

COMPUTER ASSOCIATES INTERNATIONAL INC  
 Form 424B3  
 February 18, 2003

Filed Pursuant to Rule 424(b)(3)  
 Registration No. 333-099565

PROSPECTUS SUPPLEMENT NO. 2 TO PROSPECTUS DATED JANUARY 15, 2003  
 OF  
 COMPUTER ASSOCIATES INTERNATIONAL, INC.  
 RELATING TO  
 REALES BY SELLING SECURITYHOLDERS  
 OF  
 5% CONVERTIBLE SENIOR NOTES  
 AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE SENIOR NOTES

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement.

1. SELLING HOLDERS

THE INFORMATION IN THE FOLLOWING TABLE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE RELEVANT SECTION IN THE PROSPECTUS.

| SELLING HOLDER                                   | AGGREGATE PRINCIPAL<br>AMOUNT OF NOTES<br>BENEFICIALLY<br>OWNED AND OFFERED | SHARES OF<br>COMMON STOCK<br>BENEFICIALLY OWNED | SHARES OF<br>COMMON STOCK<br>OFFERED | SH<br>COM<br>BENEFI<br>AFTER<br>OF TH |
|--|---|---|--------------------------------------|---------------------------------------|
| Canyon Capital Arbitrage Master Fund, Ltd. (1)   | 18,600,000  | 764,173   | 764,173                              |                                       |
| Canyon Value Realization Fund (Cayman), Ltd. (2) | 25,420,000  | 1,044,370                                       | 1,044,370                            |                                       |
| Canyon Value Realization Mac 18, Ltd. (RMF) (1)  | 4,340,000   | 178,307   | 178,307                              |                                       |
| Canyon Value Realization Fund L.P. (1)           | 13,640,000  | 560,393   | 560,393                              |                                       |
| Cheyne Fund LP (3)                               | 1,543,000   | 63,393  | 63,393                               |                                       |
| Cheyne Leveraged Fund LP (3)                     | 315,000   | 12,941  | 12,941                               |                                       |
| CIBC World Markets                               | 200,000   | 8,216   | 8,216                                |                                       |
| CIP Limited Duration Company (3)                 | 270,000   | 11,092  | 11,092                               |                                       |
| CS Alternative Strategy Limited (3)              | 142,000   | 5,834   | 5,834                                |                                       |
| HFR TQA Master Trust c/o TQA Investors, LLC (4)  | 1,000,000   | 41,084  | 41,084                               |                                       |
| TQA Master Fund, LTD (4)                         | 1,500,000   | 61,626  | 61,626                               |                                       |

(1) Canyon Capital Advisers, LLC exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner are the partners of Canyon Capital Advisers, LLC.

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- (2) Joshua S. Friedman, Mitchell R. Julis and R. Christian B. Evenson exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
- (3) Akin Akinloye exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
- (4) TQA Investors, LLC exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Bartholomew Tesoriero is the Chief Financial Officer of TQA Investors, LLC.

2. PLAN OF DISTRIBUTION

THE FOLLOWING SENTENCE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE SIXTH PARAGRAPH IN THE RELEVANT SECTION IN THE PROSPECTUS.

The following selling holders are underwriters within the meaning of the Securities Act: Banc of America Securities, LLC, CIBC World Markets, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Jefferies & Company Inc., JP Morgan Securities, Inc., Lehman Brothers Inc., Salomon Smith Barney, Inc., UBS AG Cvt Prop, UBS Warburg LLC, Van Kampen Equity Income Fund and Weiss, Peck & Greer, LLC.

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