COMPUTER ASSOCIATES INTERNATIONAL INC
Form POS AM
February 02, 2005

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            As filed with the Securities and Exchange Commission on February 2, 2005

                                                     Registration No. 333-105337
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                         SECURITIES AND EXCHANGE COMMISSION
                                Washington, DC 20549


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                        POST-EFFECTIVE AMENDMENT NO. 2
                                       ON
                                    FORM S-1
                                       TO
                                    FORM S-3
                              REGISTRATION STATEMENT
                                      UNDER
                           THE SECURITIES ACT OF 1933

                       COMPUTER ASSOCIATES INTERNATIONAL, INC.
                 (Exact Name of Registrant as Specified in Its Charter)



         Delaware                     7372                    13-2857434
   (State or other Jurisdiction   (Primary Standard       (I.R.S. Employer
 of Incorporation or Organization)  Industrial Classification  Identification Number)
                                      Code Number)



                          One Computer Associates Plaza
                            Islandia, New York 11749
                                 (631) 342-6000
      (Address, Including Zip Code, and Telephone Number, Including Area Code,
               of Registrant's Principal Executive Offices)

                             Robert B. Lamm, Esq.
          Senior Vice President - Corporate Governance and Secretary
                          One Computer Associates Plaza
                            Islandia, New York 11749
                                 (631) 342-6000
        (Name, Address, Including Zip Code, and Telephone Number,
               Including Area Code, of Agent For Service)


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                              With copies to:

                              Bruce C. Bennett
                           Covington & Burling
                         1330 Avenue of the Americas
                          New York, New York 10019
                               (212) 841-1000


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Approximate date of commencement of proposed sale to the public:

Not applicable.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box. |_|

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_|

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_|

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_|

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_|

This Registration Statement on Form S-1 constitutes a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-105337). Pursuant to Rule 401(b) under the Securities Act, the Company is filing this post-effective amendment on Form S-1, as it is currently ineligible to file a registration statement on Form S-3.

Deregistration of Securities and Withdrawal of Registration Statement
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On May 16, 2003, Computer Associates International, Inc. (the "Company") filed with the Securities and Exchange Commission (the "Commission") a Registration Statement (Registration No. 333-105337) (the "Registration Statement") on Form S-3 registering the resale of up to $460,000,000 aggregate principal amount of its 1 5/8% Convertible Senior Notes Due December 15, 2009 (the "Notes), and the common stock issuable upon conversion thereof, held by certain selling holders thereof, as identified in the Prospectus that is a part of the Registration Statement.

The Registration Statement, as amended by Pre-Effective Amendment No. 1 filed August 29, 2003 and Pre-Effective Amendment No. 2 filed September 4, 2003, was declared effective on September 4, 2003 by the Commission. The Registration Statement was subsequently post-effectively amended by filing Post-Effective Amendment No. 1 on Form S-1 on June 25, 2004.

In accordance with the undertaking of the Company set forth in Part II of the Registration Statement, the Company hereby deregisters any securities that remain unsold as of the date hereof pursuant to this Post-Effective Amendment No. 2 on Form S-1 to the Registration Statement and, in accordance with Rules 477 and 478 of the Securities Act of 1933, the Company hereby withdraws the Registration Statement.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant
certifies that it has reasonable grounds to believe that it meets all of the
requirements for filing this Post-Effective Amendment No. 2 on Form S-1 to its
Registration Statement on From S-3 and has duly caused this Post-Effective
Amendment to be signed on its behalf by the undersigned, thereunto duly
authorized, in the City of Islandia, State of New York, on this 2nd day of
February 2005.

Computer Associates International, Inc.

By: /s/ Robert B. Lamm

    Name: Robert B. Lamm
    Senior Vice President - Corporate
    Governance and Secretary

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