



AUTODESK, INC.  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENTS ON FORM S-8

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to certain Registration Statements on Form S-8 (File Nos. 33-54683, 33-22656, 33-51110, 33-41265, 33-15675 and 33-39458) (the "Registration Statements") is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Act") by Autodesk, Inc., a Delaware corporation ("Autodesk Delaware" or the "Company"), which is the successor to Autodesk, Inc., a California corporation ("Autodesk California"), following a statutory merger effective on August 4, 1994 (the "Merger") for the purpose of changing Autodesk California's state of incorporation. Prior to the Merger, Autodesk Delaware had no assets or liabilities other than nominal assets or liabilities. In connection with the Merger, Autodesk Delaware succeeded by operation of law to all of the assets and liabilities of Autodesk California. The Merger was approved by the shareholders of Autodesk California at a meeting for which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

Except as modified by this Amendment, Autodesk Delaware, by virtue of this Amendment, expressly adopts the Registration Statements as its own registration statements for all purposes of the Act and the 1934 Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.  
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There are hereby incorporated by reference in this Amendment to the Registration Statements the following documents and information heretofore filed with the Securities and Exchange Commission:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1994, filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "1934 Act");

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 1994, filed pursuant to Section 13 of the 1934 Act;

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A dated March 18, 1986 pursuant to Section 12(g) of the 1934 Act.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act on or after the date of this Amendment to the Registration Statements and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Amendment to the Registration Statements and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.  
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Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.  
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Mark A. Bertelsen, a Member of Wilson, Sonsini, Goodrich & Rosati, counsel to the Company, is a director of the Company. Mr. Bertelsen owns options to purchase 13,000 shares of the Company's Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.  
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The Company's Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability (i) for any breach of their duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

The Company's Bylaws provide that the Company shall indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by law. The Company believes that indemnification under its Bylaws covers at least negligence and gross negligence on the part of indemnified parties. The Company's Bylaws also permit the Company to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Company would have the power to indemnify him or her against such liability under the General Corporation Law of Delaware. The Company currently has secured such insurance on behalf of its officers and directors.

The Company has entered into agreements to indemnify its directors and officers, in addition to indemnification provided for in the Company's Bylaws. Subject to certain conditions, these agreements, among other things, indemnify the Company's directors and officers for certain expenses (including attorney's fees), judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as a director or officer of the Company, any subsidiary of the Company or any other company or enterprise to which the person provides services at the request of the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.  
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Not applicable.

ITEM 8. EXHIBITS.  
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Exhibit Number	Description
23.1	Consent of Independent Auditors (see Page II-7 of this Amendment to the Registration Statements).
24.1	Power of Attorney (see Page II-6 of this Amendment to the Registration Statements).

ITEM 9. UNDERTAKINGS  
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(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if

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the registration statement is on Form S-3, or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes:

(1) To deliver or cause to be delivered with the prospectus to each employee or director to whom the prospectus is sent or given a copy of the registrant's annual report to shareholders for its last fiscal year, unless such employee or director otherwise has received a copy of such report, in which case the registrant shall state in the prospectus that it will furnish a copy of such report on request of the employee or director. If the last fiscal year of the registrant has ended within 120 days prior to the use of the prospectus, the annual report of the registrant for the preceding fiscal year may be so delivered, but within such 120-day period the annual report for the latest fiscal year will be furnished to each such employee or director.

(2) To transmit or cause to be transmitted to all employees and directors participating in the plans, who do not otherwise receive such material as shareholders of the issuer, at the time and in the manner such material is sent to its shareholders, copies of all reports, proxy statements and other communications distributed to its shareholders generally.

(d) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the Delaware General Corporation Law, the Certificate of Incorporation and the Bylaws of the registrant, Indemnification Agreements entered into between the registrant and its officers and directors, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Autodesk, Inc., a corporation organized and existing under the laws of the State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sausalito, State of California, on this 7th day of September, 1994.

AUTODESK, INC.

By: /s/ CAROL A. BARTZ

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 Carol A. Bartz, President  
 and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carol A. Bartz and Eric B. Herr, jointly and severally his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Post-Effective Amendment No. 1 to the Registration Statements, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CAROL A. BARTZ ----- (Carol A. Bartz)	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	September 7, 1994
/s/ ERIC B. HERR ----- (Eric B. Herr)	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 7, 1994
/s/ J. HALLAM DAWSON ----- (J. Hallam Dawson)	Director	September 7, 1994
/s/ GREGORY P. LUTZ ----- (Gregory P. Lutz)	Director	September 7, 1994
/s/ JIM C. WARREN ----- (Jim C. Warren)	Director	September 7, 1994
/s/ MARK A. BERTELSEN ----- (Mark A. Bertelsen)	Director	September 7, 1994
/s/ CRAWFORD W. BEVERIDGE ----- (Crawford W. Beveridge)	Director	September 7, 1994

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statements (Form S-8 Nos. 33-54683, 33-22656, 33-51110, 33-41265, 33-15675 and 33-39458) pertaining to the 1987 Stock Option Plan, 1990 Directors' Option Plan and Employee Qualified Stock Purchase Plan of Autodesk, Inc. of our reports dated February 23, 1994 with respect to the consolidated financial statements of Autodesk, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended January 31, 1994, and the related financial statement schedules included therein, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

ERNST & YOUNG LLP

San Francisco, California  
September 2, 1994

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

EXHIBITS

Post-Effective Amendment No. 1 to the Registration Statements on Form S-8

AUTODESK, INC.

September 7, 1994

Exhibit Number	Description	Sequentially Numbered Page
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