

COMPUTER ASSOCIATES INTERNATIONAL INC
Form DFAN14A
July 02, 2002

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.
(1) Title of each class of securities to which transaction applies:
(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:
(5) Total fee paid:
 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:

Employment History or Present
Principal Occupation and
Five-Year Employment History

Richard J. Agnich - 58
8525 Ferndale Road
Dallas, TX 75238

Since April 2000, Mr. Agnich has managed personal investments through the Agnich Partners, Ltd. Family Limited Partnership. From 1988 until 2000, he served as Senior Vice President,

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[PHOTO]

Secretary and General Counsel of Texas Instruments, Incorporated. Mr. Agnich advised the Texas Instruments' Board on governance issues, and in 2000 the Texas Instruments' Board was the winner of the CalPERS award for dedication to shareowner interests, advancement of good corporate governance practices and corporate financial performance. During his career at Texas Instruments, Mr. Agnich was responsible for Texas Instruments' intellectual property and licensing programs as well as general legal matters important to a global technology firm. Mr. Agnich also had responsibility for Security and Human Resources and served on Texas Instruments' Strategy Leadership Team. He currently serves as a member of the Board of Trustees of Austin College and on the Board of Directors of ST Assembly and Test Services, Ltd. He is also currently an advisor to start-up companies in Texas and California and Chairman of the Entrepreneurs Foundation of North Texas.

Max D. Hopper - 67
Suite 5001
Dallas, TX 75206

Mr. Hopper is currently President of Max D. Hopper Associates 1950 Stemmons Freeway Inc., a Dallas-based consulting firm specializing in strategic uses for advanced information technologies, which he founded in January 1995. Mr. Hopper served as Chairman of The SABRE Group Holdings, Inc. from 1993 to 1995, which was subsequently spun off from AMR Corp. From 1985 to 1993, Mr. Hopper was the Senior Vice President of Information Systems at American Airlines, Inc. and was responsible for the formation of The SABRE Group. He currently serves on the Boards of Directors of the Gartner Group, Accrue Software, Inc., Metrocall, Inc., United Stationers, Inc. and Exodus Communications, Inc.

Ronald J. Robinson - 56
Texas A&M University
College of Engineering
301 Wisenbaker
College Station, TX 77843

Since November 2001, Dr. Robinson has been Professor and Department Head of the Harold Vance Department of Petroleum Engineering at Texas A&M University and holder of the Albert B. Stevens Endowed Chair in Petroleum Engineering. Prior to this appointment, Dr. Robinson held a number of positions at Texaco until his retirement in October 2001, including General Manager, Exploration and Production Technology Department and President of Texaco's Technology Division from 1996 until his retirement. Dr. Robinson also has been President and

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CEO of UniPure Corporation since September 2001 and President and CEO of RealTime Learning, LLC since 1999. Dr. Robinson currently serves on the Boards of Directors of Ensyn Inc., Global Petroleum Research Institute, Network of Excellence in Training (NEXT), ProSavvy.com, RealTime Learning, LLC, UniPure Corporation and is Chairman of the Board of Directors of Verdisys Inc. Dr. Robinson has been distinguished as a NASA Fellow and has earned numerous professional awards.

Cece Smith - 57
Phillips-Smith-Machens
Venture Partners
5080 Spectrum Drive
Suite 805 West
Addison, TX 75001

[PHOTO]

Since 1986, Ms. Smith has been a general partner of Phillips-Smith-Machens Venture Partners, a venture capital investment firm that specializes in retail and consumer investments. She currently serves as a director of Brinker International, Inc. and Beautyco, Inc. She previously served as a director of A Pea in the Pod, Inc., BizMart, Inc., Cheap Tickets, Inc. and Hot Topic, Inc. Prior to starting Phillips-Smith, Ms. Smith was Executive Vice President - Finance and Administration of Pearle Health Services, Inc., a retail optical chain. Ms. Smith served as a director from 1992 to 1997 and as Chairman from 1994 to 1996 of the Federal Reserve Bank of Dallas. She is also a CPA.

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 preliminary proxy statement on Schedule 14A (the "Preliminary Proxy Statement") filed by Ranger with the Securities and Exchange Commission (the "SEC") on June 27, 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 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 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.