bonus he received at the time he was hired during fiscal year 2016 and (ii) Ms. Flaherty includes the second installment of the sign-on bonus agreed to at the time of Ms. Flaherty's hire.

The fiscal year 2016-2018 three-year performance shares are not reflected in Total Realized Compensation, as any payout would not occur until after fiscal year 2018.

The value of the stock awards and stock options was based on a closing price of \$30.79 on March 31, 2016, less the applicable exercise price (i.e., the "spread" or intrinsic value) in the case of stock options.

#### Discussion and Analysis

This section provides more detailed information about our executive compensation program in the following order:

##### Elements of Compensation

The elements of compensation for the Company's NEOs for fiscal year 2016 were base salary, annual performance cash incentive compensation, long-term incentive compensation, broad-based employee benefit programs and limited perquisites, supporting a holistic total rewards philosophy, as summarized in the Compensation Dashboard below.



The Company does not have a pre-established policy or target pay mix for allocating between fixed and variable compensation. However, the allocation is influenced by the Compensation Committee's assessment of the practices of companies in the compensation benchmarking group and the Company's short-term and long-term strategic objectives. The Compensation Committee believes that executive compensation should incentivize our NEOs to achieve consistent and sustained Company performance at target levels in order to achieve the Company's strategic, financial and operating objectives. Accordingly, their compensation is heavily weighted towards variable compensation, including annual cash incentives and long-term equity incentives, rather than fixed compensation or base salaries. The numbers in the following Compensation Dashboard reflect the percentage that each compensation element represents of the CEO's fiscal year 2016 target total direct compensation.

**COMPENSATION DASHBOARD — CEO Target Total Direct Compensation**

For the other NEOs, on weighted average, the mix is 18% base salary, 18% annual performance cash incentive, 13% stock options, 13% restricted stock and 38% performance shares.

OTHER ELEMENTS OF NEO COMPENSATION

**Benefits and Retirement Programs**  
(e.g., medical, dental, disability and other welfare programs, retirement, deferred compensation, severance, change in control benefits, etc.)

**Limited Perquisites**  
(e.g., relocation-alternative housing arrangements, personal use of Company transportation, financial planning, etc.)

NEOs generally participate in the same benefit plans as the broader Company employee population in the U.S. Perquisites aid in the attraction of executives by providing a limited number of personal benefits that allow executives to have greater focus on business matters and increased productivity.

We also offer a 401(k) defined contribution plan (and related supplemental plans) to U.S. employees. We do not have any defined benefit pension or supplemental pension plans.

Perquisites aid in the attraction of executives by providing a limited number of personal benefits that allow executives to have greater focus on business matters and increased productivity.

Not all NEOs receive or participate in the example perquisites.

Additional details under “Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our NEOs.”

Additional details are provided below in the Fiscal Year 2016 Summary Compensation Table.

**Base Salaries**

The Company compensates its NEOs with an annual base salary for services rendered during the year. Base salaries are essential for the attraction and retention of talented executive officers. The annual base salaries for our NEOs are reviewed annually when the Compensation Committee reviews its compensation benchmark information. Base salary does not automatically or necessarily increase each year.

**Fiscal Year 2016 Annual Performance Cash Incentive Awards**

The annual performance cash incentive award provides an opportunity for an executive to earn cash after the end of the fiscal year, based on the level of attainment of performance goals approved by the Compensation Committee at the beginning of the fiscal year.

For the fiscal year 2016 annual performance cash incentive award, the performance measures and weightings were as follows:

The maximum payout opportunity for each of revenue growth and operating margin was 150% of target. For new sales growth it was 200% of target.

“New sales” growth measures growth in total new product and mainframe capacity sales. (See also the “Performance Measure Definitions” at the end of this CD&A.)

The new sales growth metric is included as a metric to motivate the executives to increase their near-term focus on new sales growth and its direct link to long-term revenue growth. There is a cap on the payout for operating margin results if there is a failure to achieve certain threshold performance levels for new sales and revenue. If the specified threshold levels for the revenue growth and new sales growth performance measures are not achieved, the operating margin performance measure does not pay above target level even if operating margin performance exceeds target. This cap is intended to limit the ability to receive above-target payouts solely by controlling expenses. This cap was triggered in prior years and had a significant impact on annual performance cash incentive payouts.

The Compensation Committee annually reviews the metrics and the weightings used in the incentive compensation programs. Our NEOs were assigned these metrics and weightings because they are aligned with the Company's overall business plan for fiscal year 2016, which is consistent with focusing the team on overall business growth and profitability and holding the executive management team accountable for business decisions. Details of the fiscal year 2016 payout are below under "Determining Payouts for Fiscal Year 2016 — Determining Annual Performance Cash Incentive Award Payouts."

#### Fiscal Year 2016 Long-Term Incentive Awards

Consistent with the Company's fundamental pay-for-performance compensation philosophy, the Company allocates a substantial portion of its executive compensation to performance-based equity awards in the form of Common Stock so that our executives' interests are aligned with our stockholders' interests. For fiscal year 2016, the total target value of each NEO's long-term incentives consisted of a combination of stock options, restricted stock and three-year performance shares, as follows:

All of the LTIP equity awards were granted to the NEOs early in fiscal year 2016, other than Mr. Sayed who received them at the time of his hire, as part of their fiscal year 2016 LTIP.

The stock options have an exercise price equal to the closing market price on the grant date and vest in approximately three equal installments over a three-year period subject to continued employment. The stock options granted in fiscal year 2016 have a term of 10 years from the date of grant.

The restricted shares vest in approximately equal installments over a three-year period subject to achievement of positive net income for the initial fiscal year. Since the value of restricted stock is directly tied to stock price performance and is realized only upon continued employment through the vesting dates, we have included restricted stock as "at-risk" for purposes of our analyses in the CD&A. Additional details are provided below under "Other Important Compensation Matters — Tax Deductibility of Performance-Based Compensation" and in the Fiscal Year 2016 Grants of Plan-Based Awards table.

The three-year performance share awards are to be settled in the form of unrestricted shares of Common Stock, which will be issued only after the Compensation Committee certifies the level of attainment of the applicable performance goals. The fiscal year 2016-2018 three-year performance shares were granted to NEOs because the Compensation Committee believes that these executives are principally responsible for leading the execution of the Company's long-term strategy.

The number of shares of Common Stock underlying fiscal year 2016-2018 three-year performance shares that our NEOs may earn is reflected in the "Estimated Future Payouts Under Equity Incentive Plan Awards" column of the Fiscal Year 2016 Grants of Plan-Based Awards table, below. Because the three-year performance period ends with fiscal year 2018, the results for that performance period are not yet available and payouts are scheduled to occur after fiscal year 2018. The financial objectives for the fiscal year 2016-2018 three-year performance period reflected our internal, confidential business plan at the time the awards were established. At the time the fiscal year 2016-2018 three-year performance objectives were formulated, there was a substantial degree of difficulty with respect to achieving those objectives.

Additional details about each of fiscal year 2016 LTIP grants are provided below in the Fiscal Year 2016 Grants of Plan-Based Awards table.

#### Fiscal Year 2014-2016 Three-Year Performance Share Awards

Fiscal year 2014-2016 performance shares were granted in fiscal year 2014 as part of the fiscal year 2014 LTIP, to be settled by the issuance of unrestricted shares of Common Stock at the conclusion of the three-year performance period ended March 31, 2016, based on the Company's performance for that three-year performance period. Messrs. Gregoire, Beckert and Elster and Ms. Flaherty are the NEOs who received a grant of the fiscal year 2014-2016 three-year performance share awards. Mr. Sayed was ineligible for this award because he was not an executive officer at the beginning of the performance period.

These three-year performance shares were granted to our NEOs because the Compensation Committee believed that these executives are principally responsible for leading the execution of the Company's long-term strategy.

The following describes the performance metrics for the fiscal year 2014-2016 three-year performance period (and the weightings attributable to each metric), which ended on March 31, 2016 and which the Compensation Committee approved near the beginning of the performance period:

- Three-Year Revenue Growth (50% weighting).
- Three-Year Operating Margin Growth (30% weighting).
- Adjusted Three-Year Cash Flow from Operations (CFFO) Growth (20% weighting).

Details of the payout for this award are shown below under "Determining Payouts for Fiscal Year 2016 — Determining Payout of Fiscal Year 2014-2016 Performance Share Awards." The definitions for the performance measures are provided at the end of this CD&A.

For fiscal year 2016, the equity awards were made under our 2011 Incentive Plan, which is being submitted this year for shareholder re-approval of the material terms of the performance goals under the Plan solely for purposes of complying with Section 162(m) of the Internal Revenue Code (see Proposal 4 — Re-Approval of the CA, Inc. 2011 Incentive Plan for Purposes of Section 162(m) of the Internal Revenue Code).



Designing Compensation Opportunities and Objectives

Consistent with our pay-for-performance philosophy, the Compensation Committee (i) follows specific fundamental compensation principles in determining compensation for our NEOs, (ii) determines the appropriate strategy to include these principles in our NEOs' compensation program and (iii) seeks to achieve the desired outcomes described below.

Principle	Strategy
Support a performance-based culture	Reward executive performance based on the achievement of appropriate short-term and long-term financial, operating and strategic goals.
Adopt a total rewards holistic view	Promote the various components of an employment experience including compensation, benefits, perquisites and career development.
Include substantial portion of "at-risk" compensation	Align a substantial portion of NEOs' compensation to the Company's financial, strategic, operational and stock price performance.
Ensure appropriate compensation component mix	Balance base salary, annual performance cash incentive, and long-term incentive compensation components of an executive's overall compensation package to be competitive in the market. Annually review, assess, and implement change needed to ensure that the executive compensation program further aligns with the Company's short-term and long-term strategy (including with respect to appropriate compensation mix and performance measures).
Align to Company strategy	Establish programs and policies that are transparent and meet governance and fiduciary commitments to our stockholders. Design programs that seek to deliver stockholder return. Deliver a substantial portion of compensation in stock. Maintain executive stock ownership requirements. Compensation Committee has discretion to reduce any annual performance cash incentive or performance share award for any reason, including the basis upon which performance goals are achieved.
Align with stockholders' interests	Payouts under incentive compensation programs are capped at 150%-200% of target. Mandatory reduction of target performance incentive for failure to complete annual ethics training.
Mitigate excessive risk taking	"Clawback" of compensation in the case of substantial Company financial restatements as a direct result of intentional misconduct or fraud. Clawback provisions have also been incorporated in equity grant agreements that could be triggered in the event the employee breaches certain restrictive covenants. Annual risk assessment of compensation programs with management.

Desired Outcomes

Attract and retain talented senior executives whose judgment is vital to the continued success of the Company

Deliver superior stockholder return

Engage and incent executives to achieve short-term and long-term goals

Ensure business is conducted in an ethical manner and that incentive compensation is designed in a way to discourage executives from engaging in excessive or inappropriate risk-taking

The Role of the Compensation Committee

The responsibilities of the Compensation Committee are set forth in the Compensation Committee's charter, which is available on our website at [www.ca.com/invest](http://www.ca.com/invest). The Compensation Committee:

- develops an executive compensation philosophy and objectives, establishes principles to guide the design and select the components of executive compensation and reviews the philosophy and strategy on an annual basis;



- approves the amount and the form of compensation, as well as the other terms of employment, of the Company's executive officers (as defined in the applicable SEC regulations), including the CEO and the other NEOs;
- reviews NEO stock ownership compliance;
- reviews and certifies, to the extent applicable, compensation that is intended to be tax-qualified under Section 162(m) of the U.S. Internal Revenue Code, is compliant with these tax rules;
- recommends to the Board approval of all executive compensation plans and programs; and
- considers the results of the advisory vote on compensation of our NEOs ("say on pay") and shareholder proposals concerning executive compensation plans and programs.

The Compensation Committee consists entirely of directors who are "independent" as described in applicable NASDAQ rules and the Company's Corporate Governance Principles.

The Compensation Committee, together with independent members of the Board, oversees the performance and reviews the compensation of the CEO as well as executive management development and succession planning.

The Compensation Committee meets regularly in executive session, without management present, and reports to the full Board at each regular Board meeting.

#### Designing Salary and Incentive Compensation Opportunities

The Compensation Committee reviews the compensation opportunities (salary and incentive compensation) for executive officers when they are hired and promoted, and on an annual basis. In designing the compensation opportunities for our NEOs relating to fiscal year 2016, the Compensation Committee used its judgment in considering various factors, including:

- our NEO's responsibilities, experience, strategic importance, performance and potential;
- competitive market or survey data and related competitive pay mix between base salary, annual incentives and long-term and/or equity incentives;
- advice from the Compensation Committee's independent compensation consultant;
- recommendations from the CEO and the Chief Human Resources Officer regarding each other NEO;
- feedback from the independent members of the Board regarding the CEO;
- the Company's performance; and
- the Company's compensation philosophy.

The Compensation Committee may consider other factors as it deems appropriate, such as internal pay fairness and retention risk. The Compensation Committee may also consider our past compensation history (including the compensation of an executive's predecessor) and the executive's compensation with the previous employer, including amounts forfeited in connection with a termination of their employment. Further, the Compensation Committee considers the results of recent "say-on-pay" votes.

Ultimately, it is the Compensation Committee's evaluation of these factors that forms the basis for determining our NEOs' salary and incentive compensation. The Compensation Committee does not set specific targets or benchmarks for overall compensation or for allocations between fixed and performance-based compensation, cash and non-cash compensation or short-term and long-term



compensation, although for all NEOs the largest portion of pay is always performance-based and focused on long-term performance as shown in the Compensation Dashboard above. The Compensation Committee considers the factors listed above in approving compensation changes, without prescribing particular weightings to any of the factors.

The Compensation Committee determined fiscal year 2016 base salary, as well as target annual and long-term performance incentive opportunities for our NEOs in early fiscal year 2016 as part of the annual executive compensation review process (other than for Mr. Sayed whose compensation was determined in connection with his hire in August 2015). The only changes made to compensation for NEOs in fiscal year 2016 were for Messrs. Gregoire and Beckert, as noted below.

**Mr. Gregoire.** The Compensation Committee approved an increase of approximately 19.4% to Mr. Gregoire's target total direct compensation for fiscal year 2016, which was reflected entirely in his fiscal year 2016-2018 long-term incentive opportunity. There were not any changes to his base salary or target annual performance cash incentive opportunity. The increase to Mr. Gregoire's fiscal year 2016-2018 long-term incentive opportunity will be delivered entirely through equity awards, vesting upon the achievement of certain performance measures as well as over time, as described above. In determining Mr. Gregoire's compensation opportunities, including his most recent increase, the Compensation Committee considered the factors listed above, including competitive market data and his overall performance since joining the Company as CEO.

**Mr. Beckert.** Mr. Beckert received an increase of approximately 7.7% in both salary and target annual performance cash incentive opportunity for fiscal year 2016. Mr. Beckert's target fiscal year 2016-2018 long-term incentive opportunity increased by 8.3% from his target fiscal year 2015-2017 long-term incentive opportunity. The Compensation Committee considered the factors listed above, including his performance since being promoted to CFO, in making its determinations.

**Mr. Elster.** Mr. Elster's fiscal year 2016 salary and target annual performance cash incentive and long-term opportunity were the same as those approved in fiscal year 2015. In approving Mr. Elster's compensation opportunities, the Compensation Committee considered the factors listed above.

**Mr. Sayed.** Mr. Sayed's fiscal year 2016 salary and target annual performance cash incentive opportunity and his target 2016-2018 long-term incentive opportunity were determined in connection with the negotiation of his August 2015 employment arrangement. In determining Mr. Sayed's compensation opportunities at the time the Company entered into the employment arrangement with Mr. Sayed, the Compensation Committee considered the factors listed above including, in particular, his experience, the strategic importance of his role and his prior compensation (including amounts forfeited when he left his previous employer).

**Ms. Flaherty.** Ms. Flaherty's fiscal year 2016 salary and target annual performance cash incentive opportunity and her long-term incentive opportunity were the same as those approved for fiscal year 2015. In approving Ms. Flaherty's compensation opportunities, the Compensation Committee considered the factors listed above.

The target fiscal year 2014-2016 long-term incentive opportunity for Messrs. Gregoire, Beckert and Elster and Ms. Flaherty was determined early in fiscal year 2014 (or, in Ms. Flaherty's case, at the commencement of her employment in August 2013), based on the factors listed above.

Although the Compensation Committee sets the targets for the incentive compensation programs, each NEO's actual or realized compensation varies above or below this level based on the degree to which specific performance goals are attained under the incentive compensation plans and changes in stock value over time, consistent with the pay-for-performance nature of the incentive programs. The realized pay for our NEOs for fiscal year 2016 is shown in the chart above under "Fiscal Year 2016 Reported vs. Unrealized/Realized Compensation."

#### The Role of the Compensation Consultant

During fiscal year 2016, the Compensation Committee continued its engagement with Willis Towers Watson as its independent executive compensation consultant. Willis Towers Watson provided the Compensation Committee with the following services:

- advised with respect to the design, form, components and amounts of compensation for executive officers;
- advised and provided analysis on the appropriate composition and mix of the Company's compensation benchmarking group;
- reviewed the Company's current compensation programs and opined on whether those programs were competitive and well-balanced;
- reviewed and advised with respect to market trends, governance issues and developments and their potential effect on executive compensation programs; and
- consulted with the Compensation Committee on appropriate performance metrics for the annual performance cash incentive and long-term incentive awards.

The scope of the services provided by Willis Towers Watson is described in an engagement agreement. Consistent with SEC rules and NASDAQ listing standards, the Compensation Committee reviewed the independence of Willis Towers Watson prior to the engagement and concluded that Willis Towers Watson was independent under the applicable rules. The Compensation Committee will evaluate the independence standards of its consultants on an annual basis. The Compensation Committee engaged Willis Towers Watson based on its experience, expertise and familiarity with the Company and the technology industry. A representative of Willis Towers Watson usually attends sessions of the Compensation Committee that deal with executive compensation matters. In addition, management also works with Willis Towers Watson at the direction of the Compensation Committee to prepare materials with respect to market data and best practices for the Compensation Committee's consideration when making compensation decisions.

#### The Role of Executive Management

The Compensation Committee considers the views and insights of the CEO and the Chief Human Resources Officer in making compensation decisions for the other NEOs and other executives. The Compensation Committee believes that the input of these officers with respect to the business environment, the Company's competitive status in various business areas, and the attributes and performance of individual executives is an essential component of the Compensation Committee's process. No NEO provides any recommendation regarding the determination of his or her own compensation. Any recommendation by our CEO or Chief Human Resources Officer is based on available competitive market or survey data and their assessment of an executive's individual contribution and performance, scope of responsibility, experience, potential, retention risk and strategic importance to the Company.

The CFO also has a role in the Compensation Committee's process by providing insight into the Company's key financial drivers and goals in the short- and long-term and by certifying the level of attainment of the pre-established financial performance goals for the annual and long-term incentive components of the executive compensation programs. The Compensation Committee considered the results as certified by the CFO in approving the level of attainment of the performance goals for the performance periods ending March 31, 2016 and the payouts based on that level of attainment.

#### Use of Compensation Benchmarking Data

The Compensation Committee, with the assistance of Willis Towers Watson, annually reviews a variety of data to assist in the design and determination of the amount, components and mix of compensation payable to the Company's executive officers, including our NEOs. The Compensation Committee reviews data prepared by Willis Towers Watson, including competitive market data for the most comparable positions at a sample of other companies that the Company considers as its "peer group." Using a methodology recommended by Willis Towers Watson and with its assistance, the Compensation Committee selected a benchmarking group that included the following attributes:

- companies in the industry in which the Company's business competes (i.e., Systems and Software);
- companies in other similar technology industries (e.g., applications software, IT services, computer storage and peripherals, etc.) in which the Company competes for executive talent and for which information about their compensation programs is available;

- a sample of companies of these types that has median revenues that approximate the Company's revenue, since revenue size is considered by compensation consultants to typically have a high correlation with the scale and complexity of a business, and often similarly correlates to compensation levels; and

- a company sample size that is sufficiently robust to offer a reasonable measure of statistical integrity and provide continuity with peer groups used in prior years.

The Compensation Committee annually evaluates the compensation benchmarking group to confirm that it remains appropriate. The compensation benchmarking group for fiscal year 2016 selected by the Compensation Committee was substantially the same as the group for fiscal year 2015, except that Compuware Corporation was removed (since it was no longer a public company) and Red Hat, Inc., a systems software company, was added to the group. The benchmarking group for fiscal year 2016 is as follows:

#### Fiscal Year 2016 Compensation Benchmarking Group

Adobe Systems Incorporated	EMC Corporation	salesforce.com, inc.
Autodesk, Inc.	Intuit Inc.	Seagate Technology plc
Automatic Data Processing, Inc.	Juniper Networks, Inc.	Symantec Corporation
Cadence Design Systems, Inc.	Microsoft Corporation	Unisys Corporation
Citrix Systems, Inc.	Oracle Corporation	VMware, Inc.
Computer Sciences Corporation	Red Hat, Inc.	

In general, the Compensation Committee does not, on a formulaic basis, set target direct compensation opportunity at a particular market percentile based on the peer group data. Instead, the Compensation Committee used peer group information as a reference point and guide to make what is ultimately a decision based on informed judgment that balances the factors described above. This approach provides the Compensation Committee the flexibility needed to make compensation decisions based upon all of the facts and circumstances described above. The Compensation Committee will also consider survey data for a particular role that covers issuers beyond the peer group, as it deems appropriate.

## Determining Payouts for Fiscal Year 2016

## Determining Annual Performance Cash Incentive Award Payouts

After the end of fiscal year 2016, the Compensation Committee reviewed the Company's actual performance against the financial goals. The Compensation Committee discussed these results with the CEO and CFO, including the level of difficulty in achieving the targeted performance goals for fiscal year 2016. At the time the fiscal year 2016 performance objectives were formulated, there was a substantial degree of difficulty with respect to achieving the new sales growth goal and the threshold payout level would require performance at or above the level of our results for fiscal year 2015.

The Company's fiscal year 2016 financial and operational results were substantially in line with or exceeded the high expectations the Compensation Committee set for our NEOs at the outset of the fiscal year for new sales growth and operating margin performance. The new sales growth measure achieved 100% of target performance and operating margin exceeded target performance, while fiscal year 2016 revenue growth fell short of performance relative to our internal targets for this measure.

If the annual performance cash incentive awards were paid out at the actual core plan formulaic attainment level, the payout would have been at 100.15% of target. Given our overall Company performance, including our revenue performance relative to our internal targets, however, management recommended, and the Compensation Committee agreed, that for this fiscal year, it would be appropriate to pay out the fiscal year 2016 annual performance cash incentive at 87.65% of target. See "Other Important Compensation Matters — Tax Deductibility of Performance-Based Compensation" below for additional details.

Fiscal Year 2016 Annual Performance Cash Incentive Performance Metrics (Core Plan)*	Relationship of Performance to Payout							Target Award Earned
	Threshold		Target		Maximum		Actual	Payout Percentage Credited
Corporate	Perf. Goal	Payout %	Perf. Goal	Payout %	Perf. Goal	Payout %	Performance	
Revenue Growth	-4.0%	25%	-1.4%	100%	0.2%	150%	-3.0%	75.3%
Operating Margin	35.6%	25%	37.0%	100%	38.5%	150%	40.3%	100%
Total Payout Factor Approved**								87.65%

\*A reconciliation of non-GAAP financial measures in the above table to comparable GAAP financial measures is included in "Supplemental Financial Information," below.

\*\*Notwithstanding the overall core plan attainment at 100.15% of target, payout to the NEOs was 87.65% of target, as described above.

## Changes to Annual Performance Cash Incentive Design for Fiscal Year 2017

As discussed, the Compensation Committee reviews the Company's executive compensation plan design each year to ensure alignment with our compensation philosophy, market practice and financial, strategic and operational goals. For fiscal year 2017, the Compensation Committee added an individual performance measure component to the annual performance cash incentive for all executive officers, other than the Chief Executive Officer. For each executive officer, 20% of their annual cash incentive target will be based on the assessment of certain factors identified by the Chief Executive Officer at the beginning of the year, including quantitative and qualitative factors focused particularly around talent and strategy development objectives for fiscal year 2017. The remaining 80% of their annual cash incentive target will continue to be based entirely on financial performance metrics.



### Determining Payout of Fiscal Year 2014-2016 Performance Share Awards

At the end of fiscal year 2016, the Compensation Committee reviewed the Company's actual performance against the performance measures established at the beginning of fiscal year 2014 for the fiscal year 2014-2016 three-year performance share awards based on the Company's expectations at that time. The Compensation Committee determined that the three-year performance share awards would be paid out at actual core plan formulaic attainment of the performance goals, as shown in the table below, and that it would not exercise its discretion to reduce the awards below that level. See "Other Important Compensation Matters — Tax Deductibility of Performance-Based Compensation" below for additional details.

Fiscal Year 2014-2016 Three-Year Performance Shares Performance Metrics*	Relationship of Performance to Payout							Target Award Earned Payout Percentage Credited
	Threshold Perf. Goal	Payout %	Target Perf. Goal	Payout %	Maximum Perf. Goal	Payout %	Actual Performance	
3-Year Revenue Growth	-2.5%	25%	1.7%	100%	3.8%	200%	-2.0%	41.5%
3-Year Operating Margin Growth	-1.6%	25%	0.3%	100%	2.5%	200%	4.6%	200%
3-Year Adjusted CFO Growth	-0.5%	25%	3.5%	100%	7.5%	200%	-3.2%	0%
Total Payout Factor Approved								80.75%

\*A reconciliation of non-GAAP financial measures in the above table to comparable GAAP financial measures is included in "Supplemental Financial Information," below.

#### Other Important Compensation Matters

##### Compensation Committee Discretion to Reduce Performance-Based Award Payouts

The Compensation Committee retains discretion to reduce the amount of any incentive compensation payout (including annual performance cash incentive and performance share awards) for any reason, including the results of the Compensation Committee's review of the basis on which the performance goals were achieved. This review includes an examination of, among other things, the quality and long-term strategic alignment of the performance underlying the attainment of the performance goals, as well as the long-term risks associated with the manner in which the performance goals were attained. In addition, given the investments made by the Company in acquisitions, the Compensation Committee also evaluates and considers the performance of any acquisition during the fiscal year relative to the targets provided at the time such acquisition was approved.

Executive compensation payouts are also tied to the ethical standards of the Company. A failure to complete annual ethics training results in a mandatory 10% reduction of an executive's target performance incentive. Moreover, in determining whether to exercise additional discretion to reduce payouts on the basis of issues relating to ethical standards, the Compensation Committee considers each executive's contribution to the establishment and maintenance of high ethical and compliance standards throughout his or her organization and, in general, throughout the Company. Management also notifies the Compensation Committee of any incidents or reports of unethical behavior or other misconduct.

As noted above, the Compensation Committee approved a payout for the fiscal year 2016 annual performance cash incentive at 87.65% of target, which was below the core plan formulaic attainment level, due to the Company's overall performance, including our revenue performance relative to our internal targets, which fell short of target performance. The 2014-2016 performance shares paid out at the core plan formulaic attainment level.

#### Policy on Adjustments or Recovery of Compensation

The Compensation Committee maintains a compensation recovery (“clawback”) policy that is applicable in the event of a substantial restatement of our financial statements that is a direct result of the intentional misconduct or fraud of an executive officer or other senior executive. Under this policy, the Compensation Committee can, in its discretion, direct that we recover all or a portion of any award (which includes any cash or equity-based award or incentive compensation award) made to any executive officer or other senior executive who engaged in that intentional misconduct and/or fraud for any fiscal year that is negatively affected by the restatement. The amount the Compensation Committee can seek to recover is the amount by which the affected award exceeds the amounts that would have been payable to that executive had the financial statements been initially filed as restated, or any greater or lesser amount (but not greater than the entire affected awards in the given period). The Compensation Committee will determine how we may recover this compensation, including by seeking repayment, reduction of any potential future payments and/or an adjustment of what otherwise might have been a future increase in compensation or a compensatory grant.

In addition, the Company has included clawback provisions in certain agreements evidencing grants of restricted stock awards, restricted stock units and stock option awards entered into in fiscal year 2016, including for those awards made to our NEOs under the fiscal year 2016 LTIP. These provisions generally permit the Company to recover shares or gains from restricted stock, restricted stock units and stock options granted to an employee who violates the Company’s non-competition and non-solicitation provisions. The Compensation Committee believes that these provisions are important to the Company and its stockholders because they provide a means by which to recover compensation that was paid to an employee who subsequently breached restrictive covenant provisions intended to protect the Company and its assets.

#### Tax Deductibility of Performance-Based Compensation

As previously mentioned, the Company is asking shareholders to re-approve its 2011 Incentive Plan in order to continue to satisfy the requirements of Section 162(m) of the U.S. Internal Revenue Code (“Section 162(m)”) and provide the Company with the discretion to make awards that may qualify for tax deductibility under Section 162(m). Section 162(m) of the U.S. Internal Revenue Code limits the annual deductibility of compensation in excess of \$1 million paid to the CEO and to the other three highest-paid executive officers (other than the CFO) unless this compensation qualifies as “performance-based.” For purposes of Section 162(m), compensation derived from the exercise of stock options generally qualifies as performance-based. In addition, we generally structure and intend that incentive compensation paid in cash or in the form of restricted stock, restricted stock units or performance shares to our NEOs should qualify as performance-based. In order for the fiscal year 2016 restricted stock awards granted to our NEOs to begin vesting, the Company must achieve positive net income for the initial fiscal year. We believe this performance measure allows these time-based awards to qualify as “performance-based” compensation under Section 162(m). We believe that, for fiscal year 2016, incentive compensation paid to our NEOs in cash and equity under the LTIP qualified as performance-based. However, the Compensation Committee retains discretion to approve annual, long-term or other compensation arrangements in a manner that does not permit the compensation to qualify for tax deductibility under Section 162(m). In addition, it is possible that performance-based compensation that is intended to be exempt from the deduction limit under Section 162(m) may not meet the requirements to qualify for such exemption.

Since fiscal year 2011, the Company’s annual performance cash incentive and three-year performance share awards under the long-term incentive plans have been designed to give additional flexibility in the payout of awards while also satisfying the requirements of Section 162(m) of the Internal Revenue Code regarding the deductibility of performance-based compensation. We followed the same approach for fiscal year 2016 compensation. Under this design, when the performance period begins, the Compensation Committee:

- establishes the performance metrics and objective performance goals relating to each award;
- establishes a “162(m) plan” funding level that reflects the maximum amounts of cash or stock that may be payable upon achievement of those performance goals;
- retains discretion to pay out the awards at a level below the 162(m) plan funding level; and





establishes a “core plan” funding level that reflects the expected payout of the awards upon achievement of those performance goals, which payout is lower than the 162(m) plan funding level.

After the performance period ends and we receive certification of the extent to which the performance goals were achieved, the awards are determined under the 162(m) plan funding level based on the certified extent of achievement. The Compensation Committee then considers other factors relating to the manner in which the performance goals were attained, including the effect of events that were unforeseeable when the performance goals were established. The Compensation Committee may exercise its discretion to pay out the awards at a lower level than the 162(m) plan. After the Compensation Committee’s evaluation of these matters after fiscal year 2016 ended, the Committee exercised its discretion to pay the fiscal year 2016 annual performance cash incentive at 87.65% of target, which was below the core plan funding level and to pay the fiscal year 2014-2016 performance shares at the core plan funding level, as described above.

#### Executive Stock Ownership Requirements

The objective of our Executive Stock Ownership Requirements is to align senior executives’ interests with those of stockholders and encourage growth in stockholder value. Our Executive Stock Ownership Requirements apply to a group of executives that includes our NEOs.

Under our Executive Stock Ownership Requirements, the amount of Common Stock each executive is required to own, which is stated as a multiple of the executive’s base salary, reflects each executive’s role and level of responsibility at the Company. Shares owned outright by the executive (including those held through our 401(k) plan) count towards meeting this objective. Unvested equity and unexercised stock options do not count towards fulfillment of this requirement. The CEO (or the Committee, in the case of a CEO request) may provide a modification or exception to the requirements.

The multiples that apply to our NEOs are as follows: (i) CEO (five times), (ii) CFO (three times) and (iii) other NEOs (two times). A NEO who is in compliance with the applicable stock ownership requirement may dispose of shares of Common Stock only so long as his or her remaining ownership of Common Stock equals or exceeds the applicable stock ownership requirement. If a NEO is not in compliance with the applicable stock ownership requirement, he or she must maintain a minimum retention ratio of 75% of the after tax value of any Common Stock that he or she receives upon vesting of any Company incentive award. Additionally, the Compensation Committee may, among other things, elect to reduce future equity awards or require cash incentives to be paid in shares of Common Stock for executives who do not meet the minimum stock ownership requirement.

#### Anti-Hedging and Pledging Policies

As part of our policy against insider trading, our officers and other employees are prohibited from purchasing or selling (1) short-term or speculative securities that are based on Company securities and (2) financial instruments designed to hedge or offset any change in the market value of Company securities. Prohibited instruments include prepaid variable forward contracts, puts or calls and other exchange-traded options, swaps, collars, exchange funds and other derivative securities. “Short-sales” of Company securities are also prohibited. Pledging of any Company stock by the NEOs is not permitted without the approval of the CEO and the Compensation Committee. These provisions also apply to our non-employee directors.

#### Equity Grant Timing Policy

The Compensation Committee and executive management monitor the Company’s stock option and equity grant policies to ensure that those policies comply with applicable regulations and are consistent with good corporate practice. Grants to executive officers are customarily approved by the Compensation Committee at a regularly scheduled meeting. The Compensation Committee may approve grants to executive officers at a special meeting or by unanimous written consent under special circumstances, such as those involving new hires, promotions or retention issues. Beginning with fiscal year 2017, the Compensation Committee will generally approve stock option or other equity awards granted to executive officers as part of the long-term incentive plan on the later of May 15<sup>th</sup> of the applicable fiscal year or the second trading day after the trading blackout period ends following the public

announcement of the Company's financial results for the fiscal year just ended.

The Compensation Committee has delegated authority to the CEO to make limited equity grants to non-executive officers at any time of the year, including for new hires, promotions or retention grants. Equity awards that are approved by the CEO are granted on pre-established grant dates each month. The grants approved by the CEO are reviewed with the Compensation Committee on a quarterly basis.

#### Effect of Termination of Employment on Performance-Based Compensation

If an executive's employment terminates before the end of the applicable performance period, the executive generally ceases to be eligible for any portion of the executive's performance-based award, except as described below. Certain executive arrangements, including our Executive Severance Policy, may provide for the executive whose employment terminates by the Company without "cause" or by the executive for "good reason" prior to payout to be paid a prorated portion of his or her annual performance cash incentive bonus and three-year performance shares after the end of the performance period, based on the actual attainment of applicable performance goals. In addition, consistent with the terms of our long-term incentive awards, unless otherwise provided in an executive's employment contract, an executive forfeits any unvested stock options and restricted stock awards upon termination of employment. Upon a "retirement," as defined in our equity incentive plan, vested stock options can be exercised for up to one year following a termination of employment. If employment is terminated due to disability, an executive may be eligible for a prorated portion of the three-year performance shares after the three-year performance period based on the Company's actual performance. In the event of the executive's death, the executive's estate would receive the prorated target amount of the executive's annual cash incentive and a prorated portion of the three-year performance share target awards (in each case, based on the portion of the period completed through the date of death). All termination terms are also subject to the Compensation Committee's discretion. For further information please see "Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our NEOs," below.

#### Employment and Separation Arrangements

Detailed descriptions of any employment or separation arrangements with our NEOs are provided below under "Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our NEOs — Employment and Separation Arrangements."

The Company entered into an employment arrangement with Ayman Sayed on June 30, 2015 and hired Mr. Sayed, effective as of August 10, 2015, as the new Executive Vice President and Chief Product Officer. The Compensation Committee determined that it would be advisable to enter into an employment arrangement in order to recruit Mr. Sayed and to help assure that he remains focused on maximizing Company performance and stockholder value, as described below.

The Compensation Committee intends to enter into employment agreements or arrangements with executive officers only where it deems it necessary to recruit or retain the executive or where customary or required under local rules. We currently do not have any employment agreements with our NEOs that provide for a fixed term of employment. The employment of each of our NEOs remains at-will and can be terminated at any time in accordance with the terms of the applicable employment arrangement.

In fiscal year 2015, the Compensation Committee adopted a standardized executive severance policy for the CEO and for the senior executives who report to the CEO. The policy provides for severance in the event of a termination without cause or a resignation for good reason. Additional details about this policy are provided below.

#### Deferred Compensation Arrangements

The Company maintains a non-qualified Executive Deferred Compensation Plan, under which our executive officers, including our NEOs, may defer a portion of their annual performance cash incentive award. The Company also provides unfunded, supplemental plans to our 401(k) plan, which enable all employees, including the NEOs, to continue to make or receive employee and employer contributions in excess of the limitations imposed under the Internal Revenue Code. The Company does not provide any defined benefit pension or supplemental pension plan for NEOs.



### Change in Control Severance Policy

As described below under “Compensation and Other Information Concerning Executive Officers — Other Compensation Arrangements Provided to Our NEOs — Change in Control Severance Policy,” the Change in Control Severance Policy is intended to maintain continuity of executive management in the event of a change in control of the Company. The Compensation Committee has broad latitude to amend this policy and to add or remove executives as participants under the policy, as it deems appropriate. The policy generally provides for certain payments and benefits upon a “double trigger” event (i.e., termination without “cause” or for “good reason” following a change in control).

In fiscal year 2011, the Compensation Committee determined that it would not enter into any new or materially amended agreements with executive officers providing for excise tax gross-up provisions with respect to payments contingent upon a change in control. One executive officer retained a legacy excise tax gross-up provision. During fiscal year 2016, this executive officer agreed to remove this long-standing obligation such that there are no longer any CA executive officers entitled to reimbursement of excise taxes on a change in control-related payment. In connection with that agreement, the Change in Control Severance Policy was formally amended to remove all excise tax gross-up related provisions.

### Performance Measure Definitions

#### Fiscal Year 2016 Annual Performance Cash Incentive Awards

Revenue Growth	Growth in total revenue, as reported in the Company’s Annual Report on Form 10-K for fiscal year 2016 (the “Form 10-K”), excluding the impact of foreign currency exchange. Maximum payout opportunity: 150% of target.	The revenue growth, new sales growth and operating margin metrics exclude any: (1) results from discontinued operations as reported in the Form 10-K (adjusting the payout schedule to remove the effect of the discontinued operations from both target and actual financial results); (2) internally reported results from any acquisition during fiscal year 2016 that has a purchase price of \$50 million or greater and that was not contemplated at the time the target performance goals were established; and (3) cumulative effect of changes in accounting rules and methods and tax laws, retained and uninsured losses from natural disaster or catastrophe and business losses resulting from extraordinary political, economic or legal changes.
New Sales Growth	Growth in total new product and mainframe capacity sales, as reported in the Form 10-K, excluding the impact of foreign currency exchange. Maximum payout opportunity: 200% of target.	
Operating Margin	Operating income divided by total revenue for fiscal year 2016. Maximum payout opportunity: 150% of target; 100% of target if specified threshold level of revenue growth and new sales growth are not achieved.	

Operating income is defined as income from continuing operations before interest and income taxes, as reported in the Form 10-K, plus non-GAAP operating adjustments, including, purchased software amortization, intangibles amortization, share-based compensation, software capitalization and amortization expense for internally developed software products (internally developed software product expense), expenses associated with the Board-approved rebalancing plan (Fiscal 2014 Plan), and hedging gains/losses, net, as reported in the “Reconciliation of GAAP Results to Non-GAAP Net Income” table of the Company’s fiscal year 2016 fourth

quarter financial results press release.

Fiscal Year 2014-2016 Three-Year Performance Shares Awards

Three-Year Revenue Growth Three-year average growth in total revenue as disclosed in the Form 10-K over the three-year performance period ending March 31, 2016, excluding the impact of foreign currency exchange.

Adjusted Three-Year Cash Flow from Operations Three-year average growth in net cash provided by continuing operating activities as disclosed in the Form 10-K over the three-year performance period ending March 31, 2016, plus restructuring and other payments for those fiscal years, less software capitalization payments for internally developed software products, reported in the Company's Supplemental Financials provided at [www.ca.com/invest](http://www.ca.com/invest).

Three-year average growth in operating margin calculated as operating income divided by total revenue as reported in the Form 10-K over the three-year performance period ending March 31, 2016.

Three-Year Operating Margin Growth Operating income is defined as income from continuing operations before interest and income taxes as reported in the Form 10-K, plus non-GAAP operating adjustments, including, but not limited to, purchased software amortization, intangibles amortization, share-based compensation, software capitalization and amortization expense for internally developed software products, expenses associated with the Fiscal 2014 Plan and hedging (gains)/losses, net, as reported in the "Reconciliation of GAAP Results to non-GAAP Net Income" table of the Company's fiscal year fourth quarter financial results press release.

The three-year revenue growth, three-year operating margin growth and three-year adjusted CFO growth metrics exclude any: (1) results from discontinued operations as reported in the Company's Form 10-K for any of the fiscal years in the performance period (adjusting the payout schedule to remove the effect of the discontinued operations from both actual and projected financial results); (2) internally reported results from any acquisition during fiscal years 2014, 2015 and 2016 that has a purchase price of \$50 million or greater and that was not contemplated at the time the target performance goals were established and (3) cumulative effect of changes in accounting rules and methods and tax laws, retained and uninsured losses from natural disaster or catastrophe and business losses resulting from extraordinary political, economic or legal changes.

## COMPENSATION AND OTHER INFORMATION CONCERNING EXECUTIVE OFFICERS

## Fiscal Year 2016 Summary Compensation Table

The following table includes information concerning compensation paid to or earned by our NEOs for the fiscal year ended March 31, 2016.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards(1) (\$)	Option Awards(2) (\$)	Non-Equity Incentive Plan Compensation(3) (\$)	All Other Compensation(4) (\$)	Total (\$)
Michael P. Gregoire Chief Executive Officer	2016	1,000,000	—	6,159,111	1,650,660	1,314,750	276,102	10,400,623
	2015	1,000,000	—	4,797,581	1,249,621	1,131,750	264,121	8,443,073
	2014	1,000,000	—	3,228,921	1,865,899	1,108,500	1,140,902	8,344,222
Richard J. Beckert(5) EVP & Chief Financial Officer	2016	687,500	—	1,941,040	520,206	613,550	101,285	3,863,581
	2015	637,500	—	1,771,398	461,395	490,425	100,297	3,461,015
	2014	587,500	—	1,408,981	814,209	443,400	99,226	3,353,316
Adam Elster EVP & Group Executive, Worldwide Sales & Services	2016	700,000	—	1,941,040	520,206	613,550	56,126	3,830,922
	2015	700,000	—	1,919,021	499,846	528,150	51,676	3,698,693
	2014	659,896	—	1,245,136	723,804	487,436	46,981	3,163,253
Ayman Sayed(6) EVP & Chief Product Officer	2016	387,500	1,750,000	4,556,518	258,662	337,668	2,500	7,292,848
Lauren P. Flaherty(7) EVP & Chief Marketing Officer	2016	625,000	250,000	1,642,387	440,175	547,813	43,964	3,549,339
	2015	605,208	—	1,392,376	358,853	456,679	32,673	2,845,789
	2014	400,000	250,000	2,319,459	2,644,077	295,195	105,180	6,013,911

This column shows the aggregate grant date fair value in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, “Compensation — Stock Compensation,” for all restricted stock awards, restricted stock units and performance shares granted in fiscal years 2016, 2015 and 2014.

(1) These award fair values have been determined based on the assumptions set forth in the “Stock Plans” footnote in the Notes to the Consolidated Financial Statements in our fiscal year 2016, 2015 and 2014 Annual Reports on Form 10-K (“Form 10-K”). Additional information about the awards reflected in this column is set forth in the notes to the Fiscal Year 2016 Grants of Plan-Based Awards table and the Outstanding Equity Awards at 2016 Fiscal Year-End table, below.

(2) This column shows the aggregate grant date fair value in accordance with FASB ASC Topic 718 for all stock option awards granted in fiscal years 2016, 2015 and 2014. These award fair values have been determined based on the assumptions set forth in the “Stock Plans” footnote in the Notes to the Consolidated Financial Statements in our fiscal year 2016, 2015 and 2014 Form 10-Ks.

(3) The amounts in this column for fiscal year 2016 represent the annual performance cash incentives described under “Compensation Discussion and Analysis — Discussion and Analysis — Determining Payouts for Fiscal Year 2016 — Determining Annual Performance Cash Incentive Award Payouts,” above. These amounts were paid early in fiscal years 2017, 2016 and 2015 for performance in fiscal years 2016, 2015 and 2014, respectively. These amounts had been accrued for financial reporting purposes in fiscal years 2016, 2015 and 2014, respectively.





The “All Other Compensation” column includes for fiscal year 2016 the perquisites and other personal benefits detailed below, as well as contributions we made under our tax-qualified 401(k) plan and related nonqualified supplemental retirement plans, as required to be disclosed under the applicable SEC rules. We also purchase tickets to certain sports and entertainment events. The tickets are used for business development and partnership building. (4) If, however, the tickets are not used for business and may otherwise go unused, Company employees, including NEOs, may have access to the tickets. Because these tickets have already been purchased by the Company, we believe that there is no incremental cost associated with the use of the tickets. This column also includes a modest amount for the incremental cost of personal meals and/or entertainment for the family members of NEOs attending business-related events.

	Gregoire (\$)	Beckert (\$)	Elster (\$)	Sayed (\$)	Flaherty (\$)
Company automobile use(a)	40,000	—	—	—	—
Company aircraft use(b)	168,562	—	1,473	—	—
Relocation-alternative Company accommodations or transportation(c)	—	54,000	5,940	—	—
Financial planning(d)	18,317	17,159	18,176	—	18,177
Employer contributions to tax-qualified and nonqualified retirement plans(e)	25,126	25,126	25,787	—	25,787
Matching charitable contributions(f)	23,750	5,000	4,750	2,500	—

In order to help maintain the confidentiality of business matters and to increase productivity when traveling, Mr. (a) Gregoire was provided personal automobile transportation. The amount reported is the incremental cost to the Company for Mr. Gregoire’s commutation and other non-business use of that transportation.

The Company’s Aircraft Use Policy permits the NEOs to use the corporate aircraft for personal travel. Reasonable personal use of corporate aircraft is permitted to reduce these executives’ travel time and to allow them to devote more time to work duties and to help maintain the confidentiality of business matters. The amount reflected is the aggregate incremental cost of Mr. Gregoire’s personal travel including the incremental cost, if any, for family members or non-CA employees accompanying him on business and non-business trips. The amount for Mr. Elster reflects the incremental cost of a personal stop made by Mr. Elster during a business trip. The NEO’s personal use (b) of the corporate aircraft results in imputed taxable income to them. There are no tax gross-up payments provided in connection with any NEO’s personal use of the corporate aircraft. The incremental cost is based on the “direct operating cost” on an hourly basis, calculated based on a number of variables, including fuel, maintenance, crew-related expenses, catering, landing, ramp and parking fees. For purposes of calculating incremental cost, any applicable repositioning (“deadhead”) segments incurred during personal trips are also allocated to the NEOs. This incremental cost valuation of aircraft use is different from the standard industry fare level valuation used to impute income to the executives for tax purposes.

The table shows the amount we paid to Mr. Beckert pursuant to a corporate housing policy that provides certain (c) executives with a corporate housing allowance in lieu of relocation of the executive. The amounts shown for Mr. Elster are Company-paid parking fees.

The table shows the amounts we pay for the cost of financial planning services provided by a third party to certain (d) of our executives to assist them in managing complex investment, tax, legal and estate planning matters so that the executives remain focused on our business priorities rather than personal financial concerns.

(e) The amounts include our matching contributions under our tax-qualified 401(k) plan and related non-qualified supplemental retirement plans. The amounts also include our annual discretionary contribution under the tax-qualified 401(k) plan, which was made in fiscal year 2017, but relates to fiscal year 2016. We offer a tax-qualified 401(k) plan and related non-qualified supplemental retirement plans that provide a competitive

long-term retirement savings opportunity on a tax-efficient basis.

(f) Under our charitable gift matching program, we offer to match up to \$5,000 per fiscal year of charitable contributions for any full-time U.S. employee and \$25,000 per fiscal year for any director. The table shows the amounts of the Company's matching contributions made or accrued for in fiscal year 2016 with respect to charitable contributions made by the NEOs for fiscal year 2016.

(5) Mr. Beckert's annual base salary increased, effective July 2015, from \$650,000 to \$700,000. The amount in the Summary Compensation Table reflects the amount actually paid to Mr. Beckert for the fiscal year.

(6) Information for Mr. Sayed is shown only for the portion of fiscal year 2016 after he joined the Company in August 2015. He was not an NEO prior to fiscal year 2016. The amount shown in the "Bonus" column is the cash sign-on bonus paid to Mr. Sayed in fiscal year 2016. The cash sign-on bonus is subject to recoupment if Mr. Sayed's employment is terminated before the first anniversary of his start date by the Company with "cause" or by Mr. Sayed other than for "good reason," each as defined in his employment arrangement. The amount in the "Stock Awards" column includes the grant date fair value of his sign-on restricted stock unit award, as described in more detail in the Fiscal Year 2016 Grants of Plan-based Awards table below.

(7) The amount shown in the "Bonus" column is the last installment of Ms. Flaherty's cash sign-on bonus that was paid in fiscal year 2016 in accordance with her June 14, 2013 offer letter.

## Fiscal Year 2016 Grants of Plan-Based Awards

The following table provides additional information about stock and option awards, equity incentive plan awards and non-equity incentive plan awards granted to the NEOs during the fiscal year ended March 31, 2016. The compensation plans under which the grants in the following table were made are described in the “Compensation Discussion and Analysis” section above.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	(\$/Sh)	(\$)
M.P. Gregoire	5/29/2015(2)				40,640	162,561	325,122				4,509,117
	5/29/2015(3)							54,187			1,649,994
	5/29/2015(4)								352,216	30.45	1,650,660
	5/29/2015(8)	375,000	1,500,000	2,437,500							
R.J. Beckert	5/29/2015(2)				12,808	51,231	102,462				1,421,045
	5/29/2015(3)							17,077			519,995
	5/29/2015(4)								111,001	30.45	520,206
	5/29/2015(8)	175,000	700,000	1,137,500							
A. Elster	5/29/2015(2)				12,808	51,231	102,462				1,421,045
	5/29/2015(3)							17,077			519,995
	5/29/2015(4)								111,001	30.45	520,206
	5/29/2015(8)	175,000	700,000	1,137,500							
A. Sayed	8/10/2015(2)				6,536	26,144	52,288				699,718
	8/10/2015(5)							8,714			256,802
	8/10/2015(6)							129,856			3,599,998
	8/10/2015(7)								56,647	29.47	258,662
L.P. Flaherty	5/29/2015(8)	96,311	385,246	626,025							
	5/29/2015(2)				10,837	43,349	86,698				1,202,415
	5/29/2015(3)							14,449			439,972
	5/29/2015(4)								93,924	30.45	440,175
	5/29/2015(8)	156,250	625,000	1,015,625							

(1) The amounts shown represent shares of our Common Stock in respect of three-year performance share awards granted in fiscal year 2016. The threshold level is set at 25% and the maximum level is set at 200%.

The amounts in this row represent the fiscal year 2016-2018 three-year performance share award threshold, target and maximum payouts approved under the fiscal year 2016 long-term incentive plan by the Compensation Committee in early fiscal year 2016, as described above in “Compensation Discussion and Analysis,” and the (2) amounts reported in the last column represent the fair value as of the date the targets were set, computed in accordance with FASB ASC Topic 718 based on probable outcome, assuming target. See “Stock Plans,” in the Notes to the Consolidated Financial Statements in our 2016 Form 10-K for an explanation of the methodology and assumptions used in the FASB ASC Topic 718 valuations.



(3) The amounts in this row represent the number and grant date fair value of restricted stock awards granted on May 29, 2015, which vest 34%, 33% and 33% on May 29, 2016, 2017 and 2018, respectively.

(4) The amounts in this row represent the number, exercise price and grant date fair value of stock options awarded on May 29, 2015, which vest 34%, 33% and 33% on May 29, 2016, 2017 and 2018, respectively.

The amounts in this row represent the number and grant date fair value of restricted stock awards granted to Mr. (5) Sayed on August 10, 2015, which vest 34%, 33% and 33% on August 10, 2016, 2017 and 2018, respectively. These awards were part of his fiscal year 2016 LTIP award.

The amounts in this row represent the number and grant date fair value of restricted stock units awarded to Mr. (6) Sayed on August 10, 2015, which vest 45%, 33% and 22% on August 10, 2016, 2017 and 2018, respectively. This grant represents his sign-on equity grant, as described in more detail below.

The amounts in this row represent the number, exercise price and grant date fair value of stock options awarded to (7) Mr. Sayed on August 10, 2015, which vest 34%, 33% and 33% on August 10, 2016, 2017 and 2018, respectively. These awards were part of his fiscal year 2016 LTIP award.

The amounts in this row represent the threshold, target and maximum payouts under the annual performance cash (8) incentive for fiscal year 2016. Payout of the annual performance cash incentive was made early in fiscal year 2017 and is reflected in the "Non-Equity Incentive Plan Compensation" column of the Fiscal Year 2016 Summary Compensation Table above, and is discussed in "Compensation Discussion and Analysis," above.

Outstanding Equity Awards at 2016 Fiscal Year-End

The following table sets forth certain information with respect to outstanding equity awards at March 31, 2016 with respect to the NEOs.

Name	Grant Date/Service Inception Date	Option Awards			Option Expiration Date	Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Rights That Have Not Vested(5) (\$)
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Units of Stock That Have Not Vested(4) (\$)		
M.P. Gregoire	1/7/2013	394,389(1)	—	22.82	1/7/2023				
	2/21/2013	291,157(2)	—	24.41	1/7/2023				
	5/13/2013	255,410(1)	125,798(1)	26.98	5/13/2023				
	6/2/2014	72,409(1)	140,557(1)	28.69	6/2/2024				
	5/29/2015	—	352,216(1)	30.45	5/29/2025				
	6/2/2014					29,905	920,775		
	5/29/2015					54,187	1,668,418		
	6/2/2014							162,714(6)	5,009,964
5/29/2015							203,526(7)	6,266,566	
Total						84,092	2,589,193	336,240	11,276,530
R.J. Beckert	9/21/2006	4,864(1)	—	23.27	9/21/2016				
	6/14/2011	24,561(1)	—	21.78	6/14/2018				
	5/22/2012	84,864(1)	—	25.24	5/22/2019				
	2/21/2013	53,062(3)	—	24.41	5/22/2019				
	5/13/2013	111,452(1)	54,893(1)	26.98	5/13/2023				
	6/2/2014	26,736(1)	51,897(1)	28.69	6/2/2024				
	5/29/2015	—	111,001(1)	30.45	5/29/2025				
	6/2/2014					11,041	339,952		
	5/29/2015					17,077	525,801		
6/2/2014							60,078(6)	1,849,802	
5/29/2015							64,141(7)	1,974,901	
Total						28,118	865,753	124,219	3,824,703
A. Elster	5/22/2012	53,343(1)	—	25.24	5/22/2019				
	2/21/2013	33,353(3)	—	24.41	5/22/2019				
	5/13/2013	92,877(1)	45,744(1)	26.98	5/13/2023				
	1/21/2014	4,208(1)	2,072(1)	34.26	1/21/2024				
	6/2/2014	28,964(1)	56,222(1)	28.69	6/2/2024				



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	5/29/2015	—	111,001(1)	30.45	5/29/2025				
	6/2/2014					11,961	368,279		
	5/29/2015					17,077	525,801		
	6/2/2014							65,085(6)	2,003,967
	5/29/2015							64,141(7)	1,974,901
Total						29,038	894,080	129,226	3,978,868
A. Sayed	8/10/2015	—	56,647(1)	29.47	8/10/2025				
	8/10/2015					8,714	268,304		
	8/10/2015					129,856	3,998,266		
	8/10/2015							32,732(7)	1,007,818
Total						138,570	4,266,570	32,732	1,007,818

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Name	Grant Date/Service Inception Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date	Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Other Rights That Have Not Vested(5) (\$)
		Number of Underlying Securities Unexercised Exercisable (#)	Number of Underlying Securities Unexercised Unexercisable (#)			Number of Units of Stock That Have Not Vested (#)	Market Value of Stock That Not Vested(4) (\$)		
L.P. Flaherty	8/1/2013	49,848(1)	24,551(1)	30.12	8/1/2023				
	8/1/2013	246,952(1)	121,632(1)	30.12	8/1/2023				
	6/2/2014	20,052(1)	38,923(1)	28.69	6/2/2024				
	1/14/2015	869(1)	1,684(1)	31.06	1/14/2025				
	5/29/2015	—	93,924(1)	30.45	5/29/2025				
	8/1/2013					18,756	577,497		
	6/2/2014					8,281	254,972		
	1/14/2015					358	11,023		
	5/29/2015					14,449	444,885		
	6/2/2014							45,058(6)	1,387,336
	1/14/2015							1,951(6)	60,071
	5/29/2015							54,272(7)	1,671,035
Total						41,844	1,288,377	101,281	3,118,442

(1) Award vests 34% on the first anniversary of the grant date and 33% on each of the second and third anniversaries of the grant date.

(2) Award granted on February 21, 2013 vested 34%, 33%, and 33% on January 7, 2014, 2015, and 2016, respectively.

(3) Award granted on February 21, 2013 vested 34%, 33%, and 33% on May 22, 2013, 2014, and 2015, respectively.

(4) Represents the market value, based on the closing price of the Common Stock on March 31, 2016 (\$30.79), for shares held as of March 31, 2016.

(5) Represents the market value, based on the closing price of the Common Stock on March 31, 2016 (\$30.79), for shares projected to be issuable in settlement of performance shares for those performance cycles that have not concluded as of March 31, 2016.

(6) Represents the number of shares that may be issued under the fiscal year 2015-2017 three-year performance share component of the fiscal year 2015 long-term incentive plan if performance shares are earned at the projected earnings level as of the fiscal year end 2016 of 119.7%. No shares have been issued under this award to date and the number of shares earned, if any, will depend on performance and the Compensation Committee's discretion.

Any shares earned will immediately vest on issuance early in fiscal year 2018.

Represents the number of shares that may be issued under the fiscal year 2016-2018 three-year performance share component of the fiscal year 2016 long-term incentive plan if performance shares are earned at the projected (7) earnings level as of the fiscal year end 2016 of 125.2%. No shares have been issued under this award to date and the number of shares earned, if any, will depend on performance and the Compensation Committee's discretion. Any shares earned will immediately vest on issuance early in fiscal year 2019.

Fiscal Year 2016 Option Exercises and Stock Vested

The following table presents information about each stock option exercise and vesting of stock during the fiscal year ended March 31, 2016 for each of the NEOs on an aggregated basis.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting(2) (\$)
M.P. Gregoire	—	—	152,971(1)	4,568,724
R.J. Beckert	—	—	70,295(1)	2,169,897
A. Elster	1,738	14,895	63,837(1)	1,970,129
A. Sayed	—	—	44,411(1)	1,331,885
L.P. Flaherty	—	—	—	—

These amounts represent restricted stock units that vested in fiscal year 2016, in addition to the shares that relate to (1) performance cycles that concluded in fiscal year 2016. These shares vested early in fiscal year 2017, when the Compensation Committee certified the attainment of the performance goals for these performance cycles.

(2) “Value Realized on Vesting” for restricted stock was calculated using the stock price on the respective vesting dates. “Value Realized on Vesting” for the performance share awards was calculated using \$30.79 (the closing stock price on March 31, 2016), because the actual value was not determined until early in fiscal year 2017, when the Compensation Committee certified the attainment of the performance goals for these performance cycles.

## Fiscal Year 2016 Non-Qualified Deferred Compensation

The following table summarizes the NEOs' compensation under our Executive Deferred Compensation Plan, including our 401(k) Supplemental Plans and the executive deferred compensation arrangements. See "Other Compensation Arrangements Provided to Our Named Executive Officers — Deferred Compensation Arrangements" and "— 401(k) Supplemental Plans," below.

Name	Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year(1) (\$)	Aggregate Earnings / Aggregate Losses in		Aggregate Balance at Last Fiscal Year-End(3) (\$)
			Last Fiscal Year(2) (\$)	/ Withdrawals Distributions (\$)	
M.P. Gregoire					
Executive Deferred Compensation Plan	—	—	—	—	—
CA, Inc. Restoration Plan	—	7,900	14	—	7,264
CA, Inc. Excess Benefit Plan	—	11,263	20	—	10,366
R.J. Beckert					
Executive Deferred Compensation Plan	—	—	—	—	—
CA, Inc. Restoration Plan	—	7,900	101	—	47,238
CA, Inc. Excess Benefit Plan	—	11,263	145	—	68,005
A. Elster					
Executive Deferred Compensation Plan	—	—	—	—	—
CA, Inc. Restoration Plan	—	7,900	114	—	53,030
CA, Inc. Excess Benefit Plan	—	—	—	—	—
A. Sayed					
Executive Deferred Compensation Plan	—	—	—	—	—
CA, Inc. Restoration Plan	—	—	—	—	—
CA, Inc. Excess Benefit Plan	—	—	—	—	—
L.P. Flaherty					
Executive Deferred Compensation Plan	—	—	—	—	—
CA, Inc. Restoration Plan	—	7,900	14	—	7,264
CA, Inc. Excess Benefit Plan	—	—	—	—	—

As reflected and described above in footnote (4) to the Fiscal Year 2016 Summary Compensation Table, we made a discretionary contribution in fiscal year 2017 to our 401(k) Supplemental Plans in respect of fiscal year 2016 (1) performance and, therefore, that contribution is reflected in the table above. For additional information, please see "Other Compensation Arrangements Provided to Our Named Executive Officers — 401(k) Supplemental Plans," below.

Represents earnings during fiscal year 2016 under the Executive Deferred Compensation Plan and the 401(k) (2) Supplemental Plans. For additional information, please see "Other Compensation Arrangements Provided to Our Named Executive Officers — Deferred Compensation Arrangements" and "— 401(k) Supplemental Plans," below.

This column does not include amounts that are represented in footnote (1) concerning the Company's discretionary (3) contribution made in respect of fiscal year 2016 as the timing of the fiscal year 2016 discretionary contribution was made after the Company's fiscal year end and therefore was not included in the NEOs' aggregate balances as of March 31, 2016.



## Other Compensation Arrangements Provided to Our Named Executive Officers

### Deferred Compensation Arrangements

The Company offers senior executives, including the NEOs, an unfunded Executive Deferred Compensation Plan, under which they may defer up to 90% of their annual performance cash incentive payouts. Compensation that is deferred is credited to a participant's account, which is indexed to one or more investment options chosen by the participant. The amount credited is adjusted for, among other things, hypothetical investment earnings, expenses and gains or losses to the investment options. The investment options generally track those options available to our U.S. employees under the tax-qualified 401(k) plan.

Under the Executive Deferred Compensation Plan, a participant receives a lump sum distribution of the value of the participant's deferral account after the earliest of death, disability, six months after "separation from service," a termination in connection with a "change in control" (as each term is defined in the plan document) or a date specified by the participant (generally 5, 10 or 15 years following the deferral).

### 401(k) Supplemental Plans

The CA, Inc. Restoration Plan and the CA, Inc. Excess Benefit Plan (the "401(k) Supplemental Plans") are unfunded plans that were created for the purpose of benefiting participants in the CA Savings Harvest Plan, our tax-qualified 401(k) plan, who are unable to receive a full allocation of employer contributions due to limitations imposed under the applicable tax rules. Pursuant to each of these plans, we set up a notional account that is credited with an amount, if any, that would have been credited to the participant's 401(k) plan account absent those tax limitations. In addition, we credited these accounts with an interest-equivalent amount equal to the interest that would have been earned if the accounts had been invested in the money market fund investment alternative under our tax-qualified 401(k) plan. The amounts credited to the accounts under the 401(k) Supplemental Plans vest in accordance with the same schedule that employer contributions vest under the tax-qualified 401(k) plan, except that upon termination of the plan or a change in control of the Company, the accounts become fully vested. Within six months following a "separation from service," the vested portion of the accounts is distributed in the form of a lump sum.

### Employment and Separation Arrangements

Below are summaries of the employment and separation arrangements for the NEOs. The Company also adopted an Executive Severance Policy in fiscal year 2015 that provides for payments to be made upon certain termination events, a description of which immediately follows these summaries.

#### Michael P. Gregoire (Chief Executive Officer)

Mr. Gregoire's employment arrangement, dated December 10, 2012, provides that he will be paid an initial base salary at the annual rate of \$1,000,000. In each fiscal year, Mr. Gregoire is eligible to receive a target annual performance cash incentive of 150% of his annual base salary and a target long-term incentive performance award of at least \$5,500,000, subject to the terms and conditions of the Company's annual performance cash incentive and long-term incentive performance programs, respectively, and subject to reduction only in connection with a proportionate reduction affecting target levels for the Company's other executive officers. As described in the Compensation Discussion and Analysis section above, Mr. Gregoire's target long-term incentive performance award was increased to \$8,250,000 for fiscal year 2016. Mr. Gregoire is eligible to participate in all retirement, welfare and benefit plans and perquisites on a basis that is no less favorable than those provided to other senior executives of the Company generally.

In connection with his commencement of employment, Mr. Gregoire was awarded sign-on equity grants under the Company's 2011 Incentive Plan of \$3,000,000 in stock options and \$2,000,000 in restricted stock units, of which 34% vested on January 7, 2014 and 33% vested on both of January 7, 2015 and January 7, 2016. Mr. Gregoire was also paid a cash sign-on bonus of \$500,000 in lieu of an annual bonus for fiscal year 2013 and to help offset his expenses associated with his relocation to the New York, NY metropolitan area and negotiation of his employment arrangement.

Mr. Gregoire's employment is at-will and may be terminated at any time in accordance with the terms of his employment arrangement. If Mr. Gregoire's employment is terminated by the Company without "cause" or by Mr. Gregoire for "good reason," each as defined in his employment arrangement, on or before January 7, 2018, he will be eligible to receive, subject to his execution of a release of claims in favor of the Company: (i) accelerated vesting of any then-unvested portion of his sign-on equity grants (but sign-on stock options may not be exercised and sign-on restricted stock units will not be settled prior to their original vesting dates, and sign-on stock options will expire no later than one year thereafter); (ii) a prorated annual bonus for the year in which the termination date occurs, in an amount determined based on the Company's actual performance and paid at the time his annual bonus would otherwise have been paid; (iii) a cash severance payment equal to 150% of his annual base salary if the termination date occurs on or prior to January 7, 2016, 75% of his annual base salary if the termination date occurs during the period from January 8, 2016 through January 7, 2017, and 37.5% of his annual base salary if the termination date occurs during the period from January 8, 2017 through January 7, 2018; and (iv) payment of Consolidated Omnibus Budget Reconciliation Act ("COBRA") premiums for up to 18 months following termination for himself and his eligible dependents.

If Mr. Gregoire's employment is terminated by the Company without "cause" or by Mr. Gregoire for "good reason" after January 7, 2018, his employment arrangement provides that he will not be entitled to receive any cash severance, but he will be eligible to receive, subject to his execution of a release of claims in favor of the Company: (i) a full annual bonus for the year in which the termination date occurs, in an amount determined based on the Company's actual performance and paid at the time his annual bonus would otherwise have been paid, provided that the targets and terms of the annual bonus for that year have been approved by the Compensation Committee prior to his termination date; and (ii) COBRA premium payments as described above.

Under Mr. Gregoire's employment arrangement, the Company must also indemnify and hold Mr. Gregoire harmless for acts and omissions in connection with his employment to the maximum extent permitted under applicable law and the Company's certificate of incorporation and bylaws, and must provide him coverage under the Company's directors and officers liability insurance policy. Mr. Gregoire is subject to standard non-compete and non-solicitation covenants during, and for the 18-month period following, his employment with the Company, as well as perpetual confidentiality and mutual non-disparagement covenants.

Ayman Sayed (Executive Vice President, Chief Product Officer)

Mr. Sayed's start date with the Company was August 10, 2015. His employment arrangement, dated June 30, 2015, provides an initial base salary at the annual rate of \$600,000. For fiscal year 2016, Mr. Sayed's target annual performance cash incentive was \$600,000 and his target long-term incentive performance award was \$2,000,000, each of which was prorated based on the number of days employed during the fiscal year. Mr. Sayed's annual base salary is subject to reduction only in connection with a proportionate reduction affecting salaries for the Company's other executive officers. The target levels for his future annual and long-term performance incentive awards remain subject to the review and approval of the Compensation Committee. Mr. Sayed is eligible to participate in all retirement, welfare and benefit plans and perquisites on a basis that is no less favorable than those provided to other senior executives of the Company generally.

The Company paid Mr. Sayed, 30 days after Mr. Sayed's start date, a cash sign-on bonus of \$1,750,000. He was also awarded a sign-on equity grant under the Company's 2011 Incentive Plan of





\$3,600,000 in restricted stock units, of which 45% will vest on August 10, 2016, 33% will vest on August 10, 2017 and 22% will vest on August 10, 2018. These sign-on awards were granted as an inducement to accept the Company's offer of employment and to compensate him for amounts forfeited with his previous employer. The cash sign-on bonus is subject to recoupment if Mr. Sayed's employment is terminated before the first anniversary of his start date by the Company with "cause" or by Mr. Sayed other than for "good reason," each as defined in his employment arrangement. Mr. Sayed's employment is at-will and may be terminated at any time in accordance with the terms of his employment arrangement and any severance or separation pay due will be governed by the Executive Severance Policy, subject to his execution of a release of claims in favor of the Company, and any then-unvested portion of his sign-on equity grant will continue to vest in accordance with the original schedule.

Mr. Sayed is subject to standard non-compete and non-solicitation covenants during, and for the one-year period following, his employment with the Company, as well as perpetual confidentiality and non-disparagement covenants. Lauren P. Flaherty (Executive Vice President and Chief Marketing Officer)

Ms. Flaherty's start date with the Company was August 1, 2013. For fiscal year 2016, her base salary and target annual performance cash incentive were each \$625,000 and her target long-term incentive performance award was \$2,200,000. Ms. Flaherty's annual base salary is subject to reduction only in connection with a proportionate reduction affecting salaries for the Company's other executive officers. The target levels for her annual and long-term performance incentive awards remain subject to the review and approval of the Compensation Committee. Ms. Flaherty is eligible to participate in all retirement, welfare and benefit plans and perquisites on a basis that is no less favorable than those provided to other senior executives of the Company generally.

In connection with her hire, Ms. Flaherty was awarded sign-on equity grants under the Company's 2011 Incentive Plan of \$2,200,000 in stock options and \$1,600,000 in restricted stock units, all of which will vest in approximately equal installments on each of the first three anniversaries of the grant date. The Company also agreed to pay Ms. Flaherty a cash sign-on bonus of \$500,000 intended to compensate her for amounts forfeited with her prior employer, of which \$250,000 was paid 30 days after her start date and the remaining \$250,000 was paid on the second anniversary of her start date as shown in the Summary Compensation Table. The cash sign-on bonus was subject to recoupment if Ms. Flaherty's employment was terminated before the second anniversary of her start date by the Company with "cause" or by Ms. Flaherty other than for "good reason," each as defined in her employment arrangement.

Ms. Flaherty's employment is at-will and may be terminated at any time in accordance with the terms of her employment arrangement. If Ms. Flaherty's employment is terminated by the Company without "cause" or by Ms. Flaherty for "good reason" on or before December 31, 2016, her employment arrangement provides that she will be eligible to receive, subject to her execution of a release of claims in favor of the Company: (i) accelerated vesting of any then-unvested portion of her sign-on equity grants (but sign-on stock options may not be exercised and sign-on restricted stock units will not be settled prior to their original vesting dates, and sign-on stock options will expire no later than one year thereafter); (ii) a prorated annual bonus for the year in which the termination date occurs, in an amount determined based on the Company's actual performance and paid at the time her annual bonus would otherwise have been paid; and (iii) a cash severance payment equal to her annual base salary.

Ms. Flaherty is subject to standard non-compete and non-solicitation covenants during, and for the one-year period following, her employment with the Company pursuant to our standard employment and confidentiality agreement, as well as perpetual confidentiality and non-disparagement covenants.

Richard Beckert (Executive Vice President and Chief Financial Officer) and Adam Elster (Executive Vice President and Group Executive, Worldwide Sales and Services)

At the time Mr. Beckert was promoted to CFO in May 2011, we agreed that, in the event his employment is terminated by the Company without “cause” or he resigns for “good reason” on or before April 1, 2015, he would be eligible to receive a severance payment equal to his base salary and payment of a prorated amount of any outstanding annual performance cash incentive award based on the Company’s actual performance and paid at the time the bonus would have otherwise been paid.

At the time Mr. Elster was promoted to Executive Vice President and Group Executive, Worldwide Sales and Services in January 2014, we agreed that, in the event his employment is terminated by the Company without “cause” or he resigns for “good reason” on or before January 21, 2017, he would be eligible to receive a severance payment equal to his annual base salary (or 75% of his annual base salary if such termination occurs after January 21, 2017 but before January 21, 2018) and payment of a prorated amount of any outstanding annual performance cash incentive award based on the Company’s actual performance and paid at the time the bonus would have otherwise been paid.

The employment arrangements with the NEOs summarized above generally contain similar definitions for “good reason” and “cause.” “Good reason” is generally defined as: (i) any material and adverse change in the NEO’s authorities and responsibilities; (ii) any material reduction by the Company of the NEO’s base salary or target incentive compensation; or (iii) any material breach by the Company of the NEO’s employment arrangement. “Cause” is generally defined as: (i) willful failure to perform duties; (ii) conduct that materially harms the reputation or financial position of the Company; (iii) conviction of, or plea of guilty or nolo contendere to, a felony; or (iv) the commission of any other crime involving dishonesty, breach of fiduciary duties, or failure to cooperate with the Company in any investigation, or impeding any investigation.

Further, as described immediately below, the NEOs are eligible for separation payments in accordance with the Company’s Executive Severance Policy. If an NEO is covered by and receives termination of employment benefits under an individual employment arrangement (as described above), such payments and benefits will reduce (but not below zero) the corresponding payments or benefits provided under the Executive Severance Policy. In that case, the NEO would receive the greater of the two separation payments but not both of them.

#### Executive Severance Policy

As of May 13, 2014, the Compensation Committee approved a severance policy for senior executives, intended to provide a uniform policy for the payment of severance benefits to the CEO and the CEO’s direct reports in the event of certain terminations of employment. The policy generally provides for the following in the event of a termination without “cause” or resignation for “good reason”: (i) cash severance payment equal to 100% of each executive’s respective base salary (or 150% of base salary in the case of the CEO), (ii) a prorated annual performance cash incentive for the year in which the termination occurs, based on actual performance and paid at the time the bonus would otherwise have been paid, (iii) a prorated portion of outstanding performance shares (based on the portion of the performance cycle completed prior to the termination date), based on actual performance and paid at the time the shares would otherwise have been paid and (iv) 18 months’ of COBRA premium-equivalent payments. All payments would be conditioned on the executive executing a valid release of claims against the Company.

#### Change in Control Severance Policy

We maintain a Change in Control Severance Policy, which was initially approved by the Board of Directors in October 2004. This policy covers such senior executives as the Board of Directors may designate from time to time, including the NEOs discussed below.

Our Change in Control Severance Policy is intended to provide post-change in control severance benefits consistent with current competitive practice. These benefits are intended to: (i) provide additional incentive to those key executives most closely connected to a potential change in control to remain focused on the Company's business priorities and to act more objectively and, therefore, in the best interests of stockholders, despite the fact that such a transaction could result in the executives' termination; (ii) encourage key executives to remain with us prior to completion of a change in control and to work toward a successful transition; and (iii) provide potential additional non-competition and employee non-solicitation protection. In addition, pursuant to the equity incentive plans under which equity-based awards are granted - such as options, restricted stock, restricted stock units and performance shares - those equity-based awards generally vest upon a change in control if granted under the 2002 or 2007 Incentive Plans. Stock options and restricted stock awards granted under the 2011 Incentive Plan generally vest upon a termination without "cause" or for "good reason" (each as defined in the 2011 Incentive Plan) within a two-year period following a change in control or will immediately vest upon a change in control if the Company's stock ceases to be publicly traded following the change in control or these equity awards are not honored or assumed in connection with the change in control. As a condition to receiving a payment under the Change in Control Severance Policy, an executive must sign a separation and release agreement that, among other things, requires the executive to acknowledge that his or her existing confidentiality agreement with us, including with respect to non-competition and non-solicitation provisions, continues to be in full force and effect.

The policy provides for certain payments and benefits in the event that, following a change in control or potential change in control of the Company, a covered executive's employment is terminated either without "cause" by us or for "good reason" by the executive. The amount of the severance payment would range from 1.00 to 2.99 times an executive's annual base salary and bonus ("bonus" is generally defined under the policy as the higher of the target annual performance cash incentive for the fiscal year in which the termination occurs or the average annual performance cash incentives earned during the last three completed fiscal years of the Company immediately preceding the date of termination) as determined from time to time by the Compensation Committee. As of March 31, 2016, Messrs. Gregoire, Beckert, Elster and Sayed would have been entitled to cash severance payments equal to 2.99 times their respective annual base salaries and bonuses and Ms. Flaherty would be entitled to a cash severance payment equal to 2.00 times her annual base salary and bonus, to be paid no later than 60 days following a termination of employment.

The policy also provides the following additional benefits: (i) prorated target bonus payments for the year of termination; (ii) a payment equal to the cost of 18 months' of COBRA premium payments; (iii) one year of outplacement services; and (iv) if applicable, certain relocation expenses. In fiscal year 2016, the Company amended the Change in Control Severance Policy to remove all provisions that could require the Company to "gross-up" an executive with respect to excise taxes under Section 280G of the Internal Revenue Code. Although these provisions existed since the Policy's inception, effective July 2010, the Compensation Committee determined that it would not enter into any new agreements with executive officers providing for excise tax gross-up provisions with respect to payments contingent upon a change in control. In fiscal year 2016, the only officer with a legacy change in control tax gross-up provision agreed to have such provision removed. In connection with that agreement, the Change in Control Severance Policy was formally amended to remove all excise tax gross-up related provisions. There are no executive officers entitled to any excise tax gross up benefits as of March 31, 2016.

Under the policy, a "change in control" would include, among other things, each of the following events: (i) the acquisition of 35% or more of our voting power; (ii) a change in a majority of the incumbent members of our Board of Directors; (iii) the sale of all or substantially all our assets; (iv) the consummation of certain mergers or other business combinations; and (v) stockholder approval of a plan of liquidation or dissolution.

### Estimated Payments in the Event of Termination of Employment or Following a Change in Control

Upon certain types of terminations of employment not related to a change in control of the Company, the Company may pay severance benefits to the NEOs. As described above, the NEOs are eligible for separation payments under the Company's Executive Severance Policy and, in certain situations, separation payments are also provided under an individual employment arrangement entered into with an NEO. For additional information, please see "Other Compensation Arrangements Provided to Our Named Executive Officers — Employment and Separation Arrangements" and "Other Compensation Arrangements Provided to Our Named Executive Officers — Executive Severance Policy," above.

The following table shows the potential payments to our NEOs under existing policies, agreements, plans or arrangements, under various scenarios involving a change in control or termination of employment, assuming a March 31, 2016 termination date and using the closing price of the Common Stock on March 31, 2016 of \$30.79.

	Termination Due to Death(1) (\$)	Termination Due To Disability(1) (\$)	Without Cause / Resignation for Good Reason (per Employment Arrangement)(2) (\$)	Certain Terminations Following a Change in Control(3) (\$)
<b>M.P. Gregoire</b>				
Cash Severance	—	—	1,500,000	7,475,000
Interrupted Performance Cycles(4)	4,455,960	4,408,696	4,408,696	4,455,960
Acceleration of Unvested Equity(5)	3,483,406	3,483,406	—	3,483,406
Other Benefits	—	—	37,355	47,355
<b>Total Payments</b>	<b>7,939,366</b>	<b>7,892,102</b>	<b>5,946,051</b>	<b>15,461,721</b>
<b>R.J. Beckert</b>				
Cash Severance	—	—	700,000	4,186,000
Interrupted Performance Cycles(4)	1,555,911	1,539,840	1,539,840	1,555,911
Acceleration of Unvested Equity(5)	1,221,620	1,221,620	—	1,221,620
Other Benefits	—	—	37,355	47,355
<b>Total Payments</b>	<b>2,777,531</b>	<b>2,761,460</b>	<b>2,277,195</b>	<b>7,010,886</b>
<b>A. Elster</b>				
Cash Severance	—	—	700,000	4,186,000
Interrupted Performance Cycles(4)	1,642,215	1,625,475	1,625,475	1,642,215
Acceleration of Unvested Equity(5)	1,224,172	1,224,172	—	1,224,172
Other Benefits	—	—	37,355	47,355
<b>Total Payments</b>	<b>2,866,387</b>	<b>2,849,647</b>	<b>2,362,830</b>	<b>7,099,742</b>
<b>A. Sayed</b>				
Cash Severance	—	—	600,000	3,588,000
Interrupted Performance Cycles(4)	265,625	261,522	261,522	265,625
Acceleration of Unvested Equity(5)	4,341,344	4,341,344	3,963,288	4,341,344
Other Benefits	—	—	37,355	47,355
<b>Total Payments</b>	<b>4,606,969</b>	<b>4,602,866</b>	<b>4,862,165</b>	<b>8,242,324</b>
<b>L.P. Flaherty</b>				
Cash Severance	—	—	625,000	2,500,000
Interrupted Performance Cycles(4)	1,250,597	1,237,511	1,237,511	1,250,597
Acceleration of Unvested Equity(5)	1,499,992	1,499,992	658,990	1,499,992
Other Benefits	—	—	34,116	44,116
<b>Total Payments</b>	<b>2,750,589</b>	<b>2,737,503</b>	<b>2,555,617</b>	<b>5,294,705</b>



Upon termination due to an executive's death or disability, stock options become immediately exercisable and can be exercised within one year of such death or disability, but not later than the normal expiration date of the option. Restricted stock awards that have not vested immediately vest upon death or disability. This column includes the intrinsic value (i.e., the value based upon our stock price, and in the case of options, less the exercise price) of equity awards that would become exercisable or vested if the NEO had died or become disabled as of March 31, 2016. With regard to the three-year performance shares, promptly after death, the executive's estate would receive a prorated portion of the target share award based on the portion of the performance cycle that lapsed prior to the (1) death. In the event of a disability, the executive would be eligible to receive a prorated number of shares based on the actual results after the end of the performance cycle, based on the portion of the performance cycle that lapsed prior to the disability. For purposes of this calculation, we determined the value of the prorated amount of the outstanding performance share awards under the fiscal year 2015-2017 and 2016-2018 long-term incentive plans using the closing market price of the Company's Common Stock (\$30.79) on March 31, 2016 based on the achievement of "target" performance under those awards, with the value of such awards discounted to reflect the present value of the target awards in the case of disability since those awards would not be paid until after the end of the applicable performance cycle.

If Mr. Gregoire's employment had been terminated by the Company without "cause" or by Mr. Gregoire for "good reason" on March 31, 2016, he would have received a cash severance payment equal to 150% of his annual base salary. Assuming a March 31, 2016 termination date, Messrs. Beckert, Sayed and Elster and Ms. Flaherty would have been entitled to their respective annual base salary amount, payable in a lump sum, upon termination without "cause" or resignation for "good reason." Ms. Flaherty would also be entitled to accelerated vesting of her sign-on restricted stock units and stock options and Mr. Sayed would also be entitled to accelerated vesting of his sign-on restricted stock units (but sign-on stock options may not be exercised and sign-on restricted stock units will not be (2) settled prior to their original vesting dates, and sign-on stock options will expire no later than one year thereafter). Under the terms of the Executive Severance Policy, each NEO would also receive (i) a lump-sum payment of an amount equal to 18 months of COBRA premium payments, provided he or she has not commenced employment with or accepted an offer of employment with a subsequent employer offering health benefits and (ii) with regard to the fiscal year 2015-2017 and fiscal year 2016-2018 three-year performance shares, a prorated portion of any award the executive would have received had the executive remained employed through the payment date, based upon the attainment of the performance goals and pro-rated for the period during the performance period through the NEO's termination date.

Represents cash payments and the value of benefits payable upon a termination of employment without "cause" or resignation for "good reason" within the two-year period following a change in control, under our Change in Control Severance Policy (described above). As of March 31, 2016, Messrs. Gregoire, Beckert, Elster and Sayed would each have been entitled to 2.99 times their annual base salaries and annual performance cash incentive targets and Ms. Flaherty would have been entitled to 2.00 times her annual base salary and annual performance cash incentive target. In addition, this calculation includes: (i) the value of the accelerated vesting of each executive's equity awards and prorated payout with regard to outstanding three-year performance shares, calculated as described in (3) footnote (1) above in the event of death; (ii) the value of one year of outplacement services; and (iii) the lump-sum payment of an amount equal to 18 months of COBRA premium payments. With regard to outstanding options and restricted stock: (i) the 2002 Incentive Plan and 2007 Incentive Plan each provide for the immediate acceleration of awards upon a change in control and (ii) the 2011 Incentive Plan generally provides for the immediate acceleration of awards upon a termination without "cause" or for "good reason" (each as defined in the 2011 Incentive Plan) within a two-year period following a change in control or for immediate acceleration upon a change in control if the Company's stock ceases to be publicly traded following the change in control or these equity awards are not honored or assumed in connection with the change in control.





With regard to the fiscal year 2015-2017 and fiscal year 2016-2018 three-year performance shares, the Compensation Committee reserves discretion, in the event of a disability, to pay a prorated portion of any award the executive would have received had the executive remained employed through the payment date. Eligibility and amount would be determined at the conclusion of the applicable performance cycle. See also the description of the long-term incentive awards and the three-year performance share component in “Compensation Discussion and Analysis,” above.

For Mr. Sayed and Ms. Flaherty, the amounts in this row reflect the accelerated vesting of the unvested portions of their respective sign-on restricted stock awards/units and stock option awards as of March 31, 2016 pursuant to their employment arrangements.

In addition to the payments summarized above, upon any termination of employment (including the scenarios described above, or a termination for cause or resignation without good reason), whether or not in connection with a change in control, the NEOs would be entitled to the balance of their vested accounts under our tax-qualified 401(k) plan, the 401(k) Supplemental Plans and the deferred compensation arrangements and vested equity, each in accordance with their terms. Without regard to vesting, the balances of these accounts for the NEOs as of March 31, 2016 (except for the 401(k) plan) are disclosed in the last column of the Fiscal Year 2016 Non-Qualified Deferred Compensation table, above.

#### Risk Considerations Relating to Compensation

The Company’s management presented the Compensation Committee with an assessment of the risks involved in the design and implementation of all of the Company’s incentive compensation programs, including all of the executive compensation plans that cover our NEOs. The Compensation Committee concurred with management’s assessment that our incentive compensation programs do not give rise to risks that are reasonably likely to have a material adverse effect on the Company. Some factors considered in this analysis were the following:

The long-term equity awards granted to our executives are subject to long-term performance goals that are linked to the Company’s long-term strategy and have long-term performance cycles or vesting schedules, which links the compensation to long-term stock price performance and to the long-term interests of the Company’s stockholders. The Company’s clawback policy gives the Compensation Committee the ability under certain circumstances to recover executive compensation awards when an executive engages in intentional misconduct or fraud that results in a substantial restatement of the Company’s financial statements.

The Compensation Committee has discretion to decrease the amount of any incentive compensation payouts (negative discretion) when determining final payouts of awards, which gives the Compensation Committee the ability to avoid rewarding executives for excessive or inappropriate risk-taking.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table summarizes share and exercise price information about our equity compensation plans as of March 31, 2016. All of our equity compensation plans pursuant to which grants are being made have been approved by our stockholders. Our 2011 Incentive Plan was approved by stockholders in August 2011 and all equity awards to employees after the date of stockholder approval will be granted under the 2011 Incentive Plan; however, awards already granted under the 2007 and 2002 Incentive Plans, including awards for which performance targets have been established under those plans, will remain outstanding and be satisfied under those plans. Non-employee directors receive fees under the CA, Inc. 2012 Compensation Plan for Non-Employee Directors.

## Equity Compensation Plan Information

Plan Category	Number of Securities Issuable Upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights(1) (\$)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column) (#)
Equity compensation plans approved by security holders	8,089,504(2)	27.72	58,132,674(3)
Equity compensation plans not approved by security holders	—	—	—
Total	8,089,504	27.72	58,132,674

The calculation of the weighted average exercise price includes only stock options and does not include the (1) outstanding deferred stock units, restricted stock units, performance-based awards/targets and stock units reflected in the first column.

Includes all stock options outstanding under the 2002, 2007 and 2011 Incentive Plans; all restricted stock units outstanding under the 2007 and 2011 Incentive Plans; and all deferred stock units outstanding under the 2002, 2003 and 2012 Compensation Plans for Non-Employee Directors. Although certain shares were not awarded as of March 31, 2016 for the performance-based targets set under the fiscal year 2014, 2015 and 2016 long-term incentive plans, we have assumed the following for purposes of this table: with regard to (i) the three-year performance share components of the fiscal year 2015-2017 and 2016-2018 long-term incentive plans (for which (2) the performance cycles will end after fiscal years 2017 and 2018, respectively), we have assumed a payout at the maximum level and note that payouts under these arrangements could range from 0-200% of target at the end of the applicable performance cycle, depending on performance; and (ii) the one-year performance share component of the fiscal year 2016 long-term incentive plan and the three-year performance share component of the fiscal year 2014-2016 long-term incentive plan, the actual grants occurred in fiscal year 2017 (as indicated in the Outstanding Equity Awards at 2016 Fiscal Year-End table, above) and we have reflected the actual number of shares awarded with respect to this component in this column.

As of March 31, 2016, there were 28,763,723 shares available under the 2011 Incentive Plan, 177,145 shares (3) available under the 2012 Compensation Plan for Non-Employee Directors, and 29,191,806 shares available under the 2012 Employee Stock Purchase Plan.



**PROPOSAL 3 — APPROVAL, BY NON-BINDING VOTE, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

Stockholders are entitled to vote to approve, on an advisory or non-binding basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with SEC rules. This proposal is commonly known as a “say-on-pay” proposal.

The Board of Directors and the Compensation Committee believe that the compensation program described under “Compensation Discussion and Analysis” is an effective incentive for the achievement of positive results, appropriately aligning pay and performance, and enabling the Company to attract and retain talented executives.

We currently hold our say-on-pay vote every year. Accordingly, you are being asked to vote on the following resolution at this year’s annual meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with SEC rules under Compensation Discussion and Analysis and Compensation and Other Information Concerning Executive Officers.”

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the policies and practices described in this Proxy Statement.

This vote is advisory and, therefore, not binding on the Company, the Board of Directors or the Compensation Committee. However, the Board and the Compensation Committee will review the voting results and take them into consideration when making future decisions regarding compensation of our Named Executive Officers.

The next advisory vote on the frequency of the say-on-pay vote will occur in 2017.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC (PROPOSAL 3).**

PROPOSAL 4 — RE-APPROVAL OF THE CA, INC. 2011 INCENTIVE PLAN  
FOR PURPOSES OF SECTION 162(m) OF THE INTERNAL REVENUE CODE

We are asking our stockholders to re-approve the material terms of the CA, Inc. 2011 Equity Incentive Plan (the “Incentive Plan”), specifically our performance measures so that awards granted to our Chief Executive Officer and other highly compensated executives under the plan may continue to be eligible for a deduction under Section 162(m) of the Internal Revenue Code (“Section 162(m)”). The Incentive Plan has not been amended since it was initially approved by our stockholders on August 3, 2011. We are not making any changes or amendments to the Incentive Plan or asking our stockholders to approve any changes or amendments to the Incentive Plan.

The Incentive Plan is designed to comply with the requirements of the Internal Revenue Code. Section 162(m) limits our tax deduction for expenses in connection with compensation for our Chief Executive Officer and certain other most highly-compensated executive officers for any fiscal year to the extent that the compensation of such person exceeds \$1 million during such fiscal year, excluding compensation that qualifies as “performance-based compensation.” Section 162(m) provides that in order for remuneration to be treated as qualified performance-based compensation, the material terms of the plan pursuant to which the performance-based compensation is paid must be disclosed to and approved periodically by our stockholders. The material terms subject to stockholder approval include: (i) the employees eligible to receive compensation; (ii) a description of the business criteria upon which the performance goal is based; and (iii) the maximum amount of compensation to be paid during a specified period. These material terms are described below.

Certain of our executive officers are eligible to receive annual cash incentive and long term equity awards under the Incentive Plan and have an interest in the passage of this proposal. We generally intend that awards made under the Incentive Plan to our executive officers will be eligible for treatment as performance-based compensation under Section 162(m). Notwithstanding, our Board of Directors and Compensation and Human Resources Committee (the “Compensation Committee”) retains discretion to approve annual, long-term or other compensation arrangements under the Incentive Plan that may not permit such compensation to qualify for tax deductibility under Section 162(m). In addition, it is possible that performance-based compensation that is intended to be exempt from the deduction limit under Section 162(m) may not meet the requirements to qualify for such exemption.

At this time, our Board is asking you to re-approve the material terms of the performance measures under the Incentive Plan in order to allow us to preserve our ability under Section 162(m) to deduct compensation associated with future performance-based incentive awards to be made under the Incentive Plan, provided that we comply with other technical requirements of Section 162(m) and our Board determines in its sole discretion that it is in the best interest of our stockholders and the Company to approve compensation arrangements that intend to satisfy 162(m). A copy of the Incentive Plan is attached to this Proxy Statement as Exhibit A.

No amendments or modifications to the Incentive Plan are being proposed for stockholder approval, and the approval of this proposal by stockholders will not result in any increase in the number of shares of Common Stock currently available for issuance under the Incentive Plan.

Reasons to Re-Approve the Incentive Plan

Section 162(m) specifically exempts certain performance-based compensation from the deduction limit. In order to qualify for this exception, our stockholders must periodically approve the material terms of the performance measures of the plan under which compensation is to be paid. Our Incentive Plan contains these performance measures and is being proposed for re-approval by our stockholders.

The Incentive Plan has been previously approved by our stockholders and therefore the Incentive Plan will continue to be in effect and we will continue to be authorized to grant equity-based awards under the Incentive Plan regardless of whether the Incentive Plan is re-approved. If the Incentive Plan is not re-approved, any awards made under the

Incentive Plan after the Annual Meeting will not be treated as “qualified performance-based compensation” and our deduction of any compensation payable in respect of such awards and subsequent periods may be subject to disallowance under Section 162(m).

## Material Terms of the Incentive Plan

The following is a summary of the material terms and provisions of the Incentive Plan and of certain tax effects of participation in the Incentive Plan. This summary is qualified in its entirety by reference to the complete text of the Incentive Plan, which is attached hereto as Exhibit A. Any capitalized terms that are used but not defined in this summary have the meaning as defined in the Incentive Plan.

### Plan Administration

The Incentive Plan is administered by the Compensation Committee and those persons authorized by the Compensation Committee to administer the Incentive Plan on its behalf. The Compensation Committee determines the persons who are eligible to receive awards, the number of shares subject to an award and the terms and conditions of such awards. The Compensation Committee has the authority to interpret the provisions of the Incentive Plan and of any awards granted thereunder and to waive or amend the terms or conditions of awards granted under the Incentive Plan (although the Incentive Plan's prohibition on stock option or stock appreciation right repricing cannot be waived). Further, the Compensation Committee establishes performance measures in connection with awards, including "qualified performance awards" (as defined below).

### Eligibility

In general, employees of the Company and its consolidated subsidiaries, except seasonal and temporary employees, are eligible to receive annual performance bonuses, long-term performance bonuses, nonqualified stock options, incentive stock options, restricted stock and other equity-based awards under the Incentive Plan. As of March 31, 2016, we had approximately 11,000 employees. Consultants to the Company will be eligible only to receive nonqualified stock options and other equity-based awards under the Incentive Plan. As of March 31, 2016, we had approximately 3,700 consultants.

### Performance Bonuses

The Incentive Plan provides for the award of annual performance bonuses that are payable entirely in cash and long-term performance bonuses that are payable either in cash or in equity awards, including options and shares of restricted stock. To the extent that a long-term performance bonus is paid in shares of restricted stock and/or stock options, the number of shares of restricted stock payable and/or the number of stock options granted will be based on the Fair Market Value of a share on the date of grant, subject to reasonable restricted stock discount factors and/or stock option valuation methodology that the Compensation Committee may choose to apply. Unless the Compensation Committee determines otherwise, awards granted in connection with a long-term performance bonus will vest in approximately equal installments on each of the first three anniversaries of the end of the applicable performance cycle (or date of grant, in the case of awards that are not qualified performance awards).

The maximum amount of any annual performance bonus that may be paid to any one participant under the Incentive Plan during any fiscal year of the Company is \$10,000,000. The maximum amount of any long-term performance bonus in the form of restricted stock that may be awarded to any one participant under the Incentive Plan during any fiscal year of the Company is \$20,000,000.

Annual performance bonuses and/or long-term performance bonuses under the Incentive Plan may be awarded to any employee selected by the Compensation Committee. Generally, the Compensation Committee has the discretion to fix the amount, terms and conditions of annual performance bonuses and long-term performance bonuses. However, annual performance bonuses and long-term performance bonuses designated as "qualified performance awards" are subject to the following terms and conditions:

Performance Cycles. The Compensation Committee establishes the length of the performance cycle for annual and long-term performance bonuses.

Performance Measures. The amount of any annual performance bonus and/or long-term performance bonus designated as a qualified performance award payable to an employee under the Incentive Plan will be determined by reference to the degree of attainment of one or more performance measures



selected by the Compensation Committee to measure the level of our performance during the applicable performance cycle.

Performance measures that the Compensation Committee may select under the Incentive Plan include (on a pre-tax or after-tax, total or per-share basis) any of the following (including any component thereof):

- Net Operating Profit;
- Return on Invested Capital;
- Total Shareholder Return;
- Relative Total Shareholder Return (as compared against a peer group of the Company, which, unless otherwise specified by the Compensation Committee, will be determined in reference to the Standard & Poor's Systems Software Index, excluding the Company);
- Earnings;
- Net Income, as adjusted;
- Cash Flow;
- Revenue;
- Revenue Growth;
- Share Performance;
- Relative Share Performance;
- Billings Growth;
- Operating Margin; and/or
- New License Sales.

Within the time prescribed in the Incentive Plan, the Compensation Committee will establish, in writing, the performance measure(s) that will apply to the applicable performance bonuses for that performance cycle.

**Target Awards and Payout Formulas.** For each performance bonus designated as a qualified performance award, the Compensation Committee will set a target annual bonus and/or long-term performance bonus for each eligible employee and, for each form of bonus, will establish an objective payout formula. The payout formula for each form of bonus will set the minimum level of performance attainment that must be achieved on the applicable performance measure(s) before any of that performance bonus becomes payable, and the percentage (which can range between 0% and 200%) of the applicable target bonus award that will become payable upon attainment of various levels of performance in excess of the minimum required amount.

**Compensation Committee Discretion.** The Compensation Committee has the discretion, which it may apply on a case-by-case basis, to reduce (but not increase) the amount of any performance bonus designated as a qualified performance award that is payable to any employee.

**Compensation Committee Certification.** Before performance bonuses are paid, the Compensation Committee will certify, in writing, the level of attainment of the applicable performance measure(s) for that bonus.

#### Restricted Stock

Restricted stock may be awarded under the Incentive Plan to any employee selected by the Compensation Committee. Generally, the Compensation Committee has the discretion to fix the amount, terms, conditions and restrictions applicable to restricted stock awards, subject to the following provisions:

**Maximum Award.** The maximum number of shares of restricted stock (including shares issued in connection with a long-term performance bonus and as a stand-alone restricted stock award) that may be issued to any one participant during any fiscal year of the Company may not exceed 1,000,000 shares.

Payment. When restricted stock is granted, we may issue uncertificated stock in electronic form or may register stock certificates in the participant's name, with appropriate legends listing any applicable

restrictions that the Compensation Committee may, in its discretion, impose. At that time, the participant will have all the rights of a stockholder with respect to the shares (including the right to vote and receive dividends), except that the shares will be subject to vesting and forfeiture.

**Vesting.** Unless otherwise determined by the Compensation Committee, shares vest in approximately three equal installments on the date of issuance and on each of the first and second anniversaries of the end of the applicable performance cycle (or date of grant, in the case of awards that are not qualified performance awards).

**Acceleration of Vesting.** Unless the Compensation Committee otherwise determines, all shares of restricted stock will immediately vest upon the death or Disability of the participant.

## Stock Options

Stock options awarded may be in the form of either nonqualified stock options or incentive stock options (“ISOs”), or a combination of the two, at the discretion of the Compensation Committee. Stock options granted are subject to the following terms and conditions:

**Exercise Price.** The exercise price for each share subject to a stock option will be no less than the Fair Market Value of a share on the date of grant — generally the closing price of a share of Common Stock as reported on the NASDAQ Stock Market on the date of grant.

**Incentive Stock Options.** The aggregate Fair Market Value on the date of grant of the shares with respect to which ISOs first become exercisable during any calendar year for any participant may not exceed \$100,000. For purposes of this \$100,000 limit, the participant’s ISOs under the Incentive Plan and all other plans maintained by the Company and subsidiaries are aggregated.

**No Repricing.** The Incentive Plan contains a prohibition against decreasing the exercise price of a stock option (or stock appreciation right) after grant (other than in connection with permitted Incentive Plan adjustments; see “Adjustments,” below), unless stockholder approval of the repricing is obtained.

**Vesting.** Unless otherwise provided by the Compensation Committee, stock options will vest ratably on each of the first three one-year anniversaries of the date of grant, although stock options will immediately vest upon the death or Disability of a participant.

**Term.** Stock options will automatically lapse 10 years after the date of grant, unless the term of the stock option established by the Compensation Committee is shorter than 10 years or the term is extended due to certain Company-imposed blackouts.

**Post-Termination Exercise.** Unless otherwise provided by the Compensation Committee, stock options that have not vested as of the date of a participant’s termination of employment or consultancy, for any reason other than death or Disability, will immediately terminate as of such events; and, subject to the Special Forfeiture Provision described later in this summary, any vested stock option that has not already been exercised generally must be exercised, if at all, within 90 days after such event (within one year in the case of death, Disability or Retirement).

**Payment of Exercise Price.** Unless otherwise provided, payment of the exercise price may be made in cash, certified check, bank draft, wire transfer, or money order or, if permitted by the Compensation Committee, by (i) tendering to us shares owned by the participant for at least six months having a Fair Market Value equal to the exercise price; (ii) delivering irrevocable instructions to a broker to deliver to us the amount of sale proceeds with respect to shares having a Fair Market Value equal to the exercise price; or (iii) any combination of the above methods.

**Transfer Restrictions.** ISOs may not be transferred by a participant other than by will or the laws of descent and distribution and may be exercised only by a participant, unless the participant is deceased. In general, similar transfer restrictions apply to nonqualified stock options, except that, in the case of nonqualified stock options, the Compensation Committee has the discretion to permit a participant to transfer a nonqualified stock option to a family member, a trust for the benefit of a family member and to certain family partnerships. Any nonqualified stock option so transferred will be subject to the same terms and conditions of the original grant and may be exercised by the transferee only to the extent the stock option would have been exercisable by the participant had no transfer occurred.



### Other Equity-Based Awards

The Compensation Committee may, from time to time, grant other awards under the Incentive Plan that consist of, or are denominated in, shares. These awards may include, among other things shares, restricted stock units, stock appreciation rights (which lapse no later than the tenth anniversary of grant date, unless the term is extended due to certain Company-imposed blackouts), phantom or hypothetical shares and share units. The Compensation Committee has broad discretion to determine the terms, conditions, restrictions and limitations, if any, that will apply to other equity-based awards granted, except that other equity-based awards designated as qualified performance awards must comply with the requirements of Section 162(m).

### Special Forfeiture Provision

The Compensation Committee has discretion to provide that in the event a participant enters into certain employment or consulting arrangements that are competitive with the Company or any subsidiary or affiliate without first obtaining our written consent, the participant will (i) forfeit all rights under any outstanding stock option or stock appreciation right and return to us the amount of any profit realized upon the exercise; and/or (ii) forfeit and return to us all other stock-based awards that remain subject to the forfeiture provision, as provided in the award agreement.

### Change in Control

Unless otherwise provided by the Compensation Committee, the Incentive Plan provides that, if a change in control occurs and (i) the Common Stock of the Company (or of any direct or indirect parent entity) is publicly traded; and (ii) outstanding restricted stock and stock options will be honored or assumed, or substantially equivalent awards substituted therefor, if a participant's employment is terminated without cause or good reason within a two-year period following such change in control, time vested restricted stock and stock options will become fully vested and exercisable as of the date such participant's employment is terminated. However, if Common Stock of the Company (or the stock of any direct or indirect parent entity) is not publicly traded, or outstanding time vested restricted stock and stock options are not honored or assumed, or substantially equivalent awards substituted therefor, time vested restricted stock and stock options will become fully vested and exercisable as of the date of such change in control.

For purposes of the Incentive Plan, a "change in control" includes, among other things, (a) the acquisition of 35% or more of our voting power; (b) a change in a majority of the incumbent members of our Board of Directors; (c) the sale of all or substantially all our assets; (d) the consummation of certain mergers or other business combinations; and (e) stockholder approval of a plan of liquidation or dissolution.

### Shares Available for Issuance

The maximum number of shares of Common Stock that may be issued under the Incentive Plan is 45,099,377 shares, subject to adjustment as provided under the terms of the Incentive Plan (see "Adjustments" below). As of May 23, 2016, 23,609,058 shares of Common Stock remain available for issuance under the Incentive Plan. The closing price of Common Stock on May 23, 2016 was \$31.05 per share, as reported on the NASDAQ Stock Market. Shares issuable under the Incentive Plan may consist of authorized but unissued shares or shares held in our treasury. In determining the number of shares that remain available under the Incentive Plan, only awards payable in shares are counted. If an Award is terminated by expiration, forfeiture, cancellation or otherwise without issuance of shares, or is settled in cash in lieu of shares, the shares underlying such award will be available for future awards under the Incentive Plan. Also, if shares are tendered or withheld in payment of all or part of the exercise price of a stock option, or in satisfaction of tax withholding obligations, such shares will be available for future awards under the Incentive Plan. To the extent that any option or other award outstanding pursuant to the CA, Inc. 2007 Incentive Plan (the "2007 Plan") expires, is terminated, forfeited or canceled without having been exercised or settled in full, shares subject to such awards will be

added to the share maximum available for issuance under the Incentive Plan; provided, however, that the aggregate number of shares outstanding under the 2007 Plan that may be added to the share maximum will not exceed 10,786,054 shares, the number of shares subject to outstanding awards under the 2007 Plan as of June 6, 2011 (subject to equitable adjustments). No more than 10,000,000 shares may be issued under grants of ISOs during the term of the Incentive Plan. No more than an aggregate of 3,000,000 shares may be awarded in any form to any one participant during any fiscal year of the Company. Any shares (a) delivered by us, (b) with respect to which awards are made and (c) with respect to which we

become obligated to make awards, in each case through the assumption of, or in substitution for, outstanding awards previously granted by an acquired entity, shall not count against the shares available to be delivered pursuant to awards under the Incentive Plan.

#### Adjustments

In the event of any change in the number of issued shares (or issuance of shares of stock other than shares of Common Stock) by reason of any stock split, reverse stock split, or stock dividend, recapitalization, reclassification, merger, consolidation, split-up, spin-off, reorganization, combination, or exchange of shares, the exercisability of stock purchase rights received under the Company's Stockholder Protection Rights Agreement, the issuance of warrants or other rights to purchase shares or other securities, or any other change in corporate structure or in the event of any extraordinary distribution (whether in the form of cash, shares, other securities or other property), the Compensation Committee shall adjust the number or kind of shares that may be issued under the Incentive Plan, and the terms of any outstanding award (including, without limitation, the number of shares subject to an outstanding award, the type of property to which the award relates and the exercise price of a stock option, stock appreciation right or other award) in such manner as the Compensation Committee shall determine is appropriate in order to prevent the dilution or enlargement of the benefits or potential benefits intended to be made available under the Incentive Plan, and such adjustment shall be conclusive and binding for all purposes under the Incentive Plan.

#### Amendment and Termination

The Incentive Plan may be amended or terminated by the Board of Directors at any time without stockholder approval, except that any amendment that either increases the aggregate number of shares that may be issued under the Incentive Plan, decreases the exercise price at which stock options (or stock appreciation rights) may be granted or materially modifies the eligibility requirements for participation in the Incentive Plan requires stockholder approval before it can be effective. No amendment of the Incentive Plan may materially adversely affect any right of any participant with respect to any outstanding Award without the participant's written consent. If not earlier terminated by the Board of Directors, the Incentive Plan will automatically terminate on the tenth anniversary of the 2011 Annual Meeting of stockholders. No awards may be granted under the Incentive Plan after it is terminated, but any previously granted awards will remain in effect until they expire.

#### Summary of Federal Income Tax Consequences of Options and Stock Appreciation Rights

The following is a brief summary of the principal United States federal income tax consequences of stock options and stock appreciation rights under the Incentive Plan, under current United States federal income tax laws. This summary is not intended to constitute tax advice and is not intended to be exhaustive and, among other things, does not describe state, local or foreign tax consequences.

#### Nonqualified Stock Options and Stock Appreciation Rights

A participant will not recognize any income at the time a nonqualified stock option or stock appreciation right is granted, nor will we be entitled to a deduction at that time. When a nonqualified stock option or stock appreciation right is exercised, the participant will recognize ordinary income in an amount equal to the excess of the fair market value of the shares to which the option exercise pertains on the date of exercise over the exercise price (or, for a stock appreciation right, the cash or value of shares received on exercise). Payroll taxes are required to be withheld from the participant on the amount of ordinary income recognized by the participant. We generally will be entitled to a tax deduction with respect to a nonqualified stock option or stock appreciation right at the same time and in the same amount as the participant recognizes income. The participant's tax basis in any shares acquired by exercise of a nonqualified stock option (or received on exercise of a stock appreciation right) will be equal to the exercise price paid

plus the amount of ordinary income recognized.

Upon a sale of the shares received by a participant upon the exercise of a nonqualified stock option, any gain or loss will generally be treated as long-term or short-term capital gain or loss, depending on the how long the participant held such shares prior to sale.



## Incentive Stock Options

A participant will not recognize any income at the time an ISO is granted. Nor will a participant recognize any income at the time an ISO is exercised. However, the excess of the fair market value of the shares on the date of exercise over the exercise price paid will be a preference item that could create an alternate minimum tax liability. If a participant disposes of the shares acquired on exercise of an ISO after the later of two years after the date of grant of the ISO or one year after the date of exercise of the ISO (the “holding period”), the gain (i.e., the excess of the proceeds received on sale over the exercise price paid), if any, will be long-term capital gain eligible for favorable tax rates. If the participant disposes of the shares prior to the end of the holding period, the disposition is a “disqualifying disposition,” and the participant will recognize ordinary income in the year of the disqualifying disposition equal to the excess of the lesser of (i) the fair market value of the shares on the date of exercise; or (ii) the amount received for the shares, over the exercise price paid. The balance of the gain or loss, if any, will be long-term or short-term capital gain or loss depending on how long the shares were held by the participant prior to disposition.

We generally will not be entitled to a deduction as a result of the grant or exercise of an ISO. If a participant recognizes ordinary income as a result of a disqualifying disposition, we will be entitled to a deduction at the same time and in the same amount as the participant recognizes ordinary income.

Internal Revenue Code Section 162(m)

With certain exceptions, Section 162(m) limits deduction for compensation in excess of \$1,000,000 paid to certain “covered employees” whose compensation is reported in the Summary Compensation Table included in the Company’s annual proxy statements. However, compensation paid to such employees will not be subject to such deduction limitation if it is considered “qualified performance-based compensation” (within the meaning of Section 162(m), which, among other requirements, requires stockholder approval of the performance measures available under a plan). Notwithstanding the adoption of the Incentive Plan by stockholders, we reserve the right to pay our employees, including recipients of awards under the Incentive Plan, amounts that may or may not be deductible under Section 162(m) or other provisions of the Internal Revenue Code. In addition, it is possible that performance-based compensation that is intended to be exempt from the deduction limit under Section 162(m) may not meet the requirements to qualify for such exemption.

New Plan Benefits

Future awards under the Incentive Plan will be granted at the discretion of the Compensation Committee. As a result, it is not possible to determine the number and type of awards that will be granted to any person under the Incentive Plan. Information on awards granted to our named executive officers under the Incentive Plan during fiscal year ended March 31, 2016 are reflected in the executive compensation tables, including the Fiscal Year 2016 Grants of Plan Based Awards Table, in this Proxy Statement.

In accordance with SEC rules, the following table lists all options granted to the individuals and groups indicated below since the adoption of the Incentive Plan in 2011.

Persons or Groups of Persons	Options
Michael P. Gregoire President and Chief Executive Officer	2,042,655
Richard J. Beckert Executive Vice President and Chief Financial Officer	609,350
Adam Elster Executive Vice President and Group Executive Worldwide Sales and Services	593,159
Lauren P. Flaherty Executive Vice President and Chief Marketing Officer	696,119
Ayman Sayed Executive Vice President and Chief Products Officer	145,451
All current executive officers as a group(1)	4,738,869
All current directors (who are not executive officers) as a group(2)	—
Each associate of any such director, executive officer or nominees	—
Each other person who received or is to receive 5% of such options, warrants or rights	—
All employees, including all current officers who are not executive officers as a group	652,135

(1) Includes NEOs listed in the table, above.

Mr. Gregoire is the only current director who received options under the Incentive Plan, which he received in his (2) capacity as President and Chief Executive Officer. Non-employee directors are not eligible for grants under the Incentive Plan.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RE-APPROVAL OF THE CA, INC. 2011 INCENTIVE PLAN FOR PURPOSES OF SECTION 162(m) (PROPOSAL 4).



## PROPOSAL 5 — RATIFICATION OF THE NOVEMBER 2015 STOCKHOLDER PROTECTION RIGHTS AGREEMENT

### General

The Board of Directors has authorized, and we have entered into, a Stockholder Protection Rights Agreement dated as of November 30, 2015 (the “Rights Agreement”) with Computershare Trust Company, N.A., as Rights Agent. The Rights Agreement is substantially similar to our expired Stockholder Protection Rights Agreements, which were voted on by, and received the favorable support of, our stockholders in 2013, 2010 and 2007, respectively, although we have included some changes that conform to current market practice with respect to such plans. As with the prior Stockholder Protection Rights Agreements, the Board has directed that our stockholders be given the opportunity to vote on the Rights Agreement at the annual meeting of stockholders.

In addition to seeking stockholder ratification, the Rights Agreement includes other key “stockholder-friendly” features that were part of the expired Stockholder Protection Rights Agreements ratified by stockholders in 2013, 2010 and 2007, including setting the threshold for triggering exercise of the Rights Agreement at 20% of the outstanding shares of Common Stock; a fixed term for the Rights Agreement of only three years if ratified by stockholders; and a provision that states that the stockholders can vote to redeem the rights in the event a Qualifying Offer (described below, which has been revised to more closely follow market practice as it has developed since our first rights agreement was adopted) is made if holders of at least 10% of the outstanding shares of Common Stock request that a special meeting of stockholders be convened for that purpose. A new feature of the Rights Agreement provides that the rights will expire one year from the date of adoption of the Rights Agreement if the Rights Agreement is not ratified by stockholders.

The Board believes that the Rights Agreement is in the best interests of our stockholders and strikes an appropriate balance between allowing the Board to use a rights agreement to increase its negotiating leverage to maximize stockholder value and current best practices giving stockholders a voice in the process. In the case of offers that the Board considers to be coercive, abusive or opportunistic or of an accumulation of shares that could convey control without providing a control premium to all stockholders, the Rights Agreement should provide time for the Board to evaluate that offer, to seek out and secure potentially superior financial alternatives, if available, and ultimately to negotiate the best price for our stockholders if a change of control transaction is to occur and to stop the accumulation of control without paying a control premium. The following is a summary of the material terms of the Rights Agreement. The statements below are only a summary, and we refer you to the full text of the Rights Agreement, which is attached as Exhibit B to this Proxy Statement. Each statement in this summary is qualified in its entirety by reference to the Rights Agreement.

Under the terms of the Rights Agreement, holders of our Common Stock as of December 11, 2015 received one right for every share of our Common Stock held as of the close of business on December 11, 2015. Each share of our Common Stock issued after the close of business on December 11, 2015 and prior to the separation time (described below) will also be issued one corresponding right. The rights trade with and are evidenced by our Common Stock certificates until the separation time. After the separation time, the rights will separate from the Common Stock and each right will entitle the holder to purchase from us 0.001 shares of participating preferred stock at a purchase price of \$120 per share, subject to adjustment. The participating preferred stock is designed so that one one-thousandth of a share is the economic equivalent of a share of Common Stock. After a flip-in date (described below), each non-voided right will entitle the holder to purchase for the exercise price shares of our Common Stock equal in value (as calculated under the terms of the Rights Agreement) to twice the exercise price (as adjusted). The board could also elect to exchange each non-voided right for one share of Common Stock. The rights would also entitle their holders to acquire common stock of an acquiror in the circumstances described below.

The rights serve as an anti-takeover device and encourage third parties who may be interested in acquiring us to negotiate directly with the Board. The rights will not prevent a takeover of us. However, as described below, the rights may cause substantial dilution to a person or group that acquires 20% or more of the outstanding Common Stock unless the rights are first redeemed. Nevertheless, the rights should not interfere with a transaction that is in the best interests of our stockholders because the rights may be redeemed, including by vote of the stockholders under certain circumstances, at any time prior to the flip-in date. The Board's decision to enter into the Rights Agreement was not made in response to, or in anticipation of, any acquisition proposal.

### Events Causing the Exercisability of the Rights

The rights will become exercisable upon the occurrence of the “separation time,” which is defined in the Rights Agreement as the next business day following the earlier to occur of:

the “flip-in date,” which is

the first date of a public announcement by us that any person has become an Acquiring Person under the Rights Agreement, which generally means a person or group that has become the “beneficial owner” of 20% or more of the outstanding Common Stock (Martin Haefner and Eva Maria Bucher-Haefner and their respective affiliates and associates are “grandfathered” under this provision so long as their aggregate ownership of Common Stock does not exceed 25% of the outstanding Common Stock); or

the date and time on which any Acquiring Person becomes the “beneficial owner” of more than 50% of the outstanding shares of Common Stock; or

the tenth business day (or such later date as determined by resolution of the Board) after the date on which any person commences a tender or exchange offer that, if consummated, would result in that person becoming an Acquiring Person.

“Beneficial ownership” is defined broadly to include ownership of stock held by the affiliates or associates of a person, stock which such person is deemed to own under Rules 13d-3 and 13d-5 promulgated pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), stock held by others with whom such person has certain agreements, arrangements or understandings, and certain derivative positions.

Until the separation time, the rights may be transferred only with shares of our Common Stock.

### Effect of “Flip-In Date”

In the event that a flip-in date occurs prior to the expiration or redemption, including by the stockholders under certain circumstances, of the rights, each right (other than rights owned by an Acquiring Person, its affiliates or transferees, which will become void) will thereafter constitute the right to receive, upon exercise for the \$120 exercise price, subject to adjustment, that number of shares of our Common Stock (or, in certain circumstances, cash, property or other securities) having a value equal to two times the exercise price. In addition, the Board may exchange the rights (other than rights that have become void) at any time after a flip-in date and prior to the time that an Acquiring Person becomes the beneficial owner of more than 50% of the outstanding shares of Common Stock in whole or in part, at an exchange ratio of one share of our Common Stock per right. Before effecting such an exchange, the Board may direct us to enter into a trust agreement establishing a trust into which we will issue all or some of the shares of our Common Stock (or other securities) issuable pursuant to the exchange, and all holders of rights entitled to receive shares pursuant to the exchange will only be entitled to receive these shares from the trust upon compliance with the relevant terms of the trust agreement.

Until a right is exercised or exchanged, the holder of the right, by virtue of being a right holder, will have no rights as a stockholder of ours, including, for example, the right to vote or to receive dividends.

### The Board May Redeem the Rights

The Board may, at its option, at any time prior to the flip-in date, redeem all (but not less than all) of the then outstanding rights at a price of \$0.001 per right. The rights will then terminate immediately and each right, whether or not previously exercised, will thereafter represent only the right to receive the redemption price in cash or securities, as determined by the Board.

#### Exercise of Rights for Shares of an Acquiring Company

If, on or after a flip-in date, (i) an Acquiring Person controls the Board or beneficially owns 50% or more of our Common Stock, and we are involved in a merger, consolidation or statutory share exchange and either

(A) that transaction is with that Acquiring Person (or any affiliate or associate thereof) or (B) any term of that transaction relating to the treatment of capital stock that is beneficially owned by the Acquiring Person is not identical to the terms of that transaction relating to capital stock beneficially owned by other holders or (ii) an Acquiring Person controls the Board and we are involved in a sale of more than 50% of our assets or earning power, holders of the rights will then each have the right to receive, upon the exercise thereof at the then current exercise price, common stock of the acquiring company having a market value at the time of the transaction equal to two times the exercise price of the right.

#### Stockholders May Vote to Redeem in the Event of a Qualifying Offer

In the event we receive a Qualifying Offer (that has not been terminated prior thereto and which continues to be a Qualifying Offer), not earlier than 60, nor later than 80, business days following the commencement of the Qualifying Offer, stockholders representing at least 10% of the shares of Common Stock then outstanding may direct the Board to call a special meeting of stockholders to vote to redeem the rights. The Board must then call and hold a meeting to vote on redeeming the rights by the 90th business day following receipt of the stockholder demand for such meeting. If no person has become an Acquiring Person, the offer continues to be a Qualifying Offer and stockholders representing at least a majority of the shares of Common Stock (other than shares held by the offeror) represented at the meeting at which a quorum is present vote in favor of redeeming the rights or the special meeting is not held within the time period required, then the rights will be deemed redeemed immediately prior to the consummation of the Qualifying Offer.

A Qualifying Offer, in summary terms, is an offer with the following characteristics:

- a fully financed all-cash tender offer or an exchange offer offering common stock of the offeror, or a combination thereof, for any and all of the outstanding shares of Common Stock;
- an offer that has commenced within the meaning of Rule 14d-2(a) under the Exchange Act;
- an offer that within 20 business days after its commencement date (or within 10 business days after any increase in the offer consideration) does not result in a nationally recognized investment banking firm retained by the Board of Directors rendering an opinion to the Board of Directors that the consideration being offered to the holders of the Common Stock is either unfair or inadequate;
- an offer that is subject only to the minimum tender condition and other usual and customary terms and conditions, which may include a condition that no change or event has resulted in, or is reasonably expected to result in, a material adverse effect on the Company, but which conditions shall not include any financing, funding, due diligence or similar conditions;
- an offer pursuant to which we have received an irrevocable written commitment of the offeror that the offer will remain open for not less than 60 business days and, if a special meeting is duly requested under the redemption provisions, for at least ten business days after the date of the special meeting or, if no special meeting is held within 90 business days following receipt of the special meeting notice, for at least 10 business days following such 90 business day period;
- an offer conditioned on a minimum of at least a majority of the outstanding shares of Common Stock being tendered and not withdrawn as of the offer's expiration date, which condition shall not be waivable;
- an offer pursuant to which we have received an irrevocable written commitment of the offeror to consummate as promptly as practicable upon successful completion of the offer a second-step transaction whereby all shares of Common Stock not tendered into the offer will be acquired at the same consideration per share actually paid pursuant to the offer, subject to any stockholders' statutory appraisal rights;
- an offer pursuant to which we have received an irrevocable written commitment of the offeror that no amendments will be made to the offer to reduce the offer consideration, change the form of consideration offered, reduce the number of shares being sought, or otherwise change the terms of the offer in a way that is materially adverse to a tendering stockholder; and





if an offer includes common stock of the offeror, (A) the offeror is a publicly owned United States corporation, and its common shares are freely tradable and are listed or admitted to trading on the New York Stock Exchange, the Nasdaq Global Market or the Nasdaq Global Select Market, (B) no stockholder approval of the offeror is required to issue such common stock or, if required, such approval has already been obtained, (C) no other class of voting stock of the offeror is outstanding, and the offeror meets the registrant eligibility requirements for use of Form S-3 for registering securities under the Securities Act of 1933, as amended, including, without limitation, the filing of all required Exchange Act reports in a timely manner during the 12 calendar months prior to the date of commencement of the offer.

#### Adjustments to Exercise Price

The exercise price for each right and the number of shares of participating preferred stock (or other securities or property) issuable upon exercise of the rights are subject to adjustment from time to time to prevent dilution in the event of a Common Stock dividend on, or a subdivision or a combination into a smaller number of shares of, Common Stock, or the issuance or distribution of any securities or assets in respect of, in lieu of, or in exchange for, Common Stock.

#### Amendments to Terms of the Rights; Suspension of Exercisability or Exchangeability

Any of the terms or provisions of the Rights Agreement may be amended by the Board prior to the flip-in date. After that time, the provisions of the Rights Agreement may be amended by the Board in order to cure any ambiguity, defect or inconsistency, to make changes that do not materially adversely affect the interests of holders of rights (other than the Acquiring Person or its affiliates or associates) or to satisfy any applicable law, rule or regulation.

#### Term

If the stockholders ratify the Rights Agreement, the rights will expire at the close of business on November 30, 2018, unless earlier redeemed, exercised or exchanged by us as described above. If the stockholders do not ratify the Rights Agreement, the rights will expire on November 30, 2016.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE PROPOSAL TO RATIFY THE RIGHTS AGREEMENT (PROPOSAL 5).**

INFORMATION REGARDING BENEFICIAL OWNERSHIP  
OF PRINCIPAL STOCKHOLDERS, THE BOARD AND MANAGEMENT

The following table sets forth information, based on data provided to us, with respect to beneficial ownership of shares of Common Stock as of May 23, 2016 for (1) each person known by us to beneficially own more than five percent of the outstanding shares of Common Stock, (2) each of our directors and nominees for election as directors, (3) the Named Executive Officers set forth in the Fiscal Year 2016 Summary Compensation Table, above (including Mr. Gregoire, who is listed under the “Directors and Nominees” heading), and (4) all of our directors, nominees and executive officers as a group. The table also sets forth separately the number of shares of Common Stock underlying deferred stock units and restricted stock units held by each of our directors and officers as of May 23, 2016. Percentage of beneficial ownership is based on 417,451,696 shares of Common Stock outstanding as of May 23, 2016. Unless otherwise indicated, the address for the following stockholders is c/o CA, Inc., 520 Madison Avenue, New York, New York 10022.

Beneficial Owner	Number of Shares Beneficially Owned(1)(2)	Percent of Class	Shares Underlying Deferred Stock Units or Restricted Stock Units(3)
<b>Holders of More Than 5%:</b>			
Careal Holding AG	103,836,580(4)	24.87%	—
Martin Haefner			
Eva Maria Bucher-Haefner			
Macquarie Group Limited(5)	21,766,044	5.21	—
<b>Directors and Nominees:</b>			
Jens Alder	—	*	32,467
Raymond J. Bromark	1,000	*	58,922
Gary J. Fernandes	1,125	*	119,667
Michael P. Gregoire	1,586,724	*	—
Rohit Kapoor	20,000	*	46,806
Jeffrey G. Katz	—	*	8,161
Kay Koplovitz	—	*	48,571
Christopher B. Lofgren	—	*	77,256
Richard Sulpizio	—	*	44,339
Laura S. Unger	—	*	64,649
Arthur F. Weinbach	25,000	*	106,820
Renato (Ron) Zambonini	25,000	*	61,478
<b>Named Executive Officers (Non-Directors):</b>			
Richard J. Beckert	491,860	*	—
Adam Elster	440,702	*	—
Lauren P. Flaherty(6)	440,991	*	18,756
Ayman Sayed(7)	21,400	*	129,856
All Directors, Nominees and Executive Officers as a Group (19 persons)	3,424,402	*	840,954

\*Represents less than 1% of the Common Stock outstanding.



- (1) Except as indicated below, all persons have represented to us that they exercise sole voting power and sole investment power with respect to their shares.

The amounts shown in this column include the following shares of Common Stock issuable upon exercise of stock options that either are currently exercisable or will become exercisable within 60 days after May 23, 2016: Mr. Beckert, 424,122; Mr. Elster, 324,341; Ms. Flaherty, 369,118; Mr. Gregoire, 1,329,196; and all directors, nominees and executive officers as a group, 2,696,682. The amounts shown in this column include the following shares of restricted stock that are currently unvested and subject to tax withholding and over which the respective beneficial owner holds sole voting power but no investment power: Mr. Beckert, 44,610; Mr. Elster, 45,530; Ms. Flaherty, 37,042; Mr. Gregoire, 142,766; Mr. Sayed, 21,400; and all directors, nominees and executive officers as a group, 344,274. The amounts shown in this column include the following shares of Common Stock that are owned jointly with a spouse and over which the respective beneficial owner holds shared voting power and shared investment power: Mr. Zambonini, 25,000; and all directors, nominees and executive officers as a group, 25,000.

(3) Under our prior and current compensation plans for non-employee directors, directors have received a portion of their fees in the form of deferred stock units. In January immediately following termination of service, a director receives shares of Common Stock in an amount equal to the number of deferred stock units accrued in the director's deferred compensation account. Although the deferred stock units are derivative equity securities owned by the directors, the deferred stock units are not included in the column headed "Number of Shares Beneficially Owned" because the directors do not currently have the right to dispose of or to vote the underlying shares of Common Stock. See "Compensation of Directors" for more information.

(4) Information (including information in this footnote) is based solely on the Schedule 13D/A filed jointly with the SEC on December 2, 2015 by Careal Holding AG ("Careal"), Martin Haefner, Eva Maria Bucher-Haefner and BigPoint Holding AG ("BigPoint"), except for "Percent of Class" and the beneficial ownership percentages in this footnote, which have been calculated based on the number of shares of Common Stock outstanding as of May 23, 2016. Careal is a holding company of which 50% of the shares are owned by Mr. Haefner and 50% of the shares are owned by Ms. Bucher-Haefner. BigPoint is a holding company for certain of Mr. Haefner's investments and is wholly owned by him. Careal has sole voting and dispositive power over 66,763,380 shares (representing 15.99% of class). Mr. Haefner has sole voting power over 37,070,000 shares (20,000 of which are held by Mr. Haefner and 37,050,000 of which are held by BigPoint) and shared voting and dispositive power over 66,766,580 shares (66,763,380 of which are held by Careal and 3,200 of which are held by the spouse of Mr. Haefner), for a total of 103,836,580 shares beneficially owned by Mr. Haefner (representing 24.87% of class). Ms. Bucher-Haefner has shared voting and dispositive power over the 66,763,380 shares held by Careal (representing 15.99% of class). BigPoint has sole voting and dispositive power over 37,050,000 shares (representing 8.88% of class). The principal place of business of each of Careal, Mr. Haefner, Ms. Bucher-Haefner and BigPoint is Utoquai 49, 8022 Zurich, Switzerland.

(5) Information (including information contained in this footnote) is based solely on the Schedule 13G filed jointly with the SEC on March 7, 2016, except for "Percent of Class", which has been calculated based on the number of shares of Common Stock outstanding as of May 23, 2016, with respect to beneficial ownership of 21,766,044 shares by Macquarie Group Limited, Macquarie Bank Limited, Macquarie Investment Management Limited, Macquarie Investment Management Austria Kapitalanlage AG, Delaware Management Holdings, Inc. and Delaware Management Business Trust. Macquarie Group Limited and Macquarie Bank Limited have no voting or dispositive power of these shares. Macquarie Investment Management Limited has sole voting and dispositive power over 7,400 shares; Macquarie Investment Management Austria Kapitalanlage AG has sole voting and dispositive power over 118,426 shares; and Delaware Management Holdings Inc. and Delaware Management Business Trust have sole voting and dispositive power over 20,861,117 shares. The principal business address of Macquarie Group Limited is 50 Martin Place Sydney, NSW, Australia.

As of May 23, 2016, Ms. Flaherty holds 18,756 restricted stock units that are not included in the column headed (6) "Number of Shares Beneficially Owned" because Ms. Flaherty does not currently, and will not within 60 days after May 23, 2016, have the right to dispose of or vote the underlying shares of Common Stock.

As of May 23, 2016, Mr. Sayed holds 129,856 restricted stock units that are not included in the column headed (7) "Number of Shares Beneficially Owned" because Mr. Sayed does not currently, and will not within 60 days after May 23, 2016, have the right to dispose of or vote the underlying shares of Common Stock.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), requires our directors, executive officers, principal accounting officer and persons who beneficially own more than 10% of our Common Stock to file with the SEC initial reports of ownership and reports of changes in beneficial ownership of Common Stock and other equity securities of the Company. We assist our directors and officers by monitoring transactions and completing and filing Section 16 reports on their behalf. Based solely on a review of the copies of Section 16 reports in our possession and on written representations from reporting persons, we believe that during fiscal year 2016 all required reports for our directors, executive officers, principal accounting officer and persons who beneficially own more than 10% of our Common Stock were filed on a timely basis.

#### STOCKHOLDER PROPOSALS FOR OUR 2017 ANNUAL MEETING

The submission deadline for stockholder proposals to be included in our proxy materials for the 2017 annual meeting pursuant to rule 14a-8 of the Exchange Act is February [\_\_\_], 2017, except as may otherwise be provided in rule 14a-8. All such proposals must be received by the Corporate Secretary at CA, Inc., 520 Madison Avenue, New York, New York 10022 by the required deadline in order to be considered for inclusion in the Company’s 2017 proxy materials.

#### ADVANCE NOTICE PROCEDURES FOR OUR 2017 ANNUAL MEETING

Under our By-laws, director nominations and other business may be brought at the annual meeting only by or at the direction of the Board of Directors or by a stockholder entitled to vote who has delivered notice to us containing certain information specified in the By-laws (1) not less than 90 days nor more than 120 days prior to the anniversary date of the preceding year’s annual meeting, or (2) if the meeting date is changed by more than 30 days from such anniversary date, not later than the close of business on the tenth day following the date notice of such meeting is mailed or made public, whichever is earlier. Accordingly, the notice for nominating directors at, or bringing other business before, the 2017 annual meeting must be submitted no earlier than April 5, 2017 and no later than May 5, 2017 (unless the date of the meeting is changed by more than 30 days). A copy of the full text of the By-law provisions discussed above may be obtained by writing to the Corporate Secretary at CA, Inc., 520 Madison Avenue, New York, New York 10022. If the stockholder does not also comply with the requirements of rule 14a-4 of the Exchange Act, we may exercise discretionary voting authority under proxies we solicit to vote in accordance with our best judgment on any such nomination or other business submitted by a stockholder.

#### OTHER BUSINESS

The Board of Directors knows of no other business to be acted upon at the meeting. However, if any other business properly comes before the meeting or any adjournment or postponement, it is the intention of the persons named in the Company’s proxy to vote the shares represented thereby on those matters in accordance with their best judgment.

#### FORM 10-K

A COPY OF OUR ANNUAL REPORT ON FORM 10-K WILL BE SENT WITHOUT CHARGE TO ANY STOCKHOLDER WHO REQUESTS IN WRITING, ADDRESSED TO:

CA, INC.

ATTN.: INVESTOR RELATIONS DEPARTMENT

520 MADISON AVENUE, NEW YORK, NEW YORK 10022

OUR ANNUAL REPORT ON FORM 10-K MAY ALSO BE OBTAINED VIA THE INTERNET AT [WWW.CA.COM/INVEST](http://WWW.CA.COM/INVEST).



**INCORPORATION BY REFERENCE**

To the extent that this Proxy Statement is incorporated by reference into any other filing by us under the Securities Act of 1933, as amended, or the Exchange Act, the sections of this Proxy Statement entitled “Audit Committee Report” and “Compensation and Human Resources Committee Report on Executive Compensation” (to the extent permitted by the rules of the SEC), as well as the exhibits to this Proxy Statement, will not be deemed incorporated, unless specifically provided otherwise in such filing.

Dated: June [\_\_], 2016

New York, New York

## SUPPLEMENTAL FINANCIAL INFORMATION

## Non-GAAP Financial Measures

This Proxy Statement includes certain financial measures that exclude the impact of certain items and therefore have not been calculated in accordance with U.S. generally accepted accounting principles (“GAAP”). Non-GAAP metrics for operating expenses, operating income, operating margin and income from continuing operations exclude the following items: share-based compensation expense, non-cash amortization of purchased software and other intangible assets, charges relating to rebalancing initiatives that are large enough to require approval from the Company’s Board of Directors, fiscal 2007 restructuring costs and certain other gains and losses. The Company began expensing costs for internally developed software where development efforts commenced in the first quarter of fiscal 2014. Due to this change, the Company also adds back capitalized internal software costs and excludes the amortization of internally developed software costs previously capitalized from these non-GAAP metrics. Adjusted cash flow from operations excludes payments associated with the fiscal 2014 Board-approved rebalancing initiative (as described above), capitalized software development costs (as described above), and restructuring and other payments. In addition, the non-GAAP metrics reported in this Proxy Statement exclude internally reported results from any acquisition that had a purchase price of \$50 million or greater during the performance period and that was not contemplated at the time the respective target performance goals were established. The Company presents constant currency information to provide a framework for assessing how the Company’s underlying businesses performed excluding the effect of foreign currency rate fluctuations. To present this information, current and comparative prior period results for entities reporting in currencies other than U.S. dollars are converted into U.S. dollars at the exchange rate in effect on the last day of the Company’s prior fiscal year (i.e., March 31, 2015, March 31, 2014 and March 31, 2013, respectively). Constant currency excludes the impacts from the Company’s hedging program. These non-GAAP financial measures may be different from non-GAAP financial measures used by other companies. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. By excluding these items, non-GAAP financial measures facilitate management’s internal comparisons to the Company’s historical operating results and cash flows, to competitors’ operating results and cash flows, and to estimates made by securities analysts. Management uses these non-GAAP financial measures internally to evaluate its performance and they are key variables in determining management incentive compensation. The Company believes these non-GAAP financial measures are useful to investors in allowing for greater transparency of supplemental information used by management in its financial and operational decision-making. In addition, the Company has historically reported similar non-GAAP financial measures to its investors and believes that the inclusion of comparative numbers provides consistency in its financial reporting.

Stockholders are encouraged to review the reconciliation of the non-GAAP financial measures included in the “Compensation Discussion and Analysis” section of this Proxy Statement to their most directly comparable GAAP financial measures, which are included in the following tables.

CA, Inc.

Reconciliation of GAAP Results to Fiscal Year 2016 Non-GAAP Revenue Growth  
(unaudited)

(dollars in millions)

	Fiscal Year Ended		
	March 31,		
	2016	2015	Delta
Revenue	\$4,025	\$4,262	(237)
Adjustment from acquisitions (Rally/Xceedium)	(97 )	—	(97 )
Impact of foreign currency exchange	—	(212 )	212
Revenue in constant currency adjusted for acquisitions(1)	\$3,928	\$4,050	(122)
y/y decline in constant currency(1)	(3.0 )%		

Constant currency information is presented to provide a framework for assessing how the Company's underlying businesses performed excluding the effect of foreign currency rate fluctuations. To present this information, current (1) and comparative prior period results for entities reporting in currencies other than U.S. dollars are converted into U.S. dollars at the exchange rate in effect on March 31, 2015, which was the last day of the prior fiscal year.

Constant currency excludes the impacts from the Company's hedging program.

Refer to "Compensation Discussion and Analysis — Performance Measure Definitions — Fiscal 2016 Annual Performance Cash Incentive Awards" for a definition of the fiscal year 2016 non-GAAP revenue growth calculation.

Certain non-material differences may arise versus actual from impact of rounding.

CA, Inc.

Reconciliation of GAAP Results to Fiscal Year 2016 Non-GAAP Operating Margin  
(Income from Continuing Operations Before Interest and Income Taxes)

(unaudited)

(dollars in millions)

	Fiscal Year Ended March 31, 2016
Revenue	\$4,025
Adjustment for acquisitions (Rally/Xceedium)	(97 )
Revenue adjusted for acquisitions	\$3,928
GAAP income from continuing operations before interest and income taxes	\$1,135
GAAP operating margin (% of revenue)(1)	28.2 %
Non-GAAP adjustments to expenses:	
Costs of licensing and maintenance(2)	\$7
Cost of professional services(2)	4
Amortization of capitalized software costs(3)	256
Selling and marketing(2)	34
General and administrative(2)	35
Product development and enhancements(2)	17
Depreciation and amortization of other intangible assets(4)	44
Other expenses, net(5)	(1 )
Total Non-GAAP adjustment to operating expenses	\$396
Non-GAAP operating income (income from continuing operations before interest and income taxes)	\$1,531
Non-GAAP operating margin (% of revenue)(6)	38.0 %
Non-GAAP adjustment for acquisitions, net (Rally/Xceedium)	\$52
Non-GAAP operating income (income from continuing operations before interest and income taxes) adjusted for acquisitions	\$1,583
Non-GAAP operating margin adjusted for acquisitions (% of revenue)(7)(8)	40.3 %