

CA, INC.
Form 10-Q/A
July 30, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A
Amendment No. 1**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2009

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 1-9247

CA, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2857434

(I.R.S. Employer Identification
Number)

One CA Plaza

Islandia, New York

(Address of principal executive offices)

11749

(Zip Code)

1-800-225-5224

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

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APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Title of Class	Shares Outstanding
Common Stock	as of July 17, 2009
par value \$0.10 per share	523,799,655

CA, Inc.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to CA, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 (the "Form 10-Q") is to furnish Exhibit 101 to the Form 10-Q. Exhibit 101 consists of the following materials from CA, Inc.'s Form 10-Q for the quarterly period ended June 30, 2009, filed with the Securities and Exchange Commission on July 24, 2009, formatted in XBRL (eXtensible Business Reporting Language):

- (i) unaudited Condensed Consolidated Balance Sheets June 30, 2009 and March 31, 2009;
 - (ii) unaudited Condensed Consolidated Statements of Operations Three Months Ended June 30, 2009 and 2008;
 - (iii) unaudited Condensed Consolidated Statements of Cash Flows Three Months Ended June 30, 2009 and 2008;
and
 - (iv) Notes to the unaudited Condensed Consolidated Financial Statements June 30, 2009 tagged as blocks of text.
- No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q and has not been updated to reflect events occurring subsequent to the original filing date.
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Item 6. EXHIBITS

Regulation S-K

Exhibit Number

3.1	Amended and Restated Certificate of Incorporation.	Previously filed as Exhibit 3.3 to the Company's Current Report on Form 8-K dated March 6, 2006, and incorporated herein by reference.
3.2	By-Laws of the Company, as amended.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 23, 2007, and incorporated herein by reference.
10.1*	Schedules C (as amended) to CA, Inc. Change in Control Severance Policy.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
10.2*	Form of Restricted Stock Award Agreement for Kenneth V. Handal.	Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
10.3*	Summary of compensation arrangement with Kenneth V. Handal.	Previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
10.4*	Summary of compensation arrangement with non-executive Chairman of the Board.	Previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.

**Exhibit
Number**

12.1	Statement of Ratio of Earnings to Fixed Charges.	Previously filed as Exhibit 12.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
15	Accountants acknowledgment letter.	Previously filed as Exhibit 15 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
31.1	Certification of the CEO pursuant to §302 of the Sarbanes-Oxley Act of 2002.	Previously filed as Exhibit 31.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
31.2	Certification of the CFO pursuant to §302 of the Sarbanes-Oxley Act of 2002.	Previously filed as Exhibit 31.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
32	Certification pursuant to §906 of the Sarbanes-Oxley Act of 2002.	Previously filed as Exhibit 32 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and incorporated herein by reference.
101	The following financial statements from CA Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, filed on July 24, 2009, formatted in XBRL (eXtensible Business Reporting Language): (i) unaudited Condensed Consolidated Balance Sheets June 30, 2009 and March 31, 2009; (ii) unaudited Condensed Consolidated Statements of Operations - Three Months Ended June 30, 2009 and 2008; (iii) unaudited Condensed Consolidated Statements of Cash Flows Three Months Ended June 30, 2009 and 2008; and (iv) Notes to unaudited Condensed Consolidated Financial Statements June 30, 2009 tagged as blocks of text.	Furnished herewith.

* Management contract or

compensatory
plan or
arrangement

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 thereunto duly authorized.

CA, INC.

By: /s/ John A. Swainson
John A. Swainson
Chief Executive Officer

By: /s/ Nancy E. Cooper
Nancy E. Cooper
Executive Vice President and Chief
Financial Officer

Dated: July 30, 2009