

Rally Software Development Corp  
Form SC TO-C  
May 28, 2015

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

**SCHEDULE TO**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**RALLY SOFTWARE DEVELOPMENT CORP.**  
**(Name of Subject Company (Issuer))**

**GRAND PRIX ACQUISITION CORP.**  
**(Names of Filing Persons (Offeror))**  
**a wholly owned subsidiary of**  
**CA, INC.**

**(Names of Filing Persons (Offeror))**

**Common Stock, par value \$0.001 per share**

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**(Title of Class of Securities)**

**751198102**

**(CUSIP Number of Class of Securities)**

**Michael Bisignano**

**Executive Vice President and General Counsel**

**CA, Inc.**

**520 Madison Avenue**

**New York, NY 10022**

**(800) 225-5524**

*Copy to:*

**Mike Ringle**

**Wilson Sonsini Goodrich and Rosati P.C.**

**One Market Plaza, Spear Tower, Suite 3300**

**San Francisco, CA 94105**

**(415) 947-2000**

**(Name, Address and Telephone Numbers of Persons**

**Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

Not applicable(1)

**Amount of Filing Fee**

Not applicable(1)

(1) In accordance with General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to a preliminary communication made before the commencement of a tender offer.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
- .. issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This Tender Offer Statement on Schedule TO relates solely to preliminary communications made before the commencement of a planned tender offer by Grand Prix Acquisition Corp., a Delaware corporation ( Purchaser ) and a wholly-owned subsidiary of CA, Inc., a Delaware corporation ( CA ), for all of the outstanding shares of common stock of Rally Software Development Corp. ( Rally ), to be commenced pursuant to an Acquisition Agreement, dated as of May 27, 2015, by and among CA, Purchaser and Rally.

The tender offer for the outstanding shares of Rally described herein has not yet commenced. This communication is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities of Rally pursuant to the tender offer by Purchaser or otherwise. Any offers to purchase or solicitations of offers to sell will be made only pursuant to the Tender Offer Statement on Schedule TO (including the offer to purchase, the letter of transmittal and other documents relating to the tender offer) which will be filed with the U.S. Securities and Exchange Commission ( SEC ) by CA and Purchaser. In addition, Rally will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. Rally s stockholders are advised to read these documents, any amendments to these documents and any other documents relating to the tender offer that are filed with the SEC carefully and in their entirety prior to making any decision with respect to Purchaser s tender offer because they contain important information, including the terms and conditions of the offer. Rally s stockholders may obtain copies of these documents (when they become available) for free at the SEC s website at [www.sec.gov](http://www.sec.gov).

## Exhibits

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   |
|-----------------------|--|
| 99.1                  | Letter from Mike Gregoire, CEO of CA, Inc. to Employees of Rally Software Development Corp.              |
| 99.2                  | FAQ for Employees of Rally Software Development Corp.  |
| 99.3                  | FAQ for Sales Teams Regarding Acquisition of Rally Software Development Corp.                            |
| 99.4                  | Prepared Remarks of Mike Gregoire, CEO of CA, Inc. and Rich Buckert, CFO of CA, Inc., dated May 27, 2015 |