

COMPUTER ASSOCIATES INTERNATIONAL INC
Form 8-K
December 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

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

December 5, 2002
Date of Report: (Date of earliest event reported)

Computer Associates International, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-9247	13-2857434
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(State or Other Jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
One Computer Associates Plaza, Islandia, New York		11749
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(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (631) 342-6000
Not Applicable

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

ITEM 5. OTHER EVENTS.

On December 5, 2002, Computer Associates International, Inc. (the "Company") announced that it proposed to sell approximately \$400 million principal amount of Convertible Senior Notes due 2009 through a private offering to be issued pursuant to Rule 144A and offshore under Regulation S. The Company's press release dated December 5, 2002, relating to the proposed offering and issued pursuant to Rule 135c under the Securities Act of 1933, as amended, is attached hereto as Exhibit 99.1. Also on December 5, 2002, the Company announced the pricing of a private offering of up to \$460 million aggregate principal amount of 1 5/8% Convertible Senior Notes due in 2009 (the "Notes") to be issued pursuant to Rule 144A and offshore under Regulation S. The Company's press release dated December 5, 2002, relating to the offering and issued pursuant to Rule 135c under the Securities Act of

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1933, as amended, is attached hereto as Exhibit 99.2. On December 11, 2002, the Company announced the closing of the sale of the Notes. The Company's press release dated December 11, 2002, relating to the sale and issued pursuant to Rule 135c under the Securities Act of 1933, as amended, is attached hereto as Exhibit 99.3.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit No.	Exhibit
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99.1	Press Release of Computer Associates International, Inc. dated December 5, 2002.
99.1	Press Release of Computer Associates International, Inc. dated December 5, 2002.
99.2	Press Release of Computer Associates International, Inc. dated December 11, 2002.

SIGNATURES

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

Computer Associates International, Inc.

Dated: December 13, 2002

By: /s/ Ira Zar

Ira Zar
Executive Vice President and
Chief Financial Officer