

SULPIZIO RICHARD  
Form 4  
October 02, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SULPIZIO RICHARD

(Last) (First) (Middle)  
520 MADISON AVENUE  
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CA, INC. [CA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Code	V	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			(A)	(D)					
Deferred Stock Units <sup>(1)</sup>	<u>(2)</u>		09/30/2018	A	1,316.533	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.10 par value	1,316.533

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULPIZIO RICHARD 520 MADISON AVENUE NEW YORK, NY 10022	X			

## Signatures

/s/ Richard Sulpizio by Kristen W. Prohl as attorney-in-fact

10/02/2018

                    Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Issued under the 2012 Compensation Plan for Non-Employee Directors, as amended, and to be settled by issuance of shares of Common Stock either in a lump sum or in installments following termination of service as a director.
- (2) Deferred Stock Units are convertible into Common Stock on a one-for-one basis.
- (3) Includes Deferred Stock Units having similar terms issued under the Company's prior compensation plans for non-employee directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ny's financial statements for the fiscal year ending December 31, 2014. PWC indicated to the Company, however, that it expected to complete its reviews of the Company's financial statements for the fiscal quarters ended March 31, 2014 and June 30, 2014. On November 14, 2014, the Company filed its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2014, and on November 19, 2014, the Company filed its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2014. As a result, PWC's engagement as the Company's independent registered public accounting firm ended effective November 19, 2014.

The reports of PWC on the Company's consolidated financial statements as of and for the years ended December 31, 2013 and December 31, 2012 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that PWC's report on the Company's consolidated financial statements as of and for the year ended December 31, 2013 was modified to include an emphasis of matter paragraph indicating that the Company is subject to risks and uncertainties including litigation, governmental investigations and increasing liquidity pressures that could affect amounts reported in the Company's financial statements in future periods.

During the fiscal years ended December 31, 2013 and December 31, 2012, and the subsequent interim period through November 19, 2014, there were no “disagreements” (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and PWC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to PWC’s satisfaction, would have caused PWC to make reference to the subject matter of the disagreement in connection with its reports, except for a disagreement relating to whether or not the Company was required to consolidate a variable interest entity (the “PEAKS Trust”) in its financial statements. In connection with the Company’s submission of an inquiry to the Office of the Chief Accountant (the “OCA”) of the SEC related to whether the financial results of the PEAKS Trust should be consolidated in the Company’s consolidated financial statements and, if so, during which periods, the Company concluded that it was not required to consolidate the PEAKS Trust. PWC had evaluated the matter which was the subject of the submission to the OCA and concluded that the Company should consolidate the PEAKS Trust. As previously reported, in June 2014, the Audit Committee of the Board of Directors of the Company determined that, beginning on February 28, 2013, the Company should have consolidated the PEAKS Trust in the Company’s consolidated financial statements. As a result, the disagreement on this matter was resolved to PWC’s satisfaction. The Audit Committee of the Board of Directors of the Company has discussed the subject matter of the disagreement with PWC, and the Company has authorized PWC to respond fully to the inquiries of the Company’s successor independent registered public accounting firm concerning the subject matter thereof.

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During the fiscal years ended December 31, 2013 and December 31, 2012, and the subsequent interim period through November 19, 2014, there were no “reportable events” (as described in Item 304(a)(1)(v) of Regulation S-K), except for the material weaknesses in the Company’s internal control over financial reporting as of December 31, 2013. As disclosed in the Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 2013, the Company’s management concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2013 as a result of four material weaknesses described below. Specifically, the Company did not maintain effective internal control related to:

- the assessment of events that could affect the determination of whether the Company is the primary beneficiary of variable interest entities in which it holds a variable interest;
- the assessment of the completeness and accuracy of the data maintained by the servicer of the private education loans that are owned by a variable interest entity that the Company was required to consolidate;
- the review of assumptions and methodologies developed by third-party consultants to project guarantee obligations under a risk sharing agreement entered into by the Company on February 20, 2009 (the “2009 RSA”) in connection with a private education loan program; and
- the timely identification and communication of information relevant to the private education loan programs to those members of the Company’s management who are responsible for its financial reporting processes.

The control deficiency related to the Company’s assessment of events that could affect the determination of whether it is the primary beneficiary of a variable interest entity affected multiple line items in the Company’s financial statements. See Note 10 – Variable Interest Entities of the Notes to Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 for a discussion of the effect that consolidating a variable interest entity beginning February 28, 2013 had on the Company’s consolidated financial statements. The control deficiency related to the Company’s failure to maintain effective internal controls over the data maintained by the servicer of the private education loans could have resulted in misstatements of the fair value of the private education loans upon consolidation of the variable interest entity and the amount of the allowance for loan losses. The control deficiency related to the Company’s review of assumptions and methodologies developed by consultants to project guarantee obligations under the 2009 RSA resulted in adjustments to the Company’s loss related to loan program guarantees, other liabilities and related financial disclosures during the preparation of the Company’s 2013 consolidated financial statements. The control deficiency related to the identification and communication of information is considered to have contributed to the other identified material weaknesses, as relevant information related to the private loan programs was not provided timely to those individuals responsible for the Company’s financial reporting processes or to its independent registered accountants. The Audit Committee of the Board of Directors of the Company has discussed the subject matter of the material weaknesses with PWC, and the Company has authorized PWC to respond fully to the inquires of the Company’s successor independent registered public accounting firm concerning those material weaknesses.

The Company provided PWC with a copy of the disclosures it is making in this Form 8-K/A. The Company requested that PWC furnish a letter addressed to the SEC stating whether it agrees with the statements made above in this Item 4.01(a). A copy of PWC's letter dated November 20, 2014 is filed as Exhibit 16.1 hereto. PWC had previously provided a letter agreeing with the statements made in Item 4.01(a) of the Original Filing, which was filed with the Original Filing as Exhibit 16.1 thereto.

(b) Matters Relating to Successor Independent Registered Public Accounting Firm

On November 17, 2014, the Audit Committee of the Board of Directors of the Company approved the appointment of Deloitte & Touche LLP ("Deloitte") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 and interim quarterly periods beginning with the three months ended September 30, 2014. The Audit Committee appointed Deloitte following a request for proposal process in which the Audit Committee conducted a comprehensive, competitive process to select the independent registered public accounting firm. Deloitte's formal engagement as the Company's independent registered public accounting firm will commence following Deloitte's completion of independence procedures related to a relationship that is being terminated with a member of the Company's Board of Directors. The Company believes that Deloitte's formal engagement will occur by early December 2014.

During the fiscal years ended December 31, 2013 and 2012, and the subsequent interim period through November 17, 2014, neither the Company, nor anyone on its behalf, has consulted Deloitte regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Deloitte concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or any reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

The following exhibit is being filed herewith:

Exhibit No.	Description
16.1	Letter from PricewaterhouseCoopers LLP dated November 20, 2014

SIGNATURE

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 hereunto duly authorized.

Date: November 20, 2014

ITT Educational Services, Inc.

By: /s/ Daniel M. Fitzpatrick  
Name: Daniel M. Fitzpatrick  
Title: Executive Vice President, Chief  
Financial Officer

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INDEX TO EXHIBITS

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