

COMPUTER ASSOCIATES INTERNATIONAL INC
Form DFAN14A
August 17, 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:

- 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.

(1) Title of each class 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):

(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:

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.

Table of Contents

Ranger press release #2, dated as of August 16, 2001..... Item 1

Content of Item 1

For Immediate Release

CALPERS SUPPORTS THE RANGER GOVERNANCE SLATE OF NOMINEES

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Support Based On Ranger's Commitment to
Enhanced Corporate Governance Practices and Comprehensive Plan for CA

Dallas, TX, August 16, 2001 - Ranger Governance, Ltd. today issued the following statement regarding The California Public Employees' Retirement System (CalPERS) endorsement of the Ranger slate of nominees for the Computer Associates (NYSE: CA) Board of Directors:

"Ranger Governance is pleased that the nation's largest public pension fund and a leading voice in the corporate governance community has urged its members to vote for the Ranger slate on August 29th. CalPERS clearly recognized that the four Ranger nominees are well-suited to drive the changes at CA that we believe are required to enable the Company to ascend to the top of the global software industry. The Ranger nominees will continue to get our message of positive change out to the real owners of CA - the shareholders - in many ways between now and the August 29th vote."

In a statement on its website - www.calpers-governance.org - CalPERS stated:

"CalPERS believes the partial dissident slate will energize the company by its emphasis on improved customer relations, growth through acquisitions and innovation, increased transparency, and enhanced corporate governance practices."

The CalPERS statement can be viewed at <http://www.calpers-governance.org/alert/proxy/ticker-results.asp?ticker=CA>.

Ranger noted that it remains committed to the program which it has presented to CA's shareholders. If elected, the four nominees will work to implement that program, subject only to the practical limitations imposed by the fact that they will not constitute a majority of the board and will have to work with the incumbent board colleagues each step of the way. For example, Ranger's proposed study of CA's current governance practices will provide an appropriate context in which to advocate adoption by CA of the corporate governance principles stated in the Ranger plan.

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-2-

About Ranger Governance, Ltd.

Ranger Governance is a Dallas-based investment company created by entrepreneurs Sam Wyly and Charles Wyly, and an affiliate of Ranger Capital Group, a multi-manager investment fund also based in Dallas. On July 27, 2001, Ranger Governance filed a definitive proxy statement with the Securities and Exchange Commission in connection with Ranger's solicitation of proxies to elect its director nominees at the 2001 annual stockholders meeting of Computer Associates and has mailed copies to stockholders. Ranger will prepare and file with the Commission a supplement to its definitive proxy statement regarding its support of a short slate of nominees. This supplement to the definitive proxy statement will be sent shortly to stockholders of Computer Associates. Ranger urges stockholders to read its proxy statement and the supplement because they contain important information. More information about Ranger Governance and copies of its definitive proxy statement and the supplement (when available) can be found at www.rangergov.com. Copies of Ranger's definitive proxy statement and other Ranger soliciting materials, including the supplement (once filed), are also available at the Securities and Exchange Commission's website at www.sec.gov.

Street-Name Holders

If you hold your Computer Associates shares with a brokerage firm or bank, only they can exercise voting rights with respect to your shares and only upon receipt of your specific instructions. Accordingly, it is critical that you promptly contact the person responsible for your account and give instructions to vote the GREEN proxy card FOR the election of the Ranger Governance nominees. Please note, your bank or broker will keep your vote CONFIDENTIAL.

Computer Associates Employees

If you hold your shares in the Savings Harvest Plan or Employee Stock Purchase Plan, your vote is CONFIDENTIAL. You may direct the Plan Trustee how to vote your shares by signing, dating and returning the GREEN instruction form provided by the Plan Trustee. Completed instructions must be received by the Savings Harvest Plan Trustee at the address set forth in the GREEN instruction form no later than the close of business on August 27, 2001 for your vote to be counted.

Even if you have sent a white proxy card to Computer Associates, you have every right to change your vote. You may revoke that proxy, and vote for the Ranger Governance slate by signing, dating and mailing the GREEN Proxy. If you have any questions on how to vote your shares, please call our proxy solicitor:

MORROW & CO., INC. at (800) 607-0088

Contact:

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