

CAREAL PROPERTY GROUP AG
 Form 4
 November 07, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CAREAL PROPERTY GROUP AG

2. Issuer Name and Ticker or Trading Symbol
 CA, INC. [CA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

UTOQUAI 49

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)

ZURICH, V8 8022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.10 per share | 11/05/2018 | | J ⁽¹⁾ | | 65,513,380 | D | Ⓛ 0 |
| Common Stock, par value \$0.10 per share | 11/05/2018 | | J ⁽¹⁾ | | 38,300,000 | D | Ⓛ 0 |
| | | | | | | I | See Footnote ⁽³⁾ |

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

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAREAL PROPERTY GROUP AG UTOQUAI 49 ZURICH, V8 8022 | | X | | |
| Haefner Martin UTOQUAI 49 ZURICH, V8 8022 | | X | | |
| Bucher-Haefner Eva Maria UTOQUAI 49 ZURICH, V8 8022 | | X | | |

Signatures

CAREAL PROPERTY GROUP AG By: Martin Haefner, Chairman and President By:/s/
Claude Lambert, attorney-in-fact 11/07/2018
 __Signature of Reporting Person Date

MARTIN HAEFNER By:/s/ Claude Lambert, attorney-in-fact 11/07/2018
 __Signature of Reporting Person Date

EVA MARIA BUCHER-HAEFNER By:/s/ Claude Lambert, attorney-in-fact 11/07/2018

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__Signature of Reporting Person

Date

BIGPOINT HOLDING AG By:/s/ Claude Lambert, attorney-in-fact

11/07/2018

__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).

On November 5, 2018, Broadcom Inc., a Delaware corporation ("Broadcom"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Broadcom and Collie Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Broadcom ("Merger Sub"), dated as of July 11, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Broadcom (the "Merger"). At the effective time of the Merger, each outstanding share of the Issuer's common stock (other than certain excluded shares) automatically converted into the right to receive \$44.50 in cash.
- (1) Reflects securities held directly by Careal Property Group (formerly known as Careal Holding AG) ("Creal"). Each of BigPoint Holding AG ("BigPoint"), a company wholly owned by Martin Haefner, and moyreal holding ag, a company wholly owned by Eva Maria Bucher-Haefner, owns 50% of the shares of Careal.
- (2) Reflects securities held directly by Careal Property Group (formerly known as Careal Holding AG) ("Creal"). Each of BigPoint Holding AG ("BigPoint"), a company wholly owned by Martin Haefner, and moyreal holding ag, a company wholly owned by Eva Maria Bucher-Haefner, owns 50% of the shares of Careal.
- (3) Reflects securities held directly by BigPoint.

Remarks:

Each of the Reporting Persons may be deemed to beneficially own the shares of Company Stock reported herein, but each (oth

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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