

INFOSPACE INC  
Form SC 13G  
March 29, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_)\***

InfoSpace, Inc.

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(Name of Issuer)

Common Stock, par value \$.0001 per share

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(Title of Class of Securities)

45678T201

(CUSIP Number)

December 31, 2006

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

## Edgar Filing: INFOSPACE INC - Form SC 13G

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 5 pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**James F. Voelker**

2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

**United States**

Number of 5. Sole Voting Power

Shares 0

6. Shared Voting Power

Beneficially

1,705,500\*

Owned by

7. Sole Dispositive Power

Each

0

8. Shared Dispositive Power

Reporting

1,705,500\*

Person

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,705,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person

**IN**

\* Under applicable community property laws, Mr. Voelker may be deemed to share voting power and dispositive power with his wife, Patricia J. Voelker. All shares of the issuer's common stock beneficially owned by Mr. Voelker are held subject to unexercised stock options that are currently exercisable or will become exercisable within 60 days of the date of this filing. Mr. Voelker will not have the right to vote or dispose of any such shares of the issuer's common stock unless, and until such time as, he exercises the stock options relating to such shares. In computing the percentage of the issuer's shares of common stock beneficially owned by Mr. Voelker, shares of common stock subject to unexercised stock options held by Mr. Voelker that are currently exercisable or will become exercisable within 60 days of the date of this filing are deemed outstanding. The calculation is based on 31,490,013 shares of the issuer's common stock outstanding as of March 14, 2007, as set forth in the issuer's Schedule 14A filed with the SEC on March 19, 2007, plus the shares of common stock deemed beneficially owned by Mr. Voelker as of the date of this filing.

- Item 1.** (a) Name of Issuer:  
InfoSpace, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
601 108<sup>th</sup> Avenue NE, Suite 1200, Bellevue, WA 98004

- Item 2.** (a) Name of Person Filing:  
James F. Voelker
- (b) Address of Principal Business Office or, if none, Residence:  
601 108<sup>th</sup> Avenue NE, Suite 1200, Bellevue, WA 98004
- (c) Citizenship:  
United States
- (d) Title of Class of Securities:  
Common Stock, par value \$.0001 per share
- (e) CUSIP Number:  
45678T201

- Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**  
Not Applicable

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
1,705,500
- (b) Percent of class:  
5.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
0
  - (ii) Shared power to vote or to direct the vote  
1,705,500\*
  - (iii) Sole power to dispose or to direct the disposition of  
0
  - (iv) Shared power to dispose or to direct the disposition of  
1,705,500\*

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

Not Applicable

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\* Under applicable community property laws, Mr. Voelker may be deemed to share voting power and dispositive power with his wife, Patricia J. Voelker.  
All shares of the issuer's common stock beneficially owned by Mr. Voelker are held subject to unexercised stock options that are currently exercisable or will become exercisable within 60 days of the date of this filing are deemed outstanding. Mr. Voelker will not have the right to vote or dispose of any such shares of the issuer's common stock unless, and until such time as, he exercises the stock options relating to such shares.  
In computing the percentage of the issuer's shares of common stock beneficially owned by Mr. Voelker, shares of common stock subject to unexercised stock options held by Mr. Voelker that are currently exercisable or will become exercisable within 60 days of the date of this filing are deemed outstanding. The calculation is based on 31,490,013 shares of the issuer's common stock outstanding as of March 14, 2007, as set forth in the issuer's Schedule 14A filed with the SEC on March 19, 2007, plus the shares of common stock deemed beneficially owned by Mr. Voelker as of the date of this filing.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set in this statement is true, complete and correct.

March 29, 2007  
Date

/s/ James F. Voelker  
Signature

James F. Voelker  
Name/Title

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t style="font-family:inherit;font-size:10pt;color:#000000;text-decoration:none;">\$240 million and \$112 million, respectively, and are presented within the financing activities section of the Condensed Consolidated Statements of Cash Flows.

Other Matters: As part of the Company's efforts to more fully utilize its intellectual property assets, in the first quarter of fiscal 2013, the Company closed a transaction that assigned the rights to certain of these assets to a large technology company for \$35 million. The entire contract amount is included in the "Other (gains) expenses, net" line of the Company's Condensed Consolidated Statement of Operations for the nine months ended December 31, 2012. The Company will continue to have the ability to use these intellectual property assets in current and future product offerings.

New Accounting Pronouncements Recently Adopted: In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Comprehensive Income (Topic 220) — Presentation of Comprehensive Income (ASU 2011-05), requiring an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminated the option to present the components of other comprehensive income as part of the statement of equity. The Company adopted ASU 2011-05 in the first quarter of fiscal year 2013 by including the required disclosures in two separate but consecutive statements.

**NOTE B – DIVESTITURES**

In June 2011, the Company sold its Internet Security business for approximately \$14 million and recognized a gain on disposal of approximately \$23 million, including tax expense of approximately \$18 million.

The income from discontinued components for the sale of the Company's Internet Security business, which occurred during the first quarter of fiscal year 2012, consisted of the following:

	Nine Months Ended December 31, 2011 (in millions)
Subscription and maintenance revenue	\$15
Total revenue	\$15
Loss from operations of discontinued components, net of tax benefit of \$6 million	\$(10)
Gain on disposal of discontinued components, net of taxes	23
Income from discontinued operations, net of taxes	\$13



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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## NOTE C – SEVERANCE AND EXIT COSTS

Fiscal year 2012 workforce reduction plan: The fiscal year 2012 workforce reduction plan (Fiscal 2012 Plan) was announced in July 2011 and consisted of a workforce reduction of approximately 400 positions. This action is part of the Company's efforts to reallocate resources and divest non-strategic parts of the business. The total amount incurred for severance under the Fiscal 2012 Plan was \$39 million. Actions under the Fiscal 2012 Plan were substantially completed by the end of fiscal year 2012.

Fiscal year 2010 restructuring plan: The fiscal year 2010 restructuring plan (Fiscal 2010 Plan) was announced in March 2010 and consisted of a workforce reduction of approximately 1,000 positions and global facilities consolidations. These actions were intended to better align the Company's cost structure with the skills and resources required to more effectively pursue opportunities in the marketplace and execute the Company's long-term growth strategy. The total amounts incurred for severance and facilities abandonment under the Fiscal 2010 Plan were \$43 million and \$2 million, respectively. Actions under the Fiscal 2010 Plan were substantially completed by the end of fiscal year 2011.

Fiscal year 2007 restructuring plan: In August 2006, the Company announced the fiscal year 2007 restructuring plan (Fiscal 2007 Plan) to significantly improve the Company's expense structure and increase its competitiveness. The Fiscal 2007 Plan consisted of a workforce reduction of approximately 3,100 employees, global facilities consolidations and other cost reductions. The total amounts incurred for severance and facilities abandonment under the Fiscal 2007 Plan were \$220 million and \$118 million, respectively. Actions under the Fiscal 2007 Plan were substantially completed by the end of fiscal year 2010.

Accrued severance and exit costs and changes in the accruals during the nine months ended December 31, 2012 and 2011 associated with these plans as well as other severance actions were as follows:

(in millions)	Accrued Balance at March 31, 2012	Expense	Change in Estimate	Payments	Accretion and Other	Accrued Balance at December 31, 2012
Severance	\$13	\$18	\$(3)	\$(8)	\$—	\$20
Facilities abandonment	40	—	—	(11)	(4)	25
Total accrued liabilities	\$53					\$45

(in millions)	Accrued Balance at March 31, 2011	Expense	Change in Estimate	Payments	Accretion and Other	Accrued Balance at December 31, 2011
Severance	\$8	\$49	\$(6)	\$(30)	\$—	\$21
Facilities abandonment	47	—	—	(8)	1	40
Total accrued liabilities	\$55					\$61

The severance liability is included in "Accrued salaries, wages and commissions" in the Condensed Consolidated Balance Sheets. The facilities abandonment liability is included in "Accrued expenses and other current liabilities" and "Other noncurrent liabilities" in the Condensed Consolidated Balance Sheets.

Accretion and other includes accretion of the Company's lease obligations related to facilities abandonment as well as changes in the assumptions related to future sublease income. These costs are included in "General and administrative" expense in the Condensed Consolidated Statements of Operations.

## NOTE D - INVESTMENTS

At December 31, 2012, short-term investments consisted of time deposits held by foreign entities that are denominated in currencies other than the U.S. dollar. These investments have maturities greater than three months,



but less than one year.

At March 31, 2012, short-term investments were less than \$1 million.

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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## NOTE E – TRADE ACCOUNTS RECEIVABLE

Trade accounts receivable, net represents amounts due from the Company's customers and is presented net of allowances. These balances include revenue recognized in advance of customer billings but do not include unbilled contractual commitments executed under license agreements. The components of "Trade accounts receivable, net" were as follows:

	December 31, 2012	March 31, 2012
	(in millions)	
Accounts receivable – billed	\$727	\$812
Accounts receivable – unbilled	69	80
Other receivables	13	26
Less: Allowances	(23	) (16
Trade accounts receivable, net	\$786	\$902

## NOTE F – GOODWILL, CAPITALIZED SOFTWARE AND OTHER INTANGIBLE ASSETS

The gross carrying amounts and accumulated amortization for capitalized software and other intangible assets at December 31, 2012 were as follows:

	At December 31, 2012				
	Gross Amortizable Assets	Less: Fully Amortized Assets	Remaining Amortizable Assets	Accumulated Amortization on Remaining Amortizable Assets	Net Assets
	(in millions)				
Purchased software products	\$5,651	\$4,740	\$911	\$301	\$610
Internally developed software products	1,487	638	849	310	539
Other intangible assets	813	429	384	237	147
Total capitalized software and other intangible assets	\$7,951	\$5,807	\$2,144	\$848	\$1,296

The gross carrying amounts and accumulated amortization for capitalized software and other intangible assets at March 31, 2012 were as follows:

	At March 31, 2012				
	Gross Amortizable Assets	Less: Fully Amortized Assets	Remaining Amortizable Assets	Accumulated Amortization on Remaining Amortizable Assets	Net Assets
	(in millions)				
Purchased software products	\$5,628	\$4,733	\$895	\$228	\$667
Internally developed software products	1,366	574	792	258	534
Other intangible assets	814	412	402	214	188
Total capitalized software and other intangible assets	\$7,808	\$5,719	\$2,089	\$700	\$1,389



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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Based on the capitalized software and other intangible assets recorded through December 31, 2012, the projected annual amortization expense for fiscal year 2013 and the next four fiscal years is expected to be as follows:

	Year Ended March 31,				
	2013	2014	2015	2016	2017
	(in millions)				
Purchased software products	\$ 107	\$ 101	\$ 90	\$ 89	\$ 87
Internally developed software products	156	159	136	105	72
Other intangible assets	54	49	40	26	9
Total	\$ 317	\$ 309	\$ 266	\$ 220	\$ 168

The Company evaluates the useful lives and recoverability of capitalized software and other intangible assets when events or changes in circumstances indicate that an impairment may exist. These evaluations require complex assumptions about key factors such as future customer demand, technology trends, and the impact of such factors on the technology the Company acquires and develops for its products.

As of December 31, 2012, no impairment exists and no revisions to useful lives are necessary within our Enterprise Solutions segment. Impairment or revisions to useful lives could result from the use of alternative assumptions that reflect reasonably possible outcomes related to future customer demand or technology trends for certain assets in the Enterprise Solutions segment whose carrying amount is approximately \$75 million.

At both December 31, 2012 and March 31, 2012, the goodwill balance was \$5,856 million.

## NOTE G – DEFERRED REVENUE

The current and noncurrent components of “Deferred revenue (billed or collected)” at December 31, 2012 and March 31, 2012 were as follows:

	December 31, 2012	March 31, 2012
	(in millions)	
Current:		
Subscription and maintenance	\$2,068	\$2,479
Professional services	149	162
Financing obligations and other	17	17
Total deferred revenue (billed or collected) – current	\$2,234	\$2,658
Noncurrent:		
Subscription and maintenance	\$920	\$935
Professional services	35	35
Financing obligations and other	2	2
Total deferred revenue (billed or collected) – noncurrent	\$957	\$972
Total deferred revenue (billed or collected)	\$3,191	\$3,630

## NOTE H – DERIVATIVES

The Company is exposed to financial market risks arising from changes in interest rates and foreign exchange rates. Changes in interest rates could affect the Company’s monetary assets and liabilities, and foreign exchange rate changes could affect the Company’s foreign currency denominated monetary assets and liabilities and forecasted transactions. The Company enters into derivative contracts with the intent of mitigating a portion of these risks.

Interest Rate Swaps: The Company has interest rate swaps with a total notional value of \$500 million, which swap a total of \$500 million of its 6.125% Senior Notes due December 2014 into floating interest rate debt through December 1, 2014. These swaps are designated as fair value hedges.

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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At December 31, 2012, the fair value of these derivatives was an asset of approximately \$22 million, of which approximately \$12 million is included in “Other current assets” and approximately \$10 million is included in “Other noncurrent assets, net” in the Company’s Condensed Consolidated Balance Sheet.

At March 31, 2012, the fair value of these derivatives was an asset of approximately \$27 million, of which approximately \$11 million is included in “Other current assets” and approximately \$16 million is included in “Other noncurrent assets, net” in the Company’s Condensed Consolidated Balance Sheet.

Foreign Currency Contracts: The Company enters into foreign currency option and forward contracts to manage foreign currency risks. The Company has not designated its foreign exchange derivatives as hedges. Accordingly, changes in fair value from these contracts are recorded as “Other (gains) expenses, net” in the Company’s Condensed Consolidated Statements of Operations.

At December 31, 2012, foreign currency contracts outstanding consisted of purchase and sales contracts with a total notional value of approximately \$740 million, which includes hedges on U.S. dollar investments held by a non-U.S. subsidiary outside of that subsidiary’s functional currency, and durations of less than three months. The net fair value of these contracts at December 31, 2012 was a net liability of less than \$1 million, of which approximately \$4 million is included in “Other current assets” and approximately \$4 million is included in “Accrued expenses and other current liabilities” in the Company’s Condensed Consolidated Balance Sheet.

At March 31, 2012, foreign currency contracts outstanding consisted of purchase and sales contracts with a total notional value of approximately \$893 million and durations of less than six months. The net fair value of these contracts at March 31, 2012 was a net liability of approximately \$2 million, of which approximately \$2 million is included in “Other current assets” and approximately \$4 million is included in “Accrued expenses and other current liabilities” in the Company’s Condensed Consolidated Balance Sheet.

A summary of the effect of the interest rate and foreign exchange derivatives on the Company’s Condensed Consolidated Statements of Operations is as follows:

	Amount of Net (Gain)/Loss Recognized in the Condensed Consolidated Statements of Operations (in millions)	
	Three Months Ended December 31, 2012	Three Months Ended December 31, 2011
Interest expense, net – interest rate swaps designated as fair value hedges	\$ (3 )	\$ (3 )
Other (gains) expenses, net – foreign currency contracts	\$ (7 )	\$ 8
	Amount of Net (Gain)/Loss Recognized in the Condensed Consolidated Statements of Operations (in millions)	
	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
Interest expense, net – interest rate swaps designated as fair value hedges	\$ (9 )	\$ (9 )
Other (gains) expenses, net – foreign currency contracts	\$ 2	\$ 9

The Company is subject to collateral security arrangements with most of its major counterparties. These arrangements require the Company or the counterparty to post collateral when the derivative fair values exceed contractually established thresholds. The aggregate fair values of all derivative instruments under these collateralized arrangements were in a net asset position at December 31, 2012 and March 31, 2012. The Company posted no collateral at December 31, 2012 or March 31, 2012. Under these agreements, if the Company’s credit ratings had been downgraded one rating level, the Company would still not have been required to post collateral.



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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## NOTE I – FAIR VALUE MEASUREMENTS

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2012 and March 31, 2012:

(in millions)	At December 31, 2012			At March 31, 2012		
	Fair Value Measurement Using Input Types		Estimated Fair Value	Fair Value Measurement Using Input Types		Estimated Fair Value
	Level 1	Level 2	Total	Level 1	Level 2	Total
<b>Assets:</b>						
Money market funds	\$1,240	\$—	\$1,240	<sup>(1)</sup> \$1,374	\$—	\$1,374 <sup>(2)</sup>
Foreign exchange derivatives <sup>(3)</sup>	—	4	4	—	2	2
Interest rate derivatives <sup>(3)</sup>	—	22	22	—	27	27
<b>Total Assets</b>	<b>\$1,240</b>	<b>\$26</b>	<b>\$1,266</b>	<b>\$1,374</b>	<b>\$29</b>	<b>\$1,403</b>
<b>Liabilities:</b>						
Foreign exchange derivatives <sup>(3)</sup>	\$—	\$4	\$4	\$—	\$4	\$4
<b>Total Liabilities</b>	<b>\$—</b>	<b>\$4</b>	<b>\$4</b>	<b>\$—</b>	<b>\$4</b>	<b>\$4</b>

At December 31, 2012, the Company had approximately \$1,190 million and \$50 million of investments in money (1) market funds classified as “Cash and cash equivalents” and “Other noncurrent assets, net” for restricted cash amounts, respectively, in its Condensed Consolidated Balance Sheet.

At March 31, 2012, the Company had approximately \$1,324 million and \$50 million of investments in money (2) market funds classified as “Cash and cash equivalents” and “Other noncurrent assets, net” for restricted cash amounts, respectively, in its Condensed Consolidated Balance Sheet.

(3) See Note H, “Derivatives” for additional information. Interest rate derivatives fair value excludes accrued interest.

At December 31, 2012 and March 31, 2012, the Company did not have any assets or liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3).

The carrying values of financial instruments classified as current assets and current liabilities, such as cash and cash equivalents, short-term investments, accounts payable, accrued expenses, and short-term borrowings, approximate fair value due to the short-term maturity of the instruments.

The following table presents the carrying amounts and estimated fair values of the Company's other financial instruments that are not measured at fair value on a recurring basis at December 31, 2012 and March 31, 2012:

(in millions)	At December 31, 2012		At March 31, 2012	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
<b>Liabilities:</b>				
Total debt <sup>(1)</sup>	\$1,301	\$1,438	\$1,301	\$1,408
Facilities abandonment reserve <sup>(2)</sup>	\$26	\$31	\$42	\$48

Estimated fair value of total debt is based on quoted prices for similar liabilities for which significant inputs are (1) observable except for certain long-term lease obligations, for which fair value approximates carrying value (Level 2).

(2) Estimated fair value for the facilities abandonment reserve is determined using the Company's incremental borrowing rate at December 31, 2012 and March 31, 2012. At December 31, 2012 and March 31, 2012, the



facilities abandonment reserve included approximately \$8 million and \$16 million, respectively, in “Accrued expenses and other current liabilities” and approximately \$18 million and \$26 million, respectively, in “Other noncurrent liabilities” in the Company’s Condensed Consolidated Balance Sheets (Level 3).

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CA, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE J– COMMITMENTS AND CONTINGENCIES

The Company, various subsidiaries, and certain current and former officers have been or, from time to time, may be named as defendants in various lawsuits and claims arising in the normal course of business. The Company also addresses contract issues and disputes with customers, including government customers. The Company believes that it has meritorious defenses in connection with these lawsuits, claims and disputes, and intends to vigorously contest each of them.

Based on the Company's experience, management believes that the damages amounts claimed in a case are not a meaningful indicator of the potential liability. Claims, suits, investigations and proceedings are inherently uncertain and it is not possible to predict the ultimate outcome of cases.

In the opinion of the Company's management based upon information currently available to the Company, while the outcome of these lawsuits and claims is uncertain, the likely results of these lawsuits and claims against the Company, either individually or in the aggregate, are not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows, although the effect could be material to the Company's results of operations or cash flows for any interim reporting period. For some of these matters, the Company is unable to estimate a range of reasonably possible loss due to the stage of the matter and/or other particular circumstances of the matter. For others, a range of reasonably possible loss can be estimated. For those matters for which such a range can be estimated, the Company estimates that, in the aggregate, the range of reasonably possible loss is from zero to \$30 million. This is in addition to amounts, if any, that have been accrued for those matters.

The Company is obligated to indemnify its officers and directors under certain circumstances to the fullest extent permitted by Delaware law. As a part of that obligation, the Company has advanced and will continue to advance certain attorneys' fees and expenses incurred by current and former officers and directors in various lawsuits and investigations.

NOTE K – STOCKHOLDERS' EQUITY

**Stock Repurchases:** In January 2012, the Company entered into an Accelerated Share Repurchase (ASR) agreement with a bank to repurchase \$500 million of its common stock. Under the agreement, the Company paid \$500 million to the bank for an initial delivery of approximately 15 million shares in the fourth quarter of fiscal year 2012. The fair market value of the initially delivered shares on the date of purchase was approximately \$375 million and was included in "Treasury stock" in the Company's Condensed Consolidated Balance Sheet at March 31, 2012. The remaining \$125 million was included in "Additional paid-in capital" in the Company's Condensed Consolidated Balance Sheet at March 31, 2012.

The ASR transaction was completed in the first quarter of fiscal year 2013, with the Company receiving approximately 3.7 million additional shares, at which time the initial amount recorded as additional paid-in capital was reclassified to treasury stock. The final number of shares delivered upon settlement of the agreement was determined based on the average price of the Company's common stock over the term of the ASR agreement. During the nine months ended December 31, 2012, excluding the ASR transaction, the Company repurchased approximately 17 million shares of its common stock for approximately \$421 million. At December 31, 2012, the Company remained authorized to purchase approximately \$579 million of its common stock under its current stock repurchase program.

**Accumulated Other Comprehensive Loss:** Accumulated other comprehensive loss at December 31, 2012 and March 31, 2012 was approximately \$119 million and \$108 million, respectively, due to foreign currency translation losses.

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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Cash Dividends: The Company's Board of Directors declared the following dividends during the nine months ended December 31, 2012 and 2011:

Nine Months Ended December 31, 2012:

(in millions, except per share amounts)

Declaration Date	Dividend Per Share	Record Date	Total Amount	Payment Date
May 8, 2012	\$0.25	May 22, 2012	\$119	June 12, 2012
August 2, 2012	\$0.25	August 14, 2012	\$116	September 11, 2012
November 7, 2012	\$0.25	November 20, 2012	\$114	December 11, 2012

Nine Months Ended December 31, 2011:

(in millions, except per share amounts)

Declaration Date	Dividend Per Share	Record Date	Total Amount	Payment Date
May 12, 2011	\$0.05	May 23, 2011	\$25	June 16, 2011
August 3, 2011	\$0.05	August 16, 2011	\$25	September 14, 2011
November 9, 2011	\$0.05	November 22, 2011	\$25	December 14, 2011

Rights Plan: On November 8, 2012, the Company adopted a new Stockholder Protection Rights Agreement (the Rights Agreement) to replace its prior Stockholder Protection Rights Agreement that expired on November 30, 2012. Under the Rights Agreement, each outstanding share of the Company's common stock carries a right (Right). The Rights will trade with the common stock until the Separation Time, which would occur on the next business day after: (i) the Company's announcement that a person or group (an Acquiring Person) has become the beneficial owner of 20% or more of the Company's outstanding common stock (other than Martin Haefner and Eva Maria Bucher-Haefner and their respective affiliates and associates, who are "grandfathered" under this provision so long as their aggregate ownership of common stock does not exceed the sum of 126,562,500 shares of common stock and that number of shares equal to 0.1% of the then outstanding shares of common stock); (ii) the date on which any Acquiring Person becomes the beneficial owner of more than 50% of the outstanding shares of common stock; or (iii) the 10th business day after the commencement of a tender offer or exchange offer (or such later date as the Company's Board of Directors may from time to time determine prior to the Separation Time) that would result in an Acquiring Person owning 20% or more of the Company's outstanding common stock. Following the Separation Time, each Right may be exercised to purchase 0.001 shares of the Company's participating preferred stock at a purchase price of \$100 per share. If the Separation Time occurs pursuant to an event described in (i) or (ii) above, however, each Right, other than rights held by an Acquiring Person, will entitle the holder to receive, for an exercise price of \$100, that number of shares of the Company's common stock (or, in certain circumstances, cash, property or other securities) having an aggregate Market Price (as determined under the Rights Agreement) equal to two times the exercise price. The Rights will not be triggered by a Qualifying Offer, as defined in the Rights Agreement, if holders of at least 10% of the outstanding shares of the Company's common stock request pursuant to the terms of the Rights Agreement that a special meeting of stockholders be convened for the purpose of exempting such offer from the Rights Agreement, and thereafter the stockholders vote at that meeting to exempt that Qualifying Offer from the Rights Agreement. The Rights, which are redeemable by the Company at \$0.001 per Right, expire November 30, 2015.

## NOTE L – INCOME FROM CONTINUING OPERATIONS PER COMMON SHARE

Basic net income per common share excludes dilution and is calculated by dividing net income allocable to common shares by the weighted average number of common shares outstanding for the period. Diluted net income per common share is calculated by dividing net income allocable to common shares by the weighted average number of common shares at the balance sheet date, as adjusted for the potential dilutive effect of non-participating share-based awards.



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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following table presents basic and diluted income from continuing operations per common share information for the three and nine months ended December 31, 2012 and 2011.

	Three Months Ended December 31, 2012		Nine Months Ended December 31, 2011	
	2012	2011	2012	2011
	(in millions, except per share amounts)			
Basic income from continuing operations per common share:				
Income from continuing operations	\$251	\$263	\$713	\$727
Less: Income from continuing operations allocable to participating securities	(3	) (3	) (8	) (9
Income from continuing operations allocable to common shares	\$248	\$260	\$705	\$718
Weighted average common shares outstanding	452	483	458	492
Basic income from continuing operations per common share	\$0.55	\$0.54	\$1.54	\$1.46
Diluted income from continuing operations per common share:				
Income from continuing operations	\$251	\$263	\$713	\$727
Less: Income from continuing operations allocable to participating securities	(3	) (3	) (8	) (9
Income from continuing operations allocable to common shares	\$248	\$260	\$705	\$718
Weighted average shares outstanding and common share equivalents:				
Weighted average common shares outstanding	452	483	458	492
Weighted average effect of share-based payment awards	1	1	2	1
Denominator in calculation of diluted income per share	453	484	460	493
Diluted income from continuing operations per common share	\$0.55	\$0.54	\$1.53	\$1.46

For the three months ended December 31, 2012 and 2011, respectively, approximately 4 million and 6 million shares of Company common stock underlying restricted stock awards and options to purchase common stock were excluded from the calculation because their effect on income per share was anti-dilutive during the respective periods.

Weighted average restricted stock awards of approximately 5 million and 6 million for the three months ended December 31, 2012 and 2011, respectively, were considered participating securities in the calculation of net income allocable to common stockholders.

For the nine months ended December 31, 2012 and 2011, respectively, approximately 4 million and 6 million restricted stock awards and options to purchase common stock were excluded from the calculation because their effect on income per share was anti-dilutive during the respective periods. Weighted average restricted stock awards of approximately 6 million and 6 million for the nine months ended December 31, 2012 and 2011, respectively, were considered participating securities in the calculation of net income allocable to common stockholders.



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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## NOTE M – ACCOUNTING FOR SHARE-BASED COMPENSATION

The Company recognized share-based compensation in the following line items in the Condensed Consolidated Statements of Operations for the periods indicated:

	Three Months		Nine Months	
	Ended December 31,		Ended December 31,	
	2012	2011	2012	2011
	(in millions)			
Costs of licensing and maintenance	\$1	\$—	\$2	\$2
Cost of professional services	1	1	3	3
Selling and marketing	6	9	24	25
General and administrative	6	5	21	17
Product development and enhancements	4	5	12	14
Share-based compensation expense before tax	\$18	\$20	\$62	\$61
Income tax benefit	(4	) (6	) (20	) (20
Net share-based compensation expense	\$14	\$14	\$42	\$41

The following table summarizes information about unrecognized share-based compensation costs at December 31, 2012:

	Unrecognized Compensation Costs	Weighted Average Period Expected to be Recognized
	(in millions)	(in years)
Stock option awards	\$4	2.1
Restricted stock units	16	2.0
Restricted stock awards	66	1.9
Performance share units	14	2.8
Total unrecognized share-based compensation costs	\$100	2.0

There were no capitalized share-based compensation costs for the three and nine months ended December 31, 2012 or 2011.

Under the Company's long-term incentive plans, the value of performance share unit (PSU) awards is determined using the closing price of the Company's common stock on the last trading day of the quarter until the PSUs are granted. Compensation costs for the PSUs are amortized over the requisite service periods based on the expected level of achievement of the performance targets. At the conclusion of the performance periods for the PSUs, the applicable number of shares of restricted stock awards (RSAs), restricted stock units (RSUs) or unrestricted shares granted may vary based upon the level of achievement of the performance targets and the approval of the Company's Compensation and Human Resources Committee (which may reduce any award for any reason in its discretion).

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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended December 31, 2012 and 2011, the Company issued options for 0.7 million shares and 0.6 million shares, respectively. The weighted average fair values and assumptions used for the options granted were as follows:

	Nine Months			
	Ended December 31,			
	2012	2011		
Weighted average fair value	9.09	5.99		
Dividend yield	3.96	% 0.91	%	
Expected volatility factor <sup>(1)</sup>	59	% 33	%	
Risk-free interest rate <sup>(2)</sup>	0.8	% 1.7	%	
Expected life (in years) <sup>(3)</sup>	4.5	4.5		

Expected volatility is measured using historical daily price changes of the Company's stock over the respective (1) expected term of the options and the implied volatility derived from the market prices of the Company's traded options.

(2) The risk-free rate for periods within the contractual term of the stock options is based on the U.S. Treasury yield curve in effect at the time of grant.

The expected life is the number of years the Company estimates, based primarily on historical experience, that (3) options will be outstanding prior to exercise. The Company's computation of expected life was determined based on the simplified method (the average of the vesting period and option term).

The table below summarizes all of the RSUs and RSAs, including grants made pursuant to the long-term incentive plans discussed above, granted during the three and nine months ended December 31, 2012 and 2011:

	Three Months		Nine Months	
	Ended December 31,		Ended December 31,	
	2012	2011	2012	2011
	(shares in millions)			
RSUs				
Shares	0.1	—	<sup>(1)</sup> 0.8	0.7
Weighted avg. grant date fair value <sup>(2)</sup>	\$20.81	\$20.19	\$24.05	\$24.04
RSAs				
Shares	—	<sup>(1)</sup> 0.1	3.6	3.7
Weighted avg. grant date fair value <sup>(3)</sup>	\$23.04	\$20.40	\$26.21	\$24.49

(1) Less than 0.1 million.

The fair value is based on the quoted market value of the Company's common stock on the grant date reduced by (2) the present value of dividends expected to be paid on the Company's common stock prior to vesting of the RSUs, which is calculated using a risk-free interest rate.

(3) The fair value is based on the quoted market value of the Company's common stock on the grant date.

Employee Stock Purchase Plan: The Company maintains the 2012 Employee Stock Purchase Plan (ESPP) for all eligible employees. The ESPP offer period is semi-annual and allows participants to purchase the Company's common stock at 95% of the closing price of the stock on the last day of the offer period. The ESPP is non-compensatory. For the six-month offer period ended June 30, 2012, the Company issued approximately 0.1 million shares under the ESPP at an average price of \$25.74 per share. For the six-month offer period ended December 31, 2012, the Company



issued approximately 0.2 million shares under the ESPP at an average price of \$20.88 per share. As of December 31, 2012, approximately 29.7 million shares are available for future issuances under the ESPP.

NOTE N – INCOME TAXES

Income tax expense for the three and nine months ended December 31, 2012 was \$107 million and \$342 million, respectively, compared with the three and nine months ended December 31, 2011 of \$141 million and \$337 million, respectively. For the three and nine months ended December 31, 2011, the Company recognized a net tax expense of approximately \$10 million and a net tax benefit of approximately \$8 million, respectively, resulting primarily from international tax rate changes and the recognition of tax benefits related to an investment in a foreign subsidiary.

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CA, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

During the three months ended December 31, 2012, the Company reclassified approximately \$150 million of deferred tax assets from non-current to current due to a change in tax accounting method reflected in the Company's federal income tax return for the fiscal year ended March 31, 2012. This accounting change does not affect the income tax expense.

In April 2011, the U.S. Internal Revenue Service (IRS) completed its examination of the Company's federal income tax returns for the tax years ended March 31, 2005, 2006 and 2007 and issued a report of its findings in connection with the examination. The Company disagrees with certain proposed adjustments in the report and is vigorously disputing these matters through the IRS appellate process. The IRS is also examining the Company's federal income tax returns for the tax years ended March 31, 2008, 2009 and 2010.

While it is difficult to predict the final outcome or the timing of resolution of any particular tax matter, the Company believes that its financial statements reflect the probable outcome of uncertain tax positions. The Company may adjust these uncertain tax positions, as well as any related interest or penalties, in light of changing facts and circumstances, including the settlement of income tax audits and the expirations of statutes of limitation. To the extent a settlement differs from the amounts previously reserved, that difference generally would be recognized as a component of income tax expense in the period of resolution. Although the timing of the resolution of income tax examinations is highly uncertain, it is reasonably possible that settlements, payments and new information in the next 12 months related to certain federal, foreign and state tax issues may result in changes to the Company's uncertain tax positions, including issues involving taxation of international operations, certain state tax issues and other matters. The Company believes that such reasonably possible changes within the next 12 months may reduce the balance of unrecognized tax benefits, net of the effects of refunds and other affirmative claims, by an amount up to \$200 million. The Company's effective income tax rate, excluding the impact of discrete items, for the nine months ended December 31, 2012 and 2011 was 32.6% and 32.4%, respectively. Legislative changes in tax laws, the outcome of tax audits and any other changes in potential tax liabilities may result in additional tax expense or benefit in fiscal year 2013, which are not considered in the Company's estimated annual effective tax rate. While the Company does not currently view any such items as individually material to the results of the Company's consolidated financial position or results of operations, the impact of certain items may yield additional tax expense or benefit in the remaining quarter of fiscal year 2013 and the Company is anticipating a fiscal year 2013 effective tax rate of approximately 30% to 31%.

NOTE O – SEGMENT INFORMATION

The Company's Mainframe Solutions and Enterprise Solutions operating segments comprise its software business organized by the nature of the Company's software offerings and the product hierarchy in which the platform operates. The Services operating segment comprises implementation, consulting, education and training services, including those directly related to the Mainframe Solutions and Enterprise Solutions software that the Company sells to its customers. A measure of segment assets is not currently provided to the Company's Chief Executive Officer and has therefore not been disclosed.

As part of the Company's efforts to more fully utilize its intellectual property assets, in the first quarter of fiscal year 2013, the Company closed a transaction that assigned the rights to certain of these assets to a large technology company for \$35 million. The entire contract amount is included in the Enterprise Solutions segment for the nine months ended December 31, 2012. The Company will continue to have the ability to use these intellectual property assets in current and future product offerings.

During the third quarter of fiscal year 2013, the Company incurred severance costs of which \$5 million, \$11 million and \$2 million were assigned to the Mainframe Solutions, Enterprise Solutions and Services segments, respectively. During the first nine months of fiscal year 2012, the Company incurred severance costs associated with the Fiscal 2012 Plan, of which \$23 million, \$20 million and \$1 million were assigned to the Mainframe Solutions, Enterprise Solutions and Services segments, respectively. Refer to Note C, "Severance and Exit Costs."



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CA, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company's segment information for the three and nine months ended December 31, 2012 and 2011 is as follows:

Three Months Ended December 31, 2012 (dollars in millions)	Mainframe Solutions	Enterprise Solutions	Services	Total	
Revenue	\$622	\$476	\$97	\$1,195	
Expenses	248	426	93	767	
Segment profit	\$374	\$50	\$4	\$428	
Segment operating margin	60	% 11	% 4	% 36	%
Depreciation and amortization	\$25	\$40	\$—	\$65	

Reconciliation of segment profit to income from continuing operations before income taxes for the three months ended December 31, 2012:

Segment profit	\$428
Less:	
Purchased software amortization	26
Other intangibles amortization	14
Share-based compensation expense	18
Other (gains) expenses, net <sup>(1)</sup>	—
Interest expense, net	12
Income from continuing operations before income taxes	\$358

<sup>(1)</sup> Other (gains) expenses, net consists of other unallocated costs including foreign exchange derivative (gains) losses, and other miscellaneous costs.

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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Nine Months Ended December 31, 2012 (dollars in millions)	Mainframe Solutions	Enterprise Solutions	Services	Total	
Revenue	\$1,869	\$1,340	\$283	\$3,492	
Expenses	755	1,195	269	2,219	
Segment profit	\$1,114	\$145	\$14	\$1,273	
Segment operating margin	60	% 11	% 5	% 36	%
Depreciation and amortization	\$78	\$118	\$—	\$196	

Reconciliation of segment profit to income from continuing operations before income taxes for the nine months ended December 31, 2012:

Segment profit				\$1,273	
Less:					
Purchased software amortization				80	
Other intangibles amortization				41	
Share-based compensation expense				62	
Other (gains) expenses, net <sup>(1)</sup>				2	
Interest expense, net				33	
Income from continuing operations before income taxes				\$1,055	

<sup>(1)</sup> Other (gains) expenses, net consists of other unallocated costs including foreign exchange derivative (gains) losses, and other miscellaneous costs.

Three Months Ended December 31, 2011 (dollars in millions)	Mainframe Solutions	Enterprise Solutions	Services	Total	
Revenue	\$682	\$478	\$103	\$1,263	
Expenses	277	419	92	788	
Segment profit	\$405	\$59	\$11	\$475	
Segment operating margin	59	% 12	% 11	% 38	%
Depreciation and amortization	\$25	\$35	\$—	\$60	

Reconciliation of segment profit to income from continuing operations before income taxes for the three months ended December 31, 2011:

Segment profit				\$475	
Less:					
Purchased software amortization				27	
Other intangibles amortization				16	
Share-based compensation expense				20	
Other (gains) expenses, net <sup>(1)</sup>				(1	)
Interest expense, net				9	
Income from continuing operations before income taxes				\$404	

<sup>(1)</sup> Other (gains) expenses, net consists of other unallocated costs including foreign exchange derivative (gains) losses, and other miscellaneous costs.



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## CA, INC. AND SUBSIDIARIES

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Nine Months Ended December 31, 2011 (dollars in millions)	Mainframe Solutions	Enterprise Solutions	Services	Total	
Revenue	\$1,983	\$1,354	\$289	\$3,626	
Expenses	861	1,223	272	2,356	
Segment profit	\$1,122	\$131	\$17	\$1,270	
Segment operating margin	57	% 10	% 6	% 35	%
Depreciation and amortization	\$74	\$98	\$—	\$172	
Reconciliation of segment profit to income from continuing operations before income taxes for the nine months ended December 31, 2011:					
Segment profit				\$1,270	
Less:					
Purchased software amortization				76	
Other intangibles amortization				50	
Share-based compensation expense				61	
Other (gains) expenses, net <sup>(1)</sup>				(5	)
Interest expense, net				24	
Income from continuing operations before income taxes				\$1,064	

<sup>(1)</sup> Other (gains) expenses, net consists of other unallocated costs including foreign exchange derivative (gains) losses, and other miscellaneous costs.

The table below summarizes the Company's revenue from the United States and from international (i.e., non-U.S.) locations:

(in millions)	Three Months Ended December 31, 2012	Nine Months Ended December 31, 2012	Three Months Ended December 31, 2011	Nine Months Ended December 31, 2011
United States	\$701	\$2,068	\$745	\$2,107
Europe	291	830	308	908
Other	203	594	210	611
Total revenue	\$1,195	\$3,492	\$1,263	\$3,626

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Item 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statement

This Quarterly Report on Form 10-Q (Form 10-Q) contains certain forward-looking information relating to CA, Inc. (which we refer to as the "Company," "Registrant," "CA Technologies," "CA," "we," "our" or "us"), that is based on the beliefs and assumptions made by, our management as well as information currently available to management. When used in this Form 10-Q, the words "believes," "plans," "anticipates," "expects," "estimates," "targets" and similar expressions are intended to identify forward-looking information. Forward-looking information includes, for example, the statements made in this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), but also appears in other parts of this Form 10-Q. This forward-looking information reflects our current views with respect to future events and is subject to certain risks, uncertainties, and assumptions.

The declaration and payment of future dividends is subject to the determination of the Company's Board of Directors, in its sole discretion, after considering various factors, including the Company's financial condition, historical and forecast operating results, and available cash flow, as well as any applicable laws and contractual covenants and any other relevant factors. The Company's practice regarding payment of dividends may be modified at any time and from time to time.

Repurchases under the Company's stock repurchase program are expected to be made with cash on hand and may be made from time to time, subject to market conditions and other factors, in the open market, through solicited or unsolicited privately negotiated transactions or otherwise. The program, which is authorized through the fiscal year ending March 31, 2014, does not obligate the Company to acquire any particular amount of common stock, and it may be modified or suspended at any time at the Company's discretion.

A number of important factors could cause actual results or events to differ materially from those indicated by forward-looking statements, including: the ability to achieve success in the Company's strategy by, among other things, effectively rebalancing the Company's sales force to increase penetration in growth markets and with large enterprises that have not historically been significant customers, enabling the sales force to sell new products, improving the Company's brand in the marketplace and ensuring the Company's set of cloud computing, Software-as-a-Service and other new offerings address the needs of a rapidly changing market, while not adversely affecting the demand for the Company's traditional products or its profitability; global economic factors or political events beyond the Company's control; general economic conditions and credit constraints, or unfavorable economic conditions in a particular region, industry or business sector; the failure to adapt to technological changes and introduce new software products and services in a timely manner; competition in product and service offerings and pricing; the failure to expand partner programs; the ability to retain and attract adequate qualified personnel; the ability to integrate acquired companies and products into existing businesses; the ability to adequately manage and evolve financial reporting and managerial systems and processes; the ability of the Company's products to remain compatible with ever-changing operating environments; breaches of the Company's software products and the Company's and customers' data centers and IT environments; discovery of errors in the Company's software and potential product liability claims; the failure to protect the Company's intellectual property rights and source code; risks associated with sales to government customers; access to software licensed from third parties; risks associated with the use of software from open source code sources; access to third-party code and specifications for the development of code; third-party claims of intellectual property infringement or royalty payments; fluctuations in the number, terms and duration of the Company's license agreements as well as the timing of orders from customers and channel partners; the failure to renew large license transactions on a satisfactory basis; changes in market conditions or the Company's credit ratings; fluctuations in foreign currencies; the failure to effectively execute the Company's workforce reductions; successful outsourcing of various functions to third parties; events or circumstances that would require us to record a goodwill impairment charge; potential tax liabilities; acquisition opportunities that may or may not arise; and other factors described more fully in this Form 10-Q and the Company's other filings with the Securities and Exchange Commission. Should one or more of these risks or uncertainties occur, or should our assumptions prove incorrect, actual results may vary materially from those described in this Form 10-Q as believed, planned, anticipated, expected, estimated, targeted or similarly expressed in a forward-looking manner. We do not intend to update these



forward-looking statements, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. This MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes to the financial statements. References in this Form 10-Q to fiscal 2013 and fiscal 2012 are to our fiscal years ending on March 31, 2013 and 2012, respectively.

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OVERVIEW

We are the leading independent enterprise information technology (IT) management software and solutions company with expertise across a wide range of IT environments. We develop and deliver software and services that help organizations accelerate, transform and secure their IT infrastructures to deliver flexible IT services. This allows customers to respond faster to business demands for new services, manage the quality of services, increase efficiency and reduce risk. Our products and solutions are designed to operate in a wide range of IT environments – from mainframe and physical to virtual and cloud.

We license our products worldwide. We serve companies across most major industries around the world, including banks, insurance companies, other financial services providers, government agencies, telecommunication providers, manufacturers, technology companies, retailers, educational organizations and health care institutions. These customers typically maintain IT infrastructures across platforms, from physical to virtual and cloud, and from multiple vendors. These environments are complex and critical to our customers' operations.

As business demands increase and new technologies evolve, demands on IT continue to increase. Organizations expect more from technology and many want to use IT to gain a competitive edge. This means companies are using IT to deliver products to market faster, reach new customers and respond to changes in the competitive environment. To achieve their desired business outcomes and gain business advantages, many organizations are improving the efficiency, mobility and availability of their IT resources and applications by adopting next-generation technologies like virtualization and cloud computing and consuming IT as Software-as-a-Service (SaaS). They are also extending their legacy physical environments to virtual and cloud environments. Virtualization lets users run multiple virtual machines on each physical machine. Cloud computing is a shared pool of computing resources that can be accessed, configured and used as needed. With SaaS, customers can obtain software on a subscription, "pay-as-you-go" model. While these technologies can reduce operating costs tied to physical infrastructure, this evolution in computing is a transformative opportunity that is also making IT environments more complex. Data centers are evolving to include mainframes, physical servers, virtualized servers and private, public and hybrid (a combination of public and private) cloud environments.

We believe it is vital for companies to effectively accelerate, transform and secure all of their various computing environments, while being able to deliver new services quickly based on their business needs. Our core strengths in IT management and security, combined with our investments in innovative technologies, position us to serve a range of customers which we divided into three customer segments in the fourth quarter of fiscal 2012: (1) approximately 1,000 core large existing enterprise customers with annual revenue in excess of \$2 billion (Large Existing Enterprises), which currently account for approximately 80% of our revenue; (2) enterprises with revenue in excess of \$2 billion that have not historically been significant customers of ours (Large New Enterprises), a customer segment that we believe includes 4,500 potential new customers but where we intend to initially focus on approximately 1,000 of these customers selected based on our current geographical and vertical strengths; and (3) approximately 7,000 enterprises with revenue between \$300 million and \$2 billion and in fast growing geographies like Latin America and Asia (Growth Markets). During the first quarter of fiscal 2013, we made organizational changes to allow us to focus better on our customer segmentation. Key aspects of these changes include: consolidating all disciplines associated with our Growth Markets initiatives into one general manager, consolidating our business operations into our finance team, enhancing the processes for evaluating sales opportunities by region and customer segment and increasing executive oversight over key transactions. In addition, we introduced new products and solutions during the third quarter of fiscal 2013 and we expect to introduce new products and solutions during the fourth quarter of fiscal 2013 that we believe should create selling opportunities across all customer segments. All these efforts are designed to accelerate new product sales outside of our contract renewal cycle. We believe by targeting these customer segments, we are more than doubling our total addressable market. Our customer segmentation initiative has taken longer than anticipated to gain traction. As part of this initiative, we have also developed a new management process intended to improve the visibility and quality of our pipeline. We believe that these initiatives will benefit our performance in the long-term.

Our broad and deep portfolio of software solutions addresses customer needs across computing platforms. We deliver these solutions on-premises or, for certain products, using SaaS.

During fiscal 2012, we began an effort to more fully realize the value of our intellectual property by strategically licensing and/or assigning selected assets within our portfolio. This effort is intended to better position us in the marketplace and allow us the flexibility to reinvest in improving our overall business.

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EXECUTIVE SUMMARY

The following is a summary of the analysis of our results contained in our MD&A for the third quarter of fiscal 2013. Total revenue for the third quarter of fiscal 2013 decreased 5% to \$1,195 million compared with \$1,263 million in the year-ago period primarily due to a decrease in subscription and maintenance revenue and to a lesser extent a decrease in software fees and other revenue. For the third quarter of fiscal 2012, software fees and other revenue included \$39 million in revenue under a license agreement we entered into in connection with a litigation settlement (refer to the "Software Fees and Other" section under Results of Operations for additional information), which contributed three percentage points of the decrease in total revenue. There was also an unfavorable foreign exchange effect of \$12 million for the third quarter of fiscal 2013.

Total bookings in the third quarter of fiscal 2013 decreased 2% compared with the year-ago period to \$1,261 million primarily due to a year-over-year decline in software fees and other bookings, which are recognized as software fees and other revenue. This was partially offset by an increase in professional services bookings. Total new product and mainframe capacity sales in the third quarter of fiscal 2013 declined by approximately 10% compared with the third quarter of fiscal 2012. Within these bookings, mainframe new product sales decreased primarily as a result of the aforementioned \$39 million license fee received in the third quarter of fiscal 2012. Mainframe capacity sales decreased, while enterprise solutions new product sales were consistent with the prior period. We continue to expect the value of our total fiscal 2013 renewals to decline by approximately 10% compared with fiscal 2012. For the third quarter of fiscal 2013, our percentage renewal yield was in the low 90's.

Total expenses before interest and income taxes of \$825 million for the third quarter of fiscal 2013 decreased 3% compared with \$850 million in the third quarter of fiscal 2012. Total expenses for the third quarter of fiscal 2013 decreased compared with the third quarter of fiscal 2012 primarily as a result of a decrease in selling and marketing, general and administrative and product development and enhancements expenses. These decreases were partially offset by an increase of \$18 million in employee severance charges.

Income from continuing operations before interest and income taxes decreased \$43 million, or 10%, in the third quarter of fiscal 2013 compared with the year-ago period.

Income tax expense decreased \$34 million for the third quarter of fiscal 2013 compared with the year-ago period as a result of the decrease in income before income taxes and the timing of both favorable and unfavorable discrete items in the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012.

Diluted income from continuing operations per share for the third quarter of fiscal 2013 was \$0.55, compared with \$0.54 in the year-ago period, reflecting an increase in operating income as a result of the decrease in operating expenses and our repurchases of common shares.

For the third quarter of fiscal 2013, our segment performance results were as follows:

Mainframe Solutions revenue for the third quarter of fiscal 2013 decreased \$60 million from the year-ago period primarily due to the aforementioned \$39 million license fee received in the third quarter of fiscal 2012 and a decrease in subscription and maintenance revenue, which is attributable to a decrease in subscription and maintenance bookings due to lower new product and mainframe capacity sales in prior periods. The increase in operating margin for the third quarter of fiscal 2013 was primarily a result of a decrease in selling and marketing expenses and general and administrative expenses.

Enterprise Solutions revenue for the third quarter of fiscal 2013 decreased from the year-ago period due to an unfavorable foreign exchange effect of \$4 million. Within Enterprise Solutions, there was an increase in revenue from our security and ITKO products, which was mostly offset by a decrease in revenue from our service assurance, automation and data management products. Primarily as a result of the increase in expenses from severance costs, Enterprise Solutions operating margin for the third quarter of fiscal 2013 declined from 12% to 11% compared with the year-ago period.

Services revenue for the third quarter of fiscal 2013 decreased compared with the third quarter of fiscal 2012 due to a lower amount of billable time on engagements during the quarter. Operating margin for Services decreased to 4% in the third quarter of fiscal 2013 compared with 11% in the third quarter of fiscal 2012 as a result the decrease in revenue and an increase in severance costs.

Total revenue backlog of \$7,488 million at December 31, 2012 decreased 7% compared with \$8,084 million at December 31, 2011. The current portion of revenue backlog of \$3,495 million at December 31, 2012 decreased by 2% compared with the balance of \$3,576 million at December 31, 2011. Revenue backlog in the quarter was unfavorably affected by the decline of total bookings in the first six months of fiscal 2013 and the increase in the percentage of bookings recognized as software fees and other revenue in the first nine months of fiscal 2013, which is not included in revenue backlog at December 31, 2012. We expect a continued decline in revenue backlog year-over-year through fiscal 2013 prior to an expected increase in our renewals in fiscal 2014. Generally, we believe that a change in the current portion of revenue backlog on a year-over-year basis is an indicator of future subscription and maintenance revenue performance due to the high percentage of our revenue that is recognized from license agreements that are already committed and being recognized ratably.

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Cash provided by continuing operating activities for the third quarter of fiscal 2013 was \$566 million, representing an increase of \$170 million compared with the third quarter of fiscal 2012. The increase was primarily due to an increase in cash collections of \$178 million, which includes an increase in single installment payments of \$150 million. Due to our performance in the first six months of fiscal 2013, the macro-economic environment in which we believe customers are elongating their sales cycles, and the expectation of delaying the closing of some transactions in our pipeline until later in fiscal 2013 and after fiscal 2013, we currently expect lower billings and collections for fiscal 2013 compared with fiscal 2012. As a result, we expect a year-over-year decrease in cash flows from operations for fiscal 2013 compared with fiscal 2012.

## QUARTERLY UPDATE

In November 2012, the Company announced that its Board of Directors unanimously adopted a Stockholder Protection Rights Agreement to replace the Company's existing Rights Agreement, which expired on November 30, 2012.

In December 2012, the Company's Board of Directors elected Michael P. Gregoire as the Company's Chief Executive Officer and a member of its Board of Directors, effective January 7, 2013. Mr. Gregoire is succeeding William E. McCracken who retired as Chief Executive Officer and a member of the Company's Board, effective January 7, 2013. Mr. Gregoire is a 25-year veteran of the software and IT services industries, most recently as President, Chief Executive Officer and Chairman of the board of directors of Taleo Corporation prior to its acquisition by Oracle Corporation in April 2012.

## PERFORMANCE INDICATORS

Management uses several quantitative performance indicators to assess our financial results and condition. Following is a summary of the principal quantitative performance indicators that management uses to review performance:

	Third Quarter Comparison Fiscal 2013 Versus Fiscal 2012			
	2013	2012	Change	Percent Change
	(dollars in millions)			
Total revenue	\$1,195	\$1,263	\$(68)	(5)%
Income from continuing operations	\$251	\$263	\$(12)	(5)%
Cash provided by operating activities – continuing operations	\$566	\$396	\$170	43%
Total bookings	\$1,261	\$1,284	\$(23)	(2)%
Subscription and maintenance bookings	\$1,034	\$1,035	\$(1)	—%
Weighted average subscription and maintenance license agreement duration in years	2.97	3.53	(0.56)	(16)%
	First Nine Months Comparison Fiscal 2013 Versus Fiscal 2012			
	2013	2012	Change	Percent Change
	(dollars in millions)			
Total revenue	\$3,492	\$3,626	\$(134)	(4)%
Income from continuing operations	\$713	\$727	\$(14)	(2)%
Cash provided by operating activities – continuing operations	\$838	\$729	\$109	15%
Total bookings	\$2,651	\$3,121	\$(470)	(15)%
Subscription and maintenance bookings	\$2,043	\$2,484	\$(441)	(18)%
Weighted average subscription and maintenance license agreement duration in years	2.98	3.48	(0.50)	(14)%



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	December 31, 2012	March 31, 2012	Change From Year End	December 31, 2011	Change From Prior Year Quarter
	(in millions)				
Cash, cash equivalents and investments <sup>(1)</sup>	\$2,548	\$2,679	\$(131 )	\$2,539	\$9
Total debt	\$1,301	\$1,301	\$—	\$1,309	\$(8 )
Total expected future cash collections from committed contracts <sup>(2)</sup>	\$5,083	\$5,745	\$(662 )	\$5,800	\$(717 )
Total revenue backlog <sup>(2)</sup>	\$7,488	\$8,473	\$(985 )	\$8,084	\$(596 )
Total current revenue backlog <sup>(2)</sup>	\$3,495	\$3,714	\$(219 )	\$3,576	\$(81 )

(1) At December 31, 2012 and March 31, 2012, investments were \$195 million and less than \$1 million, respectively.  
 (1) At December 31, 2011, investments were \$181 million.

(2) Refer to the discussion in the “Liquidity and Capital Resources” section of this MD&A for additional information on expected future cash collections from committed contracts and revenue backlog.

Analyses of our performance indicators shown above and segment performance can be found in the “Results of Operations” and “Liquidity and Capital Resources” sections of this MD&A.

**Total Revenue** — Total revenue is the amount of revenue recognized during the reporting period from the sale of license, maintenance and professional services agreements. Amounts recognized as subscription and maintenance revenue are recognized ratably over the term of the agreement. Professional services revenue is generally recognized as the services are performed or recognized on a ratably basis over the term of the related software license. Software fees and other revenue generally represents license fee revenue recognized at the inception of a license agreement (up-front basis) and also includes our SaaS revenue, which is recognized as services are provided.

**Total Bookings** — Total bookings, or sales, includes the incremental value of all subscription, maintenance and professional services contracts and software fees and other contracts entered into during the reporting period and is generally reflective of the amount of products and services during the period that our customers have agreed to purchase from us. Revenue for bookings attributed to sales of software products for which license fee revenue is recognized on an up-front basis is reflected in “Software fees and other” in the Condensed Consolidated Statements of Operations.

As our business strategy has evolved, our management also looks within bookings at total new product and capacity sales, which we define as sales of products or mainframe capacity that are new or in addition to products or mainframe capacity previously contracted for by a customer. The amount of new product and capacity sales for a period, as currently tracked by us, requires estimation by management and has not been historically reported. Within a given period, the amount of new product and capacity sales may not be material to the change in our total bookings or revenue compared with prior periods. New product and capacity sales can be reflected as subscription and maintenance bookings in the period (for which revenue would be recognized ratably over the term of the contract) or in software fees and other bookings (which are recognized as software fees and other revenue in the current period).

**Subscription and Maintenance Bookings** — Subscription and maintenance bookings is the aggregate incremental amount we expect to collect from our customers over the terms of the underlying subscription and maintenance agreements entered into during a reporting period. These amounts include the sale of products directly by us and may include additional products, services or other fees for which we have not established vendor specific objective evidence (VSOE). Subscription and maintenance bookings also includes indirect sales by distributors and volume partners, value-added resellers and exclusive representatives to end-users, where the contracts incorporate the right for end-users to receive unspecified future software products, and other contracts without these rights entered into in close proximity or contemplation of such agreements. These amounts are expected to be recognized ratably as subscription and maintenance revenue over the applicable term of the agreements. Subscription and maintenance bookings exclude the value associated with certain perpetual licenses, license-only indirect sales, SaaS offerings and professional



services arrangements.

The license and maintenance agreements that contribute to subscription and maintenance bookings represent binding payment commitments by customers over periods that range generally from three to five years, although in certain cases customer commitments can be for longer or shorter periods. These current period bookings are often renewals of prior contracts that also had various durations, usually from three to five years. The amount of new subscription and maintenance bookings recorded in a period is affected by the volume, duration and value of contracts renewed during that period. Subscription and maintenance bookings typically increases in each consecutive quarter during a fiscal year, with the first quarter having the least bookings and the fourth quarter having the most bookings. However, subscription and maintenance bookings may not always follow the pattern of increasing in consecutive quarters during a fiscal year, and the quarter-to-quarter differences in subscription and maintenance bookings may vary. Given the varying durations of the contracts being renewed, year-over-year comparisons of bookings are not always indicative of the overall bookings trend.

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Generally, we believe that a change in the current portion of revenue backlog on a year-over-year basis is an indicator of future subscription and maintenance revenue performance due to the high percentage of our revenue that is recognized from license agreements that are already committed and being recognized ratably. Within bookings, we also consider the yield on our renewals. We define “renewal yield” as the percentage of the renewable value of a prior contract (i.e., the maintenance value and, in the case of non-perpetual licenses, the license value) realized in current period bookings. The renewable value of a prior contract is an estimate affected by various factors including contractual renewal terms, price increases and other conditions. We estimate the aggregated yield for a quarter based on a review of material transactions representing a substantial majority of the dollar value of renewals during the current period. There may be no correlation between year-over-year changes in bookings and year-over-year changes in renewal yield, since renewal yield is based on the renewable value of deals of various durations, most of which are longer than one year.

Additionally, period-to-period changes in subscription and maintenance bookings do not necessarily correlate to changes in cash receipts. The contribution to current period revenue from subscription and maintenance bookings from any single license or maintenance agreement is relatively small, since revenue is recognized ratably over the applicable term for these agreements.

**Weighted Average Subscription and Maintenance License Agreement Duration in Years** — The weighted average subscription and maintenance license agreement duration in years reflects the duration of all subscription and maintenance agreements executed during a period, weighted by the total contract value of each individual agreement. Weighted average subscription and maintenance license agreement duration in years can fluctuate from period to period depending on the mix of license agreements entered into during a period. Weighted average duration information is disclosed in order to provide additional understanding of the volume of our bookings.

**Total Revenue Backlog** — Total revenue backlog represents the aggregate amount we expect to recognize as revenue in the future as either subscription and maintenance revenue, professional services revenue or software fees and other revenue associated with contractually committed amounts billed or to be billed as of the balance sheet date. Total revenue backlog is composed of amounts recognized as liabilities in our Condensed Consolidated Balance Sheets as deferred revenue (billed or collected) as well as unearned amounts yet to be billed under subscription and maintenance and software fees and other agreements. Classification of amounts as current and noncurrent depends on when such amounts are expected to be earned and therefore recognized as revenue. Amounts that are expected to be earned and therefore recognized as revenue in 12 months or less are classified as current, while amounts expected to be earned in greater than 12 months are classified as noncurrent. The portion of the total revenue backlog that relates to subscription and maintenance agreements is recognized as revenue evenly on a monthly basis over the duration of the underlying agreements and is reported as subscription and maintenance revenue in our Condensed Consolidated Statements of Operations. Generally, we believe that a change in the current portion of revenue backlog on a year-over-year basis is an indicator of future subscription and maintenance revenue performance due to the high percentage of our revenue that is recognized from license agreements that are already committed and being recognized ratably.

“Deferred revenue (billed or collected)” is composed of: (i) amounts received from customers in advance of revenue recognition, (ii) amounts billed but not collected for which revenue has not yet been earned, and (iii) amounts received in advance of revenue recognition from financial institutions where we have transferred our interest in committed installments (referred to as “Financing obligations and other” in Note G, “Deferred Revenue,” in the Notes to the Condensed Consolidated Financial Statements).

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## RESULTS OF OPERATIONS

The following tables present revenue and expense line items reported in our Condensed Consolidated Statements of Operations for the third quarter and first nine months of fiscal 2013 and fiscal 2012 and the period-over-period dollar and percentage changes for those line items. These comparisons of past financial results are not necessarily indicative of future results.

	Third Quarter Comparison Fiscal 2013 Versus Fiscal 2012					
	2013 (in millions)	2012	Dollar Change 2013 / 2012	Percentage Change 2013 / 2012	Percentage of Total Revenue	
					2013	2012
<b>Revenue</b>						
Subscription and maintenance revenue	\$966	\$1,006	\$(40)	(4)%	81%	80%
Professional services	97	103	(6)	(6)%	8	8
Software fees and other	132	154	(22)	(14)%	11	12
Total revenue	\$1,195	\$1,263	\$(68)	(5)%	100%	100%
<b>Expenses</b>						
Costs of licensing and maintenance	\$72	\$69	\$3	4%	6%	5%
Cost of professional services	92	91	1	1	8	7
Amortization of capitalized software costs	66	59	7	12	6	5
Selling and marketing	331	342	(11)	(3)%	28	27
General and administrative	96	113	(17)	(15)%	8	9
Product development and enhancements	120	126	(6)	(5)%	10	10
Depreciation and amortization of other intangible assets	39	44	(5)	(11)%	3	3
Other (gains) expenses, net	9	6	3	50%	1	—
Total expenses before interest and income taxes	\$825	\$850	\$(25)	(3)%	69%	67%
Income from continuing operations before interest and income taxes	\$370	\$413	\$(43)	(10)%	31%	33%
Interest expense, net	12	9	3	33	1	1
Income from continuing operations before income taxes	\$358	\$404	\$(46)	(11)%	30%	32%
Income tax expense	107	141	(34)	(24)%	9	11
Income from continuing operations	\$251	\$263	\$(12)	(5)%	21%	21%

Note: Amounts may not add to their respective totals due to rounding.

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## First Nine Months Comparison Fiscal 2013 Versus Fiscal 2012

	2013	2012	Dollar Change 2013 / 2012	Percentage Change 2013 / 2012	Percentage of Total Revenue 2013	2012	
(in millions)							
<b>Revenue</b>							
Subscription and maintenance revenue	\$2,906	\$3,035	\$(129)	(4)%	83%	84%	%
Professional services	283	289	(6)	(2)%	8	8	
Software fees and other	303	302	1	—	9	8	
Total revenue	\$3,492	\$3,626	\$(134)	(4)%	100%	100%	%
<b>Expenses</b>							
Costs of licensing and maintenance	\$210	\$207	\$3	1%	6%	6%	%
Cost of professional services	266	270	(4)	(1)%	8	7	
Amortization of capitalized software costs	197	164	33	20	6	5	
Selling and marketing	953	1,038	(85)	(8)%	27	29	
General and administrative	304	331	(27)	(8)%	9	9	
Product development and enhancements	368	384	(16)	(4)%	11	11	
Depreciation and amortization of other intangible assets	120	134	(14)	(10)%	3	4	
Other (gains) expenses, net	(14)	10	(24)	NM	—	—	
Total expenses before interest and income taxes	\$2,404	\$2,538	\$(134)	(5)%	69%	70%	%
Income from continuing operations before interest and income taxes	\$1,088	\$1,088	\$—	—	31%	30%	%
Interest expense, net	33	24	9	38	1	1	
Income from continuing operations before income taxes	\$1,055	\$1,064	\$(9)	(1)%	30%	29%	%
Income tax expense	342	337	5	1	10	9	
Income from continuing operations	\$713	\$727	\$(14)	(2)%	20%	20%	%

Note: Amounts may not add to their respective totals due to rounding.

**Revenue****Total Revenue**

As more fully described below, the decrease in total revenue in the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012 was primarily attributable a decrease in subscription and maintenance revenue and to a lesser extent a decrease in software fees and other revenue. For the third quarter of fiscal 2012, software fees and other revenue included \$39 million in revenue under a license agreement we entered into in connection with a litigation settlement (refer to "Software Fees and Other" section below). There was also an unfavorable foreign exchange effect of \$12 million for the third quarter of fiscal 2013.

The decrease in total revenue in the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012 was primarily attributable to an unfavorable foreign exchange effect of \$88 million and to a lesser extent, a decrease in subscription and maintenance revenue.

Due to our performance in the first six months of fiscal 2013, the macro-economic environment in which we believe customers are elongating their sales cycles, and the expectation of delaying the closing of some transactions in our

pipeline until later in fiscal 2013 and after fiscal 2013, we currently expect a year-over-year decrease in total revenue for fiscal 2013 compared with fiscal 2012.

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### Subscription and Maintenance Revenue

Subscription and maintenance revenue is the amount of revenue recognized ratably during the reporting period from: (i) subscription license agreements that were in effect during the period, generally including maintenance that is bundled with and not separately identifiable from software usage fees or product sales, (ii) maintenance agreements associated with providing customer technical support and access to software fixes and upgrades that are separately identifiable from software usage fees or product sales, and (iii) license agreements bundled with additional products, maintenance or professional services for which VSOE has not been established. These amounts include the sale of products directly by us, as well as by distributors and volume partners, value-added resellers and exclusive representatives to end-users, where the contracts incorporate the right for end-users to receive unspecified future software products, and other contracts entered into in close proximity or contemplation of these agreements.

The decrease in subscription and maintenance revenue in the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012 was primarily attributable to a decrease in subscription and maintenance bookings from lower renewals and new product and mainframe capacity sales in prior periods and an increase in the percentage of our total bookings recognized on an up-front basis within software fees and other revenue. There was also an unfavorable foreign exchange effect of \$10 million for the third quarter of fiscal 2013.

The decrease in subscription and maintenance revenue in the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012 was primarily attributable to an unfavorable foreign exchange effect of \$77 million. The decrease in subscription and maintenance revenue was also attributable to a decrease in subscription and maintenance bookings from lower renewals and new product and mainframe capacity sales in prior periods and an increase in the percentage of our total bookings recognized on an up-front basis within software fees and other revenue.

We expect that an increased percentage of bookings recognized as software fees and other revenue will have an unfavorable effect on future subscription and maintenance revenue.

### Professional Services

Professional services revenue primarily includes product implementation, consulting, customer training and customer education. Professional services revenue for the third quarter of fiscal 2013 decreased slightly compared with the third quarter of fiscal 2012 due to a lower amount of billable time on engagements during the quarter as a result of lower sales activity earlier in the year.

Professional services revenue for the first nine months of fiscal 2013 decreased slightly compared with the first nine months of fiscal 2012 due to an unfavorable foreign exchange effect of \$7 million. Without the unfavorable effect of foreign exchange, professional services revenue for the first nine months of fiscal 2013 would have been consistent with the year-ago period.

### Software Fees and Other

Software fees and other revenue primarily consists of revenue that is recognized on an up-front basis. This includes revenue associated with enterprise solutions products sold on an up-front basis directly by our sales force or through transactions with distributors and volume partners, value-added resellers and exclusive representatives (sometimes referred to as our “indirect” or “channel” revenue). It also includes our SaaS revenue, which is recognized as the services are provided rather than up-front.

During the third quarter of fiscal 2012, we recognized \$39 million in revenue under a license agreement we entered into in connection with a litigation settlement with Rocket Software, Inc. (Rocket) during fiscal 2009 that resolved our claims against Rocket for copyright infringement and trade secret misappropriation. Rocket did not admit any wrongdoing in connection with this settlement. As part of this settlement, Rocket agreed to license technology from us, including source code authored several years ago and related trade secrets that were the subject of the litigation. The amount received during the third quarter of fiscal 2012 reflects the final amount owed to us, which was not scheduled to be paid in full until fiscal 2014 (the Final License Payment). Rocket paid this amount in advance at their discretion, unsolicited by us and without any discount or concession by us.

Software fees and other revenue decreased for the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012 primarily due to the Final License Payment recognized in the third quarter of fiscal 2012. Partially offsetting this decrease was an increase of \$9 million in revenue from our perpetual enterprise solutions products and \$9 million in revenue from our SaaS offerings.

Software fees and other revenue was consistent for the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012 primarily due to an increase of \$21 million in revenue from our perpetual enterprise solutions products and \$21 million in revenue from our SaaS offerings. These increases were offset by the Final License Payment recognized in the third quarter of fiscal 2012.

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## Total Revenue by Geography

The following tables present the amount of revenue earned from sales to unaffiliated customers in the United States and international regions and corresponding percentage changes for the third quarter and first nine months of fiscal 2013 and the third quarter and first nine months of fiscal 2012.

## Third Quarter Comparison Fiscal 2013 Versus Fiscal 2012

	2013	%	2012	%	Dollar Change	Percentage Change
	(dollars in millions)					
United States	\$701	59	% \$745	59	% \$(44)	) (6)%
International	494	41	% 518	41	% (24)	) (5)%
Total Revenue	\$1,195	100	% \$1,263	100	% \$(68)	) (5)%

## First Nine Months Comparison Fiscal 2013 Versus Fiscal 2012

	2013	%	2012	%	Dollar Change	Percentage Change
	(dollars in millions)					
United States	\$2,068	59	% \$2,107	58	% \$(39)	) (2)%
International	1,424	41	% 1,519	42	% (95)	) (6)%
Total Revenue	\$3,492	100	% \$3,626	100	% \$(134)	) (4)%

Revenue in the United States decreased by \$44 million, or 6%, for the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012 primarily due to a decrease in subscription and maintenance revenue and a decrease in software fees and other revenue, as described above. International revenue decreased by \$24 million, or 5%, for the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012. The decrease was primarily due to an unfavorable foreign exchange effect of \$12 million and a decrease in subscription and maintenance revenue.

Revenue in the United States decreased by \$39 million, or 2%, for the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012 primarily due to an a decrease in subscription and maintenance revenue, as described above. International revenue decreased by \$95 million, or 6%, for the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012, primarily due to an unfavorable foreign exchange effect of \$88 million.

Price changes do not have a material effect on revenue in a given period as a result of our ratable subscription model.

## Expenses

Operating expenses for the third quarter of fiscal 2013 decreased compared with the third quarter of fiscal 2012 primarily as a result of a decrease in selling and marketing, general and administrative and product development and enhancements expenses. The decrease in operating expenses was also attributable to lower personnel costs of \$5 million due in part to a change in our employee vacation benefits. These decreases were partially offset by an increase of \$18 million in employee severance charges.

Operating expenses for the first nine months of fiscal 2013 decreased compared with the first nine months of fiscal 2012 due to \$35 million of income from the intellectual property transaction recognized in "Other (gains) expenses, net" in the first quarter of fiscal 2013. In addition, the decrease was also attributable to a decrease in selling and marketing expenses, a favorable effect of foreign exchange on operating expenses, a decrease in general and administrative expenses, a \$28 million decrease in severance costs and a decrease in \$10 million due to the aforementioned change to our employee vacation benefits. We currently expect an additional \$10 million of cost savings in the fourth quarter of fiscal 2013 as a result of this change to our employee vacation benefits. Partially offsetting these decreases was an increase in amortization of capitalized software costs.

## Costs of Licensing and Maintenance

Costs of licensing and maintenance include technical support, royalties, and other manufacturing and distribution costs. Costs of licensing and maintenance for the third quarter and first nine months of fiscal 2013 were consistent with the third quarter and first nine months of fiscal 2012.

## Cost of Professional Services



Cost of professional services consists primarily of our personnel-related costs associated with providing professional services and training to customers. Cost of professional services for the third quarter of fiscal 2013 was consistent with the third quarter of fiscal 2012. Operating margin for professional services decreased to 5% for the third quarter of fiscal 2013 compared to 12% for the third quarter of fiscal 2012. The decrease in operating margin for professional services was primarily attributable to the decrease in revenue for the third quarter of fiscal 2013 as described above and an increase in severance costs.

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Cost of professional services for the first nine months of fiscal 2013 was slightly lower compared with the first nine months of fiscal 2012. Operating margin for professional services decreased slightly to 6% for the first nine months of fiscal 2013 compared to 7% in the first nine months of fiscal 2012.

Operating margin for professional services does not include certain additional costs that are allocated to the Services segment (see “Performance of Segments” below).

**Amortization of Capitalized Software Costs**

Amortization of capitalized software costs consists of the amortization of both purchased software and internally generated capitalized software development costs. Internally generated capitalized software development costs relate to new products and significant enhancements to existing software products that have reached the technological feasibility stage.

The increase in amortization of capitalized software costs for the third quarter and first nine months of fiscal 2013 compared with the third quarter and first nine months of fiscal 2012 was primarily due to the increase in software development projects that have reached general availability in recent periods and amortization from assets acquired from our fiscal 2012 acquisitions.

We evaluate the useful lives and recoverability of capitalized software and other intangible assets when events or changes in circumstances indicate that an impairment may exist. These evaluations require complex assumptions about key factors such as future customer demand, technology trends, and the impact of such factors on the technology we acquire and develop for our products. As of December 31, 2012, no impairment exists and no revisions to useful lives are necessary within our Enterprise Solutions segment. Impairment or revisions to useful lives could result from the use of alternative assumptions which reflect reasonably possible outcomes related to future customer demand or technology trends for certain assets in the Enterprise Solutions segment whose carrying amount is approximately \$75 million.

**Selling and Marketing**

Selling and marketing expenses include the costs relating to our sales force, channel partners, corporate and business marketing and customer training programs. For the third quarter of fiscal 2013, the decrease in selling and marketing expenses compared with the third quarter of fiscal 2012 was primarily attributable to a decrease in personnel-related costs of \$18 million and a decrease in promotion expense of \$8 million. The decreases were partially offset by an increase in severance costs of \$10 million.

For the first nine months of fiscal 2013, the decrease in selling and marketing expenses compared with the first nine months of fiscal 2012 was attributable to a decrease in commission expenses of \$25 million due to lower sales in the first nine months of fiscal 2013, a favorable foreign exchange effect of \$22 million, a decrease in personnel-related costs of \$17 million, a decrease in severance costs of \$17 million and a decrease in promotion expense of \$13 million.

**General and Administrative**

General and administrative expenses include the costs of corporate and support functions, including our executive leadership and administration groups, finance, legal, human resources, corporate communications and other costs such as provisions for doubtful accounts. For the third quarter of fiscal 2013, general and administrative expenses decreased compared with the third quarter of fiscal 2012, primarily due to a decrease in costs associated with external consultants of \$12 million.

For the first nine months of fiscal 2013, general and administrative expenses decreased compared with the first nine months of fiscal 2012, primarily due to a decrease in costs associated with external consultants of \$17 million and a favorable foreign exchange effect of \$10 million.

**Product Development and Enhancements**

For the third quarters of fiscal 2013 and fiscal 2012, product development and enhancements expenses represented approximately 10% of total revenue. The decrease in product development and enhancements expenses was primarily attributable to a decrease in personnel-related costs and an increase in the proportion of expenditures that were capitalized during the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012. These decreases were partially offset by an increase in severance costs of \$5 million.

For the first nine months of fiscal 2013 and fiscal 2012, product development and enhancements expenses represented approximately 11% of total revenue. The decrease in product development and enhancements expenses was primarily

attributable to a decrease in personnel-related costs. These decreases were partially offset by a decrease in the proportion of expenditures that were capitalized during the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012.

**Depreciation and Amortization of Other Intangible Assets**

The decrease in depreciation and amortization of other intangible assets for the third quarter and first nine months of fiscal 2013 compared with the third quarter and first nine months of fiscal 2012 was primarily due to the decrease in the amount of intangible assets acquired that are subject to amortization as a result of intangible assets becoming fully amortized.

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Other (Gains) Expenses, Net

Other (gains) expenses, net includes gains and losses attributable to divested assets, foreign currency, exchange rate changes, impairment charges and other miscellaneous items. Foreign exchange derivative contracts are used to mitigate our operating risks and exposure to foreign currency exchange rates.

Other (gains) expenses, net increased \$3 million for the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012. The increase was primarily a result of an increase in expenses in connection with litigation claims.

Other (gains) expenses, net decreased \$24 million for the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012. The decrease was primarily a result of a transaction in the first quarter of fiscal 2013 to assign the rights of certain of our intellectual property assets to a technology company for \$35 million as part of an effort to more fully utilize our intellectual property assets. We will continue to have the ability to use these intellectual property assets in current and future product offerings. Partially offsetting this income for the first nine months of fiscal 2013 was a \$9 million loss relating to foreign exchange, of which \$2 million relates to our derivative contracts hedging our forecasted cash flow exposure.

Interest Expense, Net

Interest expense, net for the third quarter and first nine months of fiscal 2013 increased from the respective year-ago periods primarily due to a decrease in interest income due to lower interest rates and lower cash balances for the current periods compared with the respective year-ago periods.

Income Taxes

Income tax expense for the third quarter and first nine months of fiscal 2013 was \$107 million and \$342 million, respectively, compared with income tax expense of \$141 million and \$337 million for the third quarter and first nine months of fiscal 2012, respectively. For the third quarter and first nine months of fiscal 2012, we recognized a net tax expense of approximately \$10 million and a net tax benefit of approximately \$8 million, respectively, resulting primarily from international tax rate changes and the recognition of tax benefits related to an investment in a foreign subsidiary. Income tax expense decreased \$34 million for the third quarter of fiscal 2013 compared with the year-ago period as a result of a reduction in income before income taxes for the third quarter of fiscal 2013 compared to the year-ago period, and the timing of both favorable and unfavorable discrete items in the third quarter of fiscal 2013 compared with the third quarter of fiscal 2012.

During the third quarter of fiscal 2013, we reclassified approximately \$150 million of deferred tax assets from non-current to current due to a change in tax accounting method reflected in the Company's federal income tax return for fiscal 2012. This accounting change does not affect the income tax expense.

In April 2011, the U.S. Internal Revenue Service (IRS) completed its examination of our federal income tax returns for the tax years ended March 31, 2005, 2006 and 2007 and issued a report of its findings in connection with the examination. We disagree with certain proposed adjustments in the report and are vigorously disputing these matters through the IRS appellate process. The IRS is also examining our federal income tax returns for the tax years ended March 31, 2008, 2009 and 2010.

While it is difficult to predict the final outcome or the timing of resolution of any particular tax matter, we believe that our financial statements reflect the probable outcome of uncertain tax positions. We may adjust these uncertain tax positions, as well as any related interest or penalties, in light of changing facts and circumstances, including the settlement of income tax audits and the expirations of statutes of limitation. To the extent a settlement differs from the amounts previously reserved, that difference generally would be recognized as a component of income tax expense in the period of resolution. Although the timing of the resolution of income tax examinations is highly uncertain, it is reasonably possible that settlements, payments and new information in the next 12 months related to certain federal, foreign and state tax issues may result in changes to our uncertain tax positions, including issues involving taxation of international operations, certain state tax issues and other matters. We believe that such reasonably possible changes within the next 12 months may reduce the balance of unrecognized tax benefits, net of the effects of refunds and other affirmative claims, by an amount up to \$200 million.

Our effective income tax rate, excluding the impact of discrete items, for the three months ended December 31, 2012 and 2011 was 32.6% and 32.4%, respectively. Legislative changes in tax laws, the outcome of tax audits and any other changes in potential tax liabilities may result in additional tax expense or benefit in fiscal 2013 which are not

considered in our estimated annual effective tax rate. While we do not currently view any such items as individually material to the results of our consolidated financial position or results of operations, the impact of certain items may yield additional tax expense or benefit in the remaining quarter of fiscal 2013 and we are anticipating a fiscal 2013 effective tax rate closer to the high end of a 30% to 31% range.

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## Performance of Segments

Segment financial information for the third quarter and first nine months of fiscal 2013 and fiscal 2012 is as follows:

## Mainframe Solutions

	Third Quarter Fiscal 2013 (dollars in millions)	Third Quarter Fiscal 2012		
Revenue	\$622	\$682		
Expenses	248	277		
Segment profit	\$374	\$405		
Segment operating margin	60	% 59		%
	First Nine Months Fiscal 2013 (dollars in millions)	First Nine Months Fiscal 2012		
Revenue	\$1,869	\$1,983		
Expenses	755	861		
Segment profit	\$1,114	\$1,122		
Segment operating margin	60	% 57		%

For the third quarter of fiscal 2013, Mainframe Solutions revenue decreased from the year-ago period primarily due to the \$39 million Final License Payment received in the third quarter of fiscal 2012 and a decrease in subscription and maintenance revenue, which is attributable to a decrease in subscription and maintenance bookings due to lower new product and mainframe capacity sales in prior periods. The increase in operating margin for the third quarter of fiscal 2013 was primarily a result of a decrease in selling and marketing expenses and general and administrative expenses.

For the first nine months of fiscal 2013, Mainframe Solutions revenue decreased from the year-ago period primarily due to the \$39 million Final License Payment received in the third quarter of fiscal 2012, an unfavorable foreign exchange effect of \$52 million and a decrease in subscription and maintenance revenue, which is attributable to a decrease in subscription and maintenance bookings due to lower new product and mainframe capacity sales in prior periods. The increase in operating margin for the first nine months of fiscal 2013 was primarily a result of the decrease in selling and marketing expenses, a favorable effect of foreign exchange on operating expenses, a decrease in general and administrative expenses and a decrease in severance costs.

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## Enterprise Solutions

	Third Quarter Fiscal 2013 (dollars in millions)	Third Quarter Fiscal 2012	
Revenue	\$476	\$478	
Expenses	426	419	
Segment profit	\$50	\$59	
Segment operating margin	11	% 12	%
	First Nine Months Fiscal 2013 (dollars in millions)	First Nine Months Fiscal 2012	
Revenue	\$1,340	\$1,354	
Expenses	1,195	1,223	
Segment profit	\$145	\$131	
Segment operating margin	11	% 10	%

Enterprise Solutions revenue for the third quarter of fiscal 2013 decreased compared with the year-ago period due to an unfavorable foreign exchange effect of \$4 million. Within Enterprise Solutions, there was an increase in revenue from our security and ITKO products, which was mostly offset by a decrease in revenue from our service assurance, automation and data management products. Enterprise Solutions expenses for the third quarter of fiscal 2013 increased compared with the year-ago period as a result of an increase in severance costs in the third quarter of fiscal 2013. As a result of the increase in expenses, Enterprise Solutions operating margin for the third quarter of fiscal 2013 declined from 12% to 11% compared with the year-ago period.

Enterprise Solutions revenue for the first nine months of fiscal 2013 decreased compared with the year-ago period due to an unfavorable foreign exchange effect of \$29 million. Within Enterprise Solutions revenue, there was an increase in revenue attributable to our security, ITKO and Nimsoft products, partially offset by a decrease in revenue from our service assurance, automation and data management products. Operating margin for the first nine months remained consistent as a result of the income from the aforementioned \$35 million intellectual property transaction in the first quarter of fiscal 2013, which contributed three percentage points to operating margin in the first nine months of fiscal 2013, as well as a decrease in severance costs for the first nine months of fiscal 2013 compared with the first nine months of fiscal 2012. These favorable items were offset by our additional investments in ITKO and Nimsoft products.

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## Services

	Third Quarter Fiscal 2013	Third Quarter Fiscal 2012	
	(dollars in millions)		
Revenue	\$97	\$103	
Expenses	93	92	
Segment profit	\$4	\$11	
Segment operating margin	4	% 11	%
	First Nine Months Fiscal 2013	First Nine Months Fiscal 2012	
	(dollars in millions)		
Revenue	\$283	\$289	
Expenses	269	272	
Segment profit	\$14	\$17	
Segment operating margin	5	% 6	%

Services revenue for the third quarter of fiscal 2013 decreased from the third quarter of fiscal 2012 due to a lower amount of billable time on engagements during the quarter as a result of lower sales activity earlier in the year.

Operating margin for Services decreased to 4% in the third quarter of fiscal 2013 compared with 11% in the third quarter of fiscal 2012 as a result of the decrease in revenue and an increase in severance costs.

Services revenue for the first nine months of fiscal 2013 decreased slightly compared with the first nine months of fiscal 2012 due to an unfavorable foreign exchange effect of \$7 million. Operating margin for Services decreased to 5% in the first nine months of fiscal 2013 compared with 6% in the first nine months of fiscal 2012 as a result of the slight reduction in revenue.

Refer to Note O, "Segment Information," in the Notes to the Condensed Consolidated Financial Statements for additional information.

## Bookings

## Total Bookings

For the third quarter of fiscal 2013 and 2012, total bookings were \$1,261 million and \$1,284 million, respectively. The decrease in bookings reflected a year-over-year decline in software fees and other bookings, which are recognized as software fees and other revenue. This was partially offset by an increase in professional services bookings. For the third quarter of fiscal 2012, software fees and other bookings included the \$39 million Final License Payment. Generally, quarters with smaller renewal inventories result in a lower level of bookings both because renewal bookings will be lower and, to a lesser extent, because renewals also remain an important selling opportunity for new products and mainframe capacity. Renewal bookings for the third quarter of fiscal 2013, which generally do not include new product and capacity sales and professional services arrangements, increased compared with the prior-year period primarily due to the closing of several renewals in the third quarter of fiscal 2013 that were originally expected to close during the fourth quarter of fiscal 2013. Within renewals, an increase in enterprise solutions renewals was partially offset by a decrease in mainframe renewals.

Total bookings decreased in the United States and Latin America region. This decrease was mostly offset by an increase in bookings from the Europe, Middle East and Africa region and, to a lesser extent the Asia Pacific Japan region.

Total new product and mainframe capacity sales in the third quarter of fiscal 2013 declined by approximately 10% compared with the third quarter of fiscal 2012. Within these bookings, mainframe new product sales decreased primarily as a result of the \$39 million Final License Payment received in the third quarter of fiscal 2012. Mainframe capacity sales decreased, while enterprise solutions new product sales were consistent with the prior period.

Mainframe capacity sales were negatively affected by lower mainframe renewals because renewals are an important opportunity to sell additional mainframe capacity. New product and capacity sales decreased in the United States and Latin America region. These increases were partially offset by increases in the Europe, Middle East and Africa and



Asia Pacific Japan regions.

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For the first nine months of fiscal 2013 and fiscal 2012, total bookings were \$2,651 million and \$3,121 million, respectively. The decrease in bookings reflected a year-over-year decline in renewals and new product and mainframe capacity sales reflected in subscription and maintenance bookings. Total bookings decreased in all regions except in the Asia Pacific Japan region.

Total new product and mainframe capacity sales in the first nine months of fiscal 2013 declined by approximately 20% compared with the first nine months of fiscal 2012. Within these bookings, new product and capacity sales decreased in all regions except in the Asia Pacific Japan region.

Mainframe new product and capacity sales were down primarily due to lower renewals in the first nine months of fiscal 2013, which were down to a greater extent in the first quarter. Enterprise solutions new product sales declined primarily due to our lower-than-expected sales of new products outside of our renewal process for the first half of fiscal 2013. Bookings performance was also negatively affected by a difficult macroeconomic environment. During the first quarter of fiscal 2013, bookings performance was unexpectedly disrupted by our efforts to align our sales force to execute our customer segmented go-to-market initiative. Although our customer segmentation initiative has taken longer than anticipated to gain traction, we continue to believe that this initiative will benefit our performance in the long-term.

**Subscription and Maintenance Bookings**

For the third quarter of fiscal 2013 and fiscal 2012, subscription and maintenance bookings were \$1,034 million and \$1,035 million, respectively. Within subscription and maintenance bookings, there was a decrease in sales of mainframe new products and capacity, which was offset by an increase in renewals. An increase in enterprise solutions renewals for the third quarter of fiscal 2013 was partially offset by a decrease in mainframe solutions renewals. Renewals for the third quarter of fiscal 2013 were higher than expected due to several deals closing in the third quarter of fiscal 2013 that were originally expected to close during the fourth quarter of fiscal 2013.

During the third quarter of fiscal 2013, we executed a total of 18 license agreements with incremental contract values in excess of \$10 million each, for an aggregate contract value of \$477 million. During the third quarter of fiscal 2012, we executed a total of 12 license agreements with incremental contract values in excess of \$10 million each, for an aggregate contract value of \$452 million. Given the shift of several renewals from the fourth quarter of fiscal 2013 to the third quarter of fiscal 2013, we now expect the value of our fiscal 2013 fourth quarter renewals to decrease mid-single digits compared with the year-ago period and we continue to expect the value of our fiscal 2013 renewals to decline by approximately 10% compared with fiscal 2012. For the third quarter of fiscal 2013, our percentage renewal yield was in the low 90's. We currently expect the value of our fiscal 2014 renewals to increase by a double-digit percentage compared with fiscal 2013, with the majority of the increase to occur in the second half of fiscal 2014.

For the first nine months of fiscal 2013 and fiscal 2012, subscription and maintenance bookings were \$2,043 million and \$2,484 million, respectively. The decrease in subscription and maintenance bookings was primarily attributable to lower renewals and lower new product and mainframe capacity sales reflected in subscription and maintenance bookings. Within renewals, the decrease in mainframe renewals was partially offset by an increase in enterprise solutions renewals.

Annualized subscription and maintenance bookings is an indicator that normalizes the bookings recorded in the current period to account for contract length. It is calculated by dividing the total value of all new subscription and maintenance license agreements entered into during a period by the weighted average subscription and license agreement duration in years for all such subscription and maintenance license agreements recorded during the same period. For the third quarter of fiscal 2013, annualized subscription and maintenance bookings increased from \$293 million in the prior year period to \$348 million. The weighted average subscription and maintenance license agreement duration in years decreased from 3.53 in the third quarter of fiscal 2012 to 2.97 in the third quarter of fiscal 2013. This decrease was primarily attributable to shorter durations associated with large contract renewals in the third quarter of fiscal 2013 compared with the durations of large contract renewals from the third quarter of fiscal 2012. Although each contract is subject to terms negotiated by the respective parties, we do not currently expect the weighted average subscription and maintenance agreement duration in years to change materially from historical levels for end-user contracts.

#### LIQUIDITY AND CAPITAL RESOURCES

Our cash and cash equivalent balances are held in numerous locations throughout the world, with 64% held in our subsidiaries outside the United States at December 31, 2012. Cash and cash equivalents totaled \$2,353 million at December 31, 2012, representing a decrease of \$326 million from the March 31, 2012 balance of \$2,679 million. The decrease in cash was primarily a result of our payment of dividends, repurchases of our common stock and the purchase of short-term investments, partially offset by an increase in net cash provided by operating activities from continuing operations, during the first nine months of fiscal 2013. During the first nine months of fiscal 2013, there was a \$49 million unfavorable translation effect from foreign currency exchange rates on cash held outside the United States in currencies other than the U.S. dollar.

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Although 64% of our cash and cash equivalents is held by foreign subsidiaries, we currently neither intend nor anticipate a need to repatriate these funds to the United States in the foreseeable future. We expect existing domestic cash, cash equivalents, and cash flows from operations to be sufficient to fund our domestic operating activities and our investing and financing activities, including, among other things, the payment of regular quarterly dividends, compliance with our debt repayment schedules, repurchases of our common stock and the funding for capital expenditures, for at least the next 12 months and for the foreseeable future thereafter. In addition, we expect existing foreign cash, cash equivalents and cash flows from foreign operations to be sufficient to fund our foreign operating activities and investing activities, including, among other things, the funding for capital expenditures, acquisitions and research and development, for at least the next 12 months and for the foreseeable future thereafter.

### Sources and Uses of Cash

Under our subscription and maintenance agreements, customers generally make installment payments over the term of the agreement, often with at least one payment due at contract execution, for the right to use our software products and receive product support, software fixes and new products when available. The timing and actual amounts of cash received from committed customer installment payments under any specific agreement can be affected by several factors, including the time value of money and the customer's credit rating. Often, the amount received is the result of direct negotiations with the customer when establishing pricing and payment terms. In certain instances, the customer negotiates a price for a single up-front installment payment and seeks its own internal or external financing sources. In other instances, we may assist the customer by arranging financing on the customer's behalf through a third-party financial institution. Alternatively, we may decide to transfer our rights to the future committed installment payments due under the license agreement to a third-party financial institution in exchange for a cash payment. Once transferred, the future committed installments are payable by the customer to the third-party financial institution. Whether the future committed installments have been financed directly by the customer with our assistance or by the transfer of our rights to future committed installments to a third party, these financing agreements may contain limited recourse provisions with respect to our continued performance under the license agreements. Based on our historical experience, we believe that any liability that we may incur as a result of these limited recourse provisions will be immaterial.

Amounts billed or collected as a result of a single installment for the entire contract value, or a substantial portion of the contract value, rather than being invoiced and collected over the life of the license agreement, are reflected in the liability section of our Condensed Consolidated Balance Sheets as "Deferred revenue (billed or collected)." Amounts received from either a customer or a third-party financial institution that are attributable to later years of a license agreement have a positive impact on billings and cash provided by operating activities in the current period.

Accordingly, to the extent these collections are attributable to the later years of a license agreement, billings and cash provided by operating activities during the license's later years will be lower than if the payments were received over the license term. We are unable to predict with certainty the amount of cash to be collected from single installments for the entire contract value, or a substantial portion of the contract value, under new or renewed license agreements to be executed in future periods.

For the third quarter of fiscal 2013, gross receipts related to single installments for the entire contract value, or a substantial portion of the contract value, were \$257 million compared with \$107 million for the third quarter of fiscal 2012.

In any quarter, we may receive payments in advance of the contractually committed date on which the payments were otherwise due. In limited circumstances, we may offer discounts to customers to ensure payment in the current period of invoices that have been billed, but might not otherwise be paid until a subsequent period because of payment terms. Historically, any such discounts have not been material.

Amounts due from customers from our subscription licenses are offset by deferred revenue related to these license agreements, leaving no or minimal net carrying value on the balance sheets for such amounts. The fair value of these amounts may exceed or be less than this carrying value but cannot be practically assessed since there is no existing market for a pool of customer receivables with contractual commitments similar to those owned by us. The actual fair value may not be known until these amounts are sold, securitized or collected. Although these customer license agreements commit the customer to payment under a fixed schedule, to the extent amounts are not yet due and

payable by the customer, the agreements are considered executory in nature due to our ongoing commitment to provide maintenance and unspecified future software products as part of the agreement terms.

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We can estimate the total amounts to be billed from committed contracts, referred to as our “billings backlog,” and the total amount to be recognized as revenue from committed contracts, referred to as our “revenue backlog.” The aggregate amounts of our billings backlog and trade receivables already reflected in our Condensed Consolidated Balance Sheets represent the amounts we expect to collect in the future from committed contracts.

(in millions)	December 31, 2012	March 31, 2012	December 31, 2011
Billings backlog:			
Amounts to be billed – current	\$2,134	\$2,220	\$2,237
Amounts to be billed – noncurrent	2,163	2,623	2,723
Total billings backlog	\$4,297	\$4,843	\$4,960
Revenue backlog:			
Revenue to be recognized within the next 12 months – current	\$3,495	\$3,714	\$3,576
Revenue to be recognized beyond the next 12 months – noncurrent	3,993	4,759	4,508
Total revenue backlog	\$7,488	\$8,473	\$8,084
Deferred revenue (billed or collected)	\$3,191	\$3,630	\$3,124
Unearned revenue yet to be billed	4,297	4,843	4,960
Total revenue backlog	\$7,488	\$8,473	\$8,084

Note: Revenue backlog includes deferred subscription and maintenance, professional services and software fees and other revenue.

We can also estimate the total cash to be collected in the future from committed contracts, referred to as our “Expected future cash collections,” by adding the total billings backlog to the trade accounts receivable, which represent amounts already billed but not collected, from our Condensed Consolidated Balance Sheets.

(in millions)	December 31, 2012	March 31, 2012	December 31, 2011
Expected future cash collections:			
Total billings backlog	\$4,297	\$4,843	\$4,960
Trade accounts receivable, net	786	902	840
Total expected future cash collections	\$5,083	\$5,745	\$5,800

The decrease in billings backlog at December 31, 2012 compared with March 31, 2012 and December 31, 2011 was primarily driven by a decrease in total bookings in the first nine months of fiscal 2013.

The decrease in expected future cash collections at December 31, 2012 compared with March 31, 2012 and December 31, 2011 was primarily driven by a decrease in trade accounts receivable as a result of lower customer billings in the first nine months of fiscal 2013, as well as a decrease in billings backlog as described above.

The decrease in total revenue backlog at December 31, 2012 compared with March 31, 2012 and December 31, 2011 was primarily due to the decline of total bookings in the first six months of fiscal 2013 and the increase in the percentage of bookings recognized as software fees and other revenue in the first nine months of fiscal 2013, which is not included in revenue backlog at December 31, 2012.

Revenue to be recognized in the next 12 months decreased by 6% at December 31, 2012 compared with March 31, 2012. Excluding the effect of foreign exchange, revenue to be recognized in the next 12 months decreased by 5% at December 31, 2012 compared with March 31, 2012.

Revenue to be recognized in the next 12 months decreased by 2% at December 31, 2012 compared with December 31, 2011. Excluding the effect of foreign exchange, revenue to be recognized in the next 12 months decreased by 2% at December 31, 2012 compared with December 31, 2011.

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We expect a continued decline in revenue backlog year-over-year through fiscal 2013 prior to an expected increase in our renewals in fiscal 2014. Generally, we believe that a change in the current portion of revenue backlog on a year-over-year basis is an indicator of future subscription and maintenance revenue performance due to the high percentage of our revenue that is recognized from license agreements that are already committed and being recognized ratably.

## Cash Generated by Operating Activities

	Third Quarter of Fiscal		Change
	2013	2012	2013 / 2012
	(in millions)		
Cash collections from billings <sup>(1)</sup>	\$1,342	\$1,164	\$178
Vendor disbursements and payroll <sup>(1)</sup>	(708	) (757	) 49
Income tax (payments) receipts, net	(40	) (31	) (9
Other disbursements, net <sup>(2)</sup>	(28	) 20	(48
Cash generated by continuing operating activities	\$566	\$396	\$170

(1) Amounts include value added taxes and sales taxes.

(2) Amounts include interest, restructuring and miscellaneous receipts and disbursements.

	First Nine Months of Fiscal		Change
	2013	2012	2013 / 2012
	(in millions)		
Cash collections from billings <sup>(1)</sup>	\$3,357	\$3,404	\$(47
Vendor disbursements and payroll <sup>(1)</sup>	(2,334	) (2,422	) 88
Income tax (payments) receipts, net	(190	) (252	) 62
Other disbursements, net <sup>(2)</sup>	5	(1	) 6
Cash generated by continuing operating activities	\$838	\$729	\$109

(1) Amounts include value added taxes and sales taxes.

(2) Amounts include interest, restructuring, \$35 million in cash proceeds received from the aforementioned intellectual property transaction and miscellaneous receipts and disbursements.

## Third Quarter Comparison Fiscal 2013 Versus Fiscal 2012

## Operating Activities:

Cash provided by continuing operating activities for the third quarter of fiscal 2013 was \$566 million, representing an increase of \$170 million compared with the third quarter of fiscal 2012. The increase was primarily due to an increase in cash collections of \$178 million. This includes an increase in single installment payments of \$150 million of which over \$100 million was from a single customer.

## Investing Activities:

Cash used in investing activities for the third quarter of fiscal 2013 was \$88 million compared with \$60 million for the third quarter of fiscal 2012. The increase in cash used in investing activities was primarily due to an increase in cash paid for investments of \$161 million, offset by an increase in cash received from investment maturities of \$134 million.

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## Financing Activities:

Cash used in financing activities for the third quarter of fiscal 2013 was \$222 million compared with \$166 million in the third quarter of fiscal 2012. The increase in cash used in financing activities was primarily due to an increase in cash dividends paid of \$89 million and an increase in net repayments mainly related to our notional pooling arrangement of \$89 million, partially offset by a decrease in common shares repurchased of \$123 million.

## First Nine Months Comparison Fiscal 2013 Versus Fiscal 2012

## Operating Activities:

Cash provided by continuing operating activities for the first nine months of fiscal 2013 was \$838 million, representing an increase of \$109 million compared with the first nine months of fiscal 2012. The increase was primarily due to a decrease in vendor disbursements and payroll of \$88 million and a decrease in income tax payments of \$62 million, partially offset by a decrease in cash collections of \$47 million that was attributable to lower billings. For the first nine months of fiscal 2013 there was an increase in single installment payments of \$203 million. For the first nine months of fiscal 2013, other disbursements, net includes \$35 million in cash proceeds received as other income from the aforementioned intellectual property transaction that occurred in the first quarter of fiscal 2013. Due to our performance in the first six months of fiscal 2013, the macro-economic environment in which we believe customers are elongating their sales cycles, and the expectation of delaying the closing of some transactions in our pipeline until later in fiscal 2013 and after fiscal 2013, we currently expect lower billings and collections for fiscal 2013 compared with fiscal 2012. As a result, we expect a year-over-year decrease in cash flows from operations for fiscal 2013 compared with fiscal 2012.

## Investing Activities:

Cash used in investing activities for the first nine months of fiscal 2013 was \$362 million compared with \$560 million for the first nine months of fiscal 2012. The decrease in cash used in investing activities was primarily due to the decrease in cash paid for acquisitions of \$355 million, an increase in cash received from investment sales and maturities of \$64 million and a decrease in capitalized software development costs of \$15 million, offset by an increase in cash paid for investments of \$244 million.

## Financing Activities:

Cash used in financing activities for the first nine months of fiscal 2013 was \$753 million compared with \$747 million in the first nine months of fiscal 2012. The increase in cash used in financing activities was primarily due to an increase in cash dividends paid of \$274 million, partially offset by a decrease in common shares repurchased of \$132 million and a decrease in net repayments mainly related to our notional pooling arrangement of \$126 million.

## Debt Obligations

As of December 31, 2012 and March 31, 2012, our debt obligations consisted of the following:

	December 31, 2012	March 31, 2012
	(in millions)	
Revolving credit facility due August 2016	\$—	\$—
5.375% Senior Notes due November 2019	750	750
6.125% Senior Notes due December 2014, net of unamortized premium from fair value hedge of \$22 and \$27	522	527
Other indebtedness, primarily capital leases	34	29
Unamortized discount for Notes	(5	) (5
Total debt outstanding	1,301	1,301
Less the current portion	(19	) (14
Total long-term debt portion	\$1,282	\$1,287
Other Indebtedness		

We have available an unsecured and uncommitted multi-currency line of credit to meet short-term working capital needs for our subsidiaries operating outside the United States. We use guarantees and letters of credit issued by financial institutions to guarantee performance on certain contracts. At December 31, 2012 and March 31, 2012, \$50



million and \$55 million, respectively, was pledged in support of bank guarantees and other local credit lines and less than \$1 million of these arrangements had been drawn down by third parties.

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We use a notional pooling arrangement with an international bank to help manage global liquidity requirements. Under this pooling arrangement, we and our participating subsidiaries may maintain either cash deposit or borrowing positions through local currency accounts with the bank, so long as the aggregate position of the global pool is a notionally calculated net cash deposit. Because it maintains a security interest in the cash deposits, and has the right to offset the cash deposits against the borrowings, the bank provides us and our participating subsidiaries favorable interest terms on both. For the first nine months of fiscal 2013, the activity under this cash pooling arrangement was as follows:

(in millions)	
Total borrowing position outstanding at March 31, 2012 <sup>(1)</sup>	\$ 139
Borrowings	791
Repayments	(787 )
Foreign currency exchange effect	(3 )
Total borrowing position outstanding at December 31, 2012 <sup>(1)</sup>	\$ 140

(1)Included in “Accrued expenses and other current liabilities” in our Condensed Consolidated Balance Sheets.

For the first nine months of fiscal 2012, borrowings and repayments related to this notional pooling arrangement were approximately \$240 million and \$112 million, respectively, and are presented within the financing activities section of our Condensed Consolidated Statements of Cash Flows.

For additional information concerning our debt obligations, refer to our Consolidated Financial Statements and Notes thereto included in our 2012 Form 10-K.

#### Effect of Exchange Rate Changes

There was a \$49 million unfavorable impact to our cash balances in the first nine months of fiscal 2013 predominantly due to the strengthening of the U.S. dollar against the euro (1%), the Brazilian real (11%) and the Japanese yen (4%). There was a \$96 million unfavorable impact to our cash balances in the first nine months of fiscal 2012 predominantly due to the strengthening of the U.S. dollar against the South African rand (19%), the Indian rupee (19%), the Brazilian real (14%), the euro (9%), and the Canadian dollar (5%).

#### CRITICAL ACCOUNTING POLICIES AND BUSINESS PRACTICES

The preparation of financial statements in accordance with generally accepted accounting principles requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. We base our estimates on historical experience and various other assumptions that we believe are reasonable under the circumstances. Our estimates form the basis for making judgments about amounts and timing of revenue and expenses, the carrying values of assets and the recorded amounts of liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and the estimates may change if the underlying conditions or assumptions change. Information with respect to our critical accounting policies that we believe could have the most significant effect on our reported results or require subjective or complex judgments by management is contained in our 2012 Form 10-K under Management’s Discussion and Analysis of Financial Condition and Results of Operations. At December 31, 2012, there was no material change to this information.

#### New Accounting Pronouncements Recently Adopted

Presentation of Comprehensive Income: In June 2011, the Financial Accounting Standards Board issued Accounting Standards Update No. 2011-05, Comprehensive Income (Topic 220) — Presentation of Comprehensive Income (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. We adopted ASU 2011-05 effective for the first quarter of fiscal 2013 and included the required disclosures in two separate but consecutive statements.

#### Item 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to a variety of risks, including foreign currency exchange rate fluctuations, interest rate changes and changes in the market value of our investments. In the normal course of business, we employ established policies and procedures to manage these risks including the use of derivative instruments. There have been no material changes in

our financial risk management strategy or our portfolio management strategy, which is described in our 2012 Form 10-K, subsequent to March 31, 2012.

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## Item 4: CONTROLS AND PROCEDURES

## Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, the Company has evaluated the effectiveness of its disclosure controls and procedures as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act). Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

## Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, that occurred during the period covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

In the second quarter of fiscal year 2013, the Company implemented and began using its global enterprise resource planning system to process accounting transactions for the Latin America region. The Company will continue to monitor and test this system as part of management's annual evaluation of internal control over financial reporting.

## PART II. OTHER INFORMATION

## Item 1. LEGAL PROCEEDINGS

Refer to Note J, "Commitments and Contingencies," in the Notes to the Condensed Consolidated Financial Statements for information regarding certain legal proceedings, the contents of which are herein incorporated by reference.

## Item 1A. RISK FACTORS

Current and potential stockholders should consider carefully the risk factors described in more detail in our 2012 Form 10-K. We believe that as of December 31, 2012, there has been no material change to this information. Any of these factors, or others, many of which are beyond our control, could materially adversely affect our business, financial condition, operating results, cash flow and stock price.

## Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth, for the months indicated, our purchases of common stock in the third quarter of fiscal 2013:

## ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
	(in thousands, except average price paid per share)			
October 1, 2012 - October 31, 2012	175	\$22.59	175	\$649,662
November 1, 2012 - November 30, 2012	3,199	\$22.21	3,199	\$578,619
December 1, 2012 - December 31, 2012	—	\$—	—	\$578,619
Total	3,374		3,374	

On January 23, 2012, our Board of Directors approved a capital allocation program that authorized us to acquire up to \$1.5 billion of our common stock through our fiscal year ending March 31, 2014.

In January 2012, we entered into an Accelerated Share Repurchase (ASR) agreement with a bank to repurchase \$500 million of our common stock. Under the agreement, we paid \$500 million to the bank for an initial delivery of 15 million shares in the fourth quarter of fiscal 2012. The fair market value of the initially delivered shares on the date of purchase was \$375 million. The remaining \$125 million was included in "Additional paid-in capital" in our Condensed

Consolidated Balance Sheet at March 31, 2012.

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The ASR transaction was completed in the first quarter of fiscal 2013, during which time we received 3.7 million additional shares. As a result, the initial amount of \$125 million recorded as additional paid-in capital during the fourth quarter of fiscal 2012 was reclassified to treasury stock. The final number of shares delivered upon settlement of the agreement was determined based on the average price of our common stock over the term of the ASR agreement.

Excluding the settlement of the ASR agreement, we repurchased 17 million additional shares of our common stock for \$421 million during the first nine months of fiscal 2013. At December 31, 2012, we remained authorized to purchase \$579 million of our common stock under the capital allocation program.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

None.

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Item 6. EXHIBITS

Regulation S-K

Exhibit Number

3.1	Amended and Restated Certificate of Incorporation.	Filed as Exhibit 3.3 to the Company's Current Report on Form 8-K dated March 6, 2006.*
3.2	By-Laws of the Company, as amended.	Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 23, 2007.*
4.1	Stockholder Protection Rights Agreement dated November 8, 2012 between the Company and Computershare Shareowner Services LLC, as Rights Agent, including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of the Participating Preferred Stock of the Company.	Filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 8, 2012.*
10.1**	Employment Agreement dated December 10, 2012 between the Company and Michael P. Gregoire.	Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 12, 2012.*
10.2**	Consulting Agreement dated December 11, 2012 between the Company and William E. McCracken.	Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated December 12, 2012.*
10.3**	CA, Inc. Change in Control Severance Policy (amended and restated effective January 7, 2013).	Filed herewith.
12.1	Statement of Ratio of Earnings to Fixed Charges.	Filed herewith.
15	Accountants' acknowledgment letter.	Filed herewith.
31.1	Certification of the Principal Executive Officer pursuant to §302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of the Principal Financial Officer pursuant to §302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32	Certification pursuant to §906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
101	The following financial statements from CA, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended, December 31, 2012 formatted in XBRL (eXtensible Business Reporting Language):	Filed herewith.

(i) Unaudited Condensed Consolidated Balance Sheets — December 31, 2012 and March 31, 2012.

(ii) Unaudited Condensed Consolidated Statements of Operations — Three and Nine Months Ended December 31, 2012 and 2011.

(ii) Unaudited Condensed Consolidated Statements of Comprehensive Income — Three and Nine Months Ended December 31, 2012 and 2011.

(iii) Unaudited Condensed Consolidated Statements of Cash Flows — Nine Months Ended December 31, 2012 and 2011.

(iv) Notes to unaudited Condensed Consolidated Financial Statements — December 31, 2012.

\* Incorporated herein by reference.

\*\* Management contract or compensatory plan or arrangement.



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CA, INC.

By: /s/ Michael P. Gregoire  
Michael P. Gregoire  
Chief Executive Officer

By: /s/ Richard J. Beckert  
Richard J. Beckert  
Executive Vice President and Chief Financial Officer

Dated: January 24, 2013

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