

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form 424B3

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 424B3

January 27, 2003

PROSPECTUS SUPPLEMENT NO. 1 TO PROSPECTUS DATED JANUARY 15, 2003
 OF
 COMPUTER ASSOCIATES INTERNATIONAL, INC.
 RELATING TO
 RESALES BY SELLING SECURITYHOLDERS
 OF
 5% CONVERTIBLE SENIOR NOTES
 AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE SENIOR NOTES

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement.

1. SELLING HOLDERS

THE INFORMATION IN THE FOLLOWING TABLE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE RELEVANT SECTION IN THE PROSPECTUS.

SELLING HOLDER	AGGREGATE PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	SHARES OF COMMON STOCK OFFERED
Banc of America Securities LLC.....	\$11,690,000	480,278	480,278
BN Convertible Securities Top Fund(1)....	350,000	14,379	14,379
BP Amoco PLC Master Trust(4).....	1,217,000	49,999	49,999
Canyon Capital Arbitrage Master Fund, Ltd.(2).....	12,450,000	511,503	511,503
Canyon Value Realization Fund (Cayman), Ltd.(3).....	17,135,000	703,984	703,984
Canyon Value Realization Mac 18, Ltd. (RMF) (2).....	2,845,000	116,885	116,885
Canyon Value Realization Fund L.P.(2)....	9,070,000	372,637	372,637
The Estate of James Campbell(4).....	278,000	11,421	11,421
Federated Rural Electric Insurance Exchange(1).....	600,000	24,650	24,650
Field Holdings(1).....	60,000	2,465	2,465
Gulf Investment Corporation(1).....	340,000	13,968	13,968
The Hotel Union & Hotel Industry of Hawaii Pension Plan(4).....	380,000	15,612	15,612
Indiana Lumbermens Mutual Insurance Company(1).....	450,000	18,488	18,488
The James Campbell Corporation(4).....	230,000	9,449	9,449
Lehman Brothers Inc.....	3,270,000	134,346	134,346
Michigan Mutual Insurance Company(1)....	500,000	20,542	20,542
Sphinx Convertible Arb Fund SPC(4).....	263,000	10,805	10,805
United National Insurance Company(1)....	800,000	32,867	32,867
Viacom Inc. Pension Plan Master Trust(4).....	37,000	1,520	1,520
Zazove Convertible Arbitrage Fund, LP.(1).....	2,000,000	82,169	82,169
Zurich Institutional Benchmarks Master			

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form 424B3

Fund Ltd(1).....	1,000,000	41,084	41,084
Zurich Institutional Benchmarks Master Fund Ltd(4).....	2,000,000	82,169	82,169

- (1) Zazove Associates LLC is the registered investment advisor with discretionary authority to exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Gene T. Pretti is the Chief Executive Officer of Zazove Associates LLC.
- (2) Canyon Capital Advisers, LLC exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner are the partners of Canyon Capital Advisers, LLC.
- (3) Joshua S. Friedman, Mitchell R. Julis and R. Christian B. Evenson exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
- (4) SSI Investment Management has voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. The majority shareholders of SSI Investment Management are John Gottfurcht, Amy Jo Gottfurcht and George Douglas.

2. PLAN OF DISTRIBUTION

THE FOLLOWING SENTENCE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE SIXTH PARAGRAPH IN THE RELEVANT SECTION IN THE PROSPECTUS.

The following selling holders are underwriters within the meaning of the Securities Act: Banc of America Securities, LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Jefferies & Company Inc., JP Morgan Securities, Inc., Lehman Brothers Inc., Salomon Smith Barney, Inc., UBS AG Cvt Prop, UBS Warburg LLC, Van Kampen Equity Income Fund and Weiss, Peck & Greer, LLC.

Prospectus Supplement dated January 27, 2003.