

HAHN AVA

Form 4

November 05, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

HAHN AVA

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

CA, INC. [CA]

3. Date of Earliest Transaction

(Month/Day/Year)

11/05/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

EVP GC, Corp Sec & CECO

6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.10 par value	11/05/2018		D	11,337	D	0	D
Common Stock, \$.10 par value	11/05/2018		D	30,056	D	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.28	11/05/2018		D	70,294	<u>(3)</u> 05/15/2028	Common Stock, \$.10 par value 70,294

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAHN AVA 520 MADISON AVENUE NEW YORK, NY 10022	EVP GC, Corp Sec & CECO

Signatures

/s/ Ava M. Hahn by Kristen W. Prohl as Attorney-in-Fact 11/05/2018

____Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This restricted stock award ("RSA") provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. In connection with that certain Agreement and Plan of Merger between the Issuer, Broadcom Inc. ("Broadcom") and Collie Acquisition Corp., dated as of July 11, 2018 (the "Merger Agreement") and pursuant to a letter agreement between the Issuer, Broadcom and the Reporting Person (the "Letter Agreement"), immediately prior to the effective time of the transactions contemplated by the Merger Agreement (the "Merger"), all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

(2) These securities were restricted stock units ("RSUs"), each of which represented a contingent right to receive one share of the Issuer's Common Stock. The RSUs provided for vesting over three years as follows: 34% on February 15, 2019, 33% on February 15, 2020, and 33% on February 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSUs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSU, less applicable tax withholdings.

(3) This option provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such

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unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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