

COMPUTER ASSOCIATES INTERNATIONAL INC
Form DFAN14A
June 25, 2001

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
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:

- | | | | |
|-------------------------------------|---|--------------------------|---------------------------------|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, For Use of the C |
| <input type="checkbox"/> | Definitive Proxy Statement | | (as permitted by Rule 14a-6(e)) |
| <input type="checkbox"/> | Definitive Additional Materials | | |
| <input checked="" type="checkbox"/> | Soliciting Material Pursuant to Rule 14a-12 | | |

COMPUTER ASSOCIATES INTERNATIONAL, INC.
(Name of Registrant as Specified in its Charter)

RANGER GOVERNANCE, LTD.
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

Ranger Governance, Ltd., a Texas limited partnership ("Ranger") is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission in connection with a solicitation of proxies (the "Solicitation") in support of electing Ranger nominees to the board of directors of Computer Associates International, Inc. ("Computer Associates") at the 2001 annual meeting of stockholders of Computer Associates.

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SAM WYLY CALLS COMPUTER ASSOCIATES' TOP MANAGERS 'ARROGANT' FOR IGNORING MAJORITY OF SHAREHOLDERS

Dallas, Texas, June 25, 2001 - Ranger Governance, Ltd. today issued the following statement by Sam Wyly regarding Computer Associates' (NYSE: CA) efforts to use the support of its largest shareholder Walter Haefner as an excuse to ignore all other shareholders.

"It is the height of arrogance for Wang and Kumar to publicize Walter Haefner's pledge of support as a way to intimidate other shareholders from casting their vote against this inept management. It is exactly this kind of autocratic attitude that has caused management to ignore and abuse all CA shareholders by destroying shareholder value over the past five years.

"This is an election, and, so far, no votes have been cast. If the last Presidential election holds any lesson, it's that every vote really does count, and carrying California does not necessarily mean you win.

"I have the highest respect and admiration for Walter Haefner, and that will not change regardless of how he ultimately votes. Walter's CA stock comes from his investment in a company I founded, University Computing, whose products continue to be the heart of CA's systems software.

"Wang and Kumar have reported to him obediently at the end of each quarter - as if he were the Company's only shareholder - and they care little about all of the other shareholders.

"Based on what investors are telling us, we believe there will be overwhelming support for our proposal to elect new, independent, proven leadership for CA,

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and for our plan to remake Computer Associates into a growth company. Usually shareholders have no choice: the incumbents have a monopoly. This time the owners have a choice."

Ranger Governance, a Dallas-based investment company created by entrepreneurs Sam Wyly and Charles Wyly, announced on June 21st that it has initiated a proxy solicitation of the stockholders of Computer Associates, nominating a slate of replacements for the Company's current Board of Directors, and proposing a comprehensive restructuring plan to maximize shareholder value, position Computer Associates for future growth, and dramatically improve its relations with customers, employees and investors.

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About Ranger Governance, Ltd.

Ranger Governance is an affiliate of Ranger Capital Group, a multi-manager investment fund based in Dallas, Texas. More information about Ranger Governance is available at www.rangergov.com.

Contact:

Michael Gross or Eric Andrus

212.484.7634

IMPORTANT INFORMATION

Ranger Governance plans to file a proxy statement with the Securities and Exchange Commission relating to Ranger Governance's solicitation of proxies from the stockholders of Computer Associates with respect to the Computer Associates 2001 annual meeting of stockholders. RANGER GOVERNANCE ADVISES SECURITY HOLDERS TO READ ITS PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Ranger's proxy statement will be available for free at www.sec.gov, along with any other relevant documents. You may also obtain a free copy of Ranger's proxy statement, when it becomes available, by writing to Ranger Governance at 300 Crescent Court, Suite 1000, Dallas, Texas 75201, by contacting Morrow & Co., Inc. at 212-754-8000, or at www.rangergov.com. Detailed information regarding the names, affiliation and interests of individuals who may be deemed participants in the solicitation of proxies of Computer Associates' shareholders is available in the Soliciting Materials on Schedule 14A filed by Ranger Governance with the SEC.

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MEDIA ADVISORY

RANGER GOVERNANCE TO WEBCAST CONFERENCE WITH INSTITUTIONAL INVESTORS AND FINANCIAL ANALYSTS ON PLAN FOR COMPUTER ASSOCIATES

Dallas, Texas, June 25, 2001 - Ranger Governance, Ltd. will Webcast live a meeting with institutional investors and financial analysts at which Sam Wyly will discuss Ranger's plan for Computer Associates International, Inc. (NYSE: CA).

The Webcast will be held on Tuesday, June 26, 2001 from 8:10 a.m. to 9:30 a.m.

EST, and will be available at www.rangergov.com. Participants will include:

. Sam Wyly, Manager, Ranger Capital and Founder of University Computing

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Company, Sterling Software, Sterling Commerce and other companies;

- . Stephen Perkins, Member of Ranger Governance's proposed Board for Computer Associates and Co-Founder of Sterling Commerce; and
- . George Ellis, Advisor to Ranger Governance and former CFO of Sterling Software.

Ranger Governance announced on June 21 that it has initiated a proxy solicitation of the stockholders of Computer Associates, nominating a slate of replacements for the Company's current Board of Directors, and proposing a comprehensive restructuring plan to maximize shareholder value, position Computer Associates for future growth, and dramatically improve its relations with customers, employees and investors.

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Important Information

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**Proposed
Maximum
Offering Price
Per Share (1)**

**Proposed
Maximum
Aggregate
Offering Price (1)**

**Amount of
Registration Fee**

Common Stock, \$0.001 par value

1,500,000

\$

1.68

\$

2,520,000

\$

77.36

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the Nasdaq Capital Market on March 23, 2007.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement is being filed in accordance with General Instruction E to Form S-8 for the purpose of registering 1,500,000 shares of common stock, \$0.001 par value, of Heska Corporation (the Registrant), reserved for issuance under the 1997 Stock Incentive Plan of Heska Corporation (the Plan). These shares are additional securities of the same class as other securities for which Registration Statements of the Registrant on Forms S-8 relating to the same employee benefit plan are effective.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission (the Commission) on July 9, 1997, File No. 333-30951; August 21, 1997, File No. 333-34111; February 27, 1998, File No. 333-47129; February 11, 1999, File No. 333-72155; May 31, 2000, File No. 333-38138; June 16, 2000, File No. 333-39448; February 7, 2001, File No. 333-55112; February 4, 2002, File No. 333-82096; June 4, 2002, File No. 333-89738; January 31, 2003, File No. 333-102871; June 30, 2003, File No. 333-106679; February 11, 2004, File No. 333-112701; May 28, 2004, File No. 333-115995; March 8, 2005, File No. 333-123196; and April 3, 2006, File No. 333-132916 are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- (1) The Registrant's latest Annual Report on Form 10-K (File No.000-22427) for the fiscal year ended December 31, 2006, filed with the Commission on March 28, 2007 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act).
- (2) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 000-22427), filed with the Commission on April 24, 1997.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
5.1	Opinion of Heller Ehrman LLP as to the legality of the securities being registered.
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC.
23.2	Consent of KPMG LLP.
23.3	Consent of Heller Ehrman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Heska Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Loveland, State of Colorado, on March 30, 2007.

HESKA CORPORATION

By: /s/ Robert B. Grieve
Robert B. Grieve, Chairman and
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert B. Grieve, John R. Flanders and Jason A. Napolitano, and each of them his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ROBERT B. GRIEVE Robert B. Grieve	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director	March 30, 2007
/s/ JASON A. NAPOLITANO Jason A. Napolitano	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2007
/s/ MICHAEL A. BENT Michael A. Bent	Vice President, Principal Accounting Officer and Controller (Principal Accounting Officer)	March 30, 2007
/s/ WILLIAM A. AYLESWORTH William A. Aylesworth	Director	March 30, 2007
/s/ ELISABETH DeMARSE Elisabeth DeMarse	Director	March 30, 2007
/s/ A. BARR DOLAN A. Barr Dolan	Director	March 30, 2007

Signature	Title	Date
/s/ PETER EIO Peter Eio	Director	March 30, 2007
/s/ G. IRWIN GORDON G. Irwin Gordon	Director	March 30, 2007
/s/ JOHN F. SASEN, SR .John F. Sasen, Sr.	Director	March 30, 2007

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