

COMPUTER ASSOCIATES INTERNATIONAL INC  
Form DEFA14A  
August 24, 2001

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant /X/  
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
- /X/ Definitive Additional Materials
- / / Soliciting Material Pursuant to Section 240.14a-12

Computer Associates International, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(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:

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

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(3) Filing Party:

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(4) Date Filed:  
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EXPLANATORY NOTE

Computer Associates International, Inc., a Delaware corporation ("Computer Associates", "CA" or the "Company"), is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission on August 24, 2001 in connection with the solicitation of proxies for electing the board of directors of Computer Associates at the 2001 annual meeting of Computer Associates' stockholders.

THE FOLLOWING ADVERTISEMENT WAS PUBLISHED IN THE WALL STREET JOURNAL AND NEW YORK TIMES ON AUGUST 24, 2001:

VAGUE AND UNWORKABLE PLANS?  
MISLEADING FACTS?  
SELF-SERVING RHETORIC?  
WHAT NEXT MR.WYLY?

Over the last two months, in our view Sam Wyly has served up nothing but vague and unworkable plans, misleading facts, and self-serving rhetoric. Now, he has essentially conceded that the market wasn't buying his plans and that he was unelectable.

But Wyly isn't finished. In his latest "plan" to try to get what he wants, he is asking you to install four of his handpicked associates on CA's board, essentially giving him substantial influence over CA without giving shareholders anything. Four associates who don't own any CA stock. Four who supported Wyly's now discredited plan. Four to whom Wyly will make a substantial payment if they are elected to CA's board.

While all directors have fiduciary obligations, whom do you really think Wyly's nominees would be beholden to? Would they continue to pursue Wyly's now discredited agenda? Would they work at cross purposes with the other directors? Would they make it more difficult for CA to pursue its current strategy which has won the support of customers and Wall Street? Would they undermine CA's momentum? And what impact could all of this have on your investment in CA?

CA is on track without Mr. Wyly and his nominees. Great products. Increasingly satisfied customers. Great reviews for increased flexibility. Indeed, CA's stock is up 70% year to date, beating the S&P 500, the Nasdaq Composite, Apple, Cisco, Compaq, Dell, Hewlett-Packard, IBM, Intel and Microsoft,\* among others. We've also been strengthening CA's board of directors, adding two independent directors only this past June and continuing a high level search to bring on new members.

We urge you to see through Sam Wyly's latest "plan". Don't let Wyly divide and potentially paralyze CA's board. Don't let Sam Wyly derail CA's future.

Protect Your Investment And Vote for CA's Existing Board  
Sign And Return The WHITE Proxy Card

For additional information, please call MacKenzie Partners, Inc. toll-free at 800-322-2885, or call D.F. King & Co., Inc. toll-free at 800-431-9642.

\* Based on stock price appreciation from 12/29/00 - 8/17/01: CA (70%), S&P 500 (-12%), Nasdaq Composite (-24%), Apple (21%), Cisco (-57%), Compaq (-6%), Dell (32%), Hewlett-Packard (-24%), IBM (23%), Intel (-7%) and Microsoft (43%).  
Figures from Factset.