

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

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:

| <b>Title of Class</b>                      | <b>Shares Outstanding</b>          |
|--|------------------------------------|
| Common Stock<br>par value \$0.10 per share | as of July 17, 2009<br>523,799,655 |

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**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. |

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**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): | Furnished herewith.   |
|      | (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.  |   |

\* Management contract or

compensatory  
plan or  
arrangement

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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 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