

CA, INC.  
Form 8-K  
August 05, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report: August 3, 2011  
(Date of earliest event reported)**

**CA, Inc.**  
(Exact name of registrant as specified in charter)  
**Delaware**  
(State or other jurisdiction of incorporation)

**1-9247**

(Commission File Number)

**13-2857434**

(IRS Employer Identification No.)

**One CA Plaza  
Islandia, New York**

(Address of principal executive offices)

**11749**

(Zip Code)

**(800) 225-5224**

(Registrant's telephone number, including area code)

**Not applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The annual meeting of stockholders of CA, Inc. (the Company) was held on August 3, 2011.

(b) The final voting results on the proposals presented at the meeting are set forth below.

**1. Election of Directors:**

|                        | Shares For  | Shares Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|----------------|-------------|------------------|
| Raymond J. Bromark     | 372,206,540 | 47,804,392     | 386,400     | 22,151,300       |
| Gary J. Fernandes      | 372,694,767 | 47,315,527     | 387,038     | 22,151,300       |
| Rohit Kapoor           | 375,386,177 | 33,256,911     | 11,754,244  | 22,151,300       |
| Kay Koplovitz          | 372,565,121 | 47,400,228     | 431,983     | 22,151,300       |
| Christopher B. Lofgren | 375,105,667 | 44,914,100     | 377,565     | 22,151,300       |
| William E. McCracken   | 375,647,916 | 44,367,275     | 382,141     | 22,151,300       |
| Richard Sulpizio       | 372,724,719 | 47,288,475     | 384,138     | 22,151,300       |
| Laura S. Unger         | 375,543,069 | 44,501,143     | 353,120     | 22,151,300       |
| Arthur F. Weinbach     | 370,027,051 | 50,007,483     | 362,798     | 22,151,300       |
| Renato (Ron) Zambonini | 373,019,602 | 47,010,737     | 366,993     | 22,151,300       |

**2. Proposal 2 Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2012:**

|            | Shares For  | Shares Against | Abstentions | Broker Non-Votes |
|------------|-------------|----------------|-------------|------------------|
| Proposal 2 | 405,141,329 | 37,230,674     | 176,629     | 0                |

**3. Proposal 3 Advisory vote on compensation of the Company's Named Executive Officers:**

|            | Shares For  | Shares Against | Abstentions | Broker Non-Votes |
|------------|-------------|----------------|-------------|------------------|
| Proposal 3 | 367,493,570 | 52,686,850     | 216,912     | 22,151,300       |

**4. Proposal 4 Advisory vote on the frequency of the advisory vote on compensation of the Company's Named Executive Officers:**

|            | Shares For One Year | Shares For Two Years | Shares For Three Years | Abstentions | Broker Non-Votes |
|------------|---------------------|----------------------|------------------------|-------------|------------------|
| Proposal 4 | 375,510,760         | 405,585              | 30,768,688             | 13,712,299  | 22,151,300       |

**5. Proposal 5 Approval of the CA, Inc. 2011 Incentive Plan:**

|            | Shares For  | Shares Against | Abstentions | Broker Non-Votes |
|------------|-------------|----------------|-------------|------------------|
| Proposal 5 | 347,139,472 | 72,826,605     | 431,255     | 22,151,300       |

**6. Proposal 6 Approval of the CA, Inc. 2012 Employee Stock Purchase Plan:**

|  | Shares For  | Shares Against | Abstentions | Broker Non-Votes |
|--|-------------|----------------|-------------|------------------|
| Proposal 6   | 415,801,287 | 4,193,520      | 402,525     | 22,151,300       |
| (d) Disclosure regarding the frequency of the stockholder advisory vote on compensation of the Company's Named Executive Officers: |             |                |             |                  |

A majority of the votes cast by stockholders voted, on an advisory basis, to hold an annual advisory vote on compensation of the Company's Named Executive Officers. The Company's Board of Directors had recommended an annual advisory vote in the Company's 2011 Annual Proxy Statement. Therefore, the Board of Directors has determined that it will include a stockholder advisory vote on compensation of its Named Executive Officers in its proxy materials annually until the next advisory vote on the frequency of the advisory vote on compensation of the Company's Named Executive Officers, which will occur no later than the Company's 2017 annual meeting of stockholders.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CA, Inc.

Date: August 5, 2011

By: /s/ C.H.R. DuPree  
C.H.R. DuPree  
Senior Vice President, Corporate  
Governance, and Corporate Secretary