

COMPUTER ASSOCIATES INTERNATIONAL INC
Form DFAN14A
July 16, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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:
☐ Preliminary Proxy Statement
☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☐ Definitive Proxy Statement
☐ Definitive Additional Materials
☒ 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.
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 (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:
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☐ 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:
 (2) Form, Schedule or Registration Statement No.:
 (3) Filing Party:
 (4) Date Filed:

News Release
Ranger Governance Ltd.
300 Crescent Court * Suite 1000 * Dallas, TX 75201

For Immediate Release

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Ranger Governance Statement: Changes to Computer Associates Board Do Not Address "Key Concern"

"CA, in Our Opinion, Continues to Be Run By Three
Underperforming Executives"

Dallas, TX, July 16, 2002 - Ranger Governance, Ltd., an organization that promotes good corporate governance, today issued the following statement:

Stephen Perkins, President of Ranger Governance, said: "The fact that Computer Associates continues to make changes to its board of directors does not address our key concern - CA, in our opinion, continues to be run by three underperforming executives who also sit on the board: Charles Wang, Sanjay Kumar and Russell Artzt. Nowhere has Computer Associates suggested that these three executives will be held responsible for the company's poor performance - CA's stock has lost nearly 60% of its value in the past 11 months. If shareholders believe that CA has performed well under the direction of these three executives, they should vote against Ranger's five nominees to the board. If, however, shareholders believe that change is necessary at Computer Associates in order to restore shareholder value, then they should vote for our Ranger nominees and our call for real change at CA."

Ranger Governance, Ltd. is a Dallas-based limited partnership formed by Charles and Sam Wyly in June of 2001 to promote good corporate governance.

Ranger Governance, Ltd. ("Ranger") and certain other persons may be deemed participants in the solicitation of proxies from the stockholders of Computer Associates International, Inc. ("Computer Associates") in connection with Computer Associates' 2002 Annual Meeting of Stockholders. Information concerning such participants is available in Ranger's revised preliminary proxy statement on Schedule 14A (the "Revised Preliminary Proxy Statement") filed by Ranger with the Securities and Exchange Commission (the "SEC") on July 9, 2002.

STOCKHOLDERS OF COMPUTER ASSOCIATES ARE ADVISED TO READ RANGER'S DEFINITIVE PROXY STATEMENT (THE "DEFINITIVE PROXY STATEMENT") IN CONNECTION WITH RANGER'S SOLICITATION OF PROXIES FROM COMPUTER ASSOCIATES STOCKHOLDERS WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Stockholders of Computer Associates and other interested parties may obtain, free of charge, copies of the Revised Preliminary Proxy Statement and the Definitive Proxy Statement (when available), and any other documents filed by Ranger with the SEC, at the SEC's Internet website at www.sec.gov. The Revised Preliminary Proxy Statement and the Definitive Proxy Statement (when available) and these other documents may also be obtained free of charge by contacting Morrow & Co., Inc., the firm assisting Ranger in the solicitation of proxies, toll-free at 1-800-607-0088.

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