

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**April 2, 2016**

**Autodesk, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-14338**

(Commission File Number)

**94-2819853**

(IRS Employer  
Identification No.)

**111 McInnis Parkway  
San Rafael, California 94903**

(Address of principal executive offices, including zip code)

**(415) 507-5000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Departure of Directors*

On April 2, 2016, J. Hallam Dawson and on April 4, 2016 Per-Kristian Halvorsen informed the Board of Directors (the “Board”) of Autodesk, Inc. (the “Company”) that they would not stand for re-election to the Board of the Company at the 2016 Annual Meeting of Stockholders. The respective decisions of J. Hallam Dawson and Per-Kristian Halvorsen to not seek re-election are not the result of any disagreement with the Company.

**Item 7.01. Regulation FD Disclosure.**

On April 7, 2016, the Company issued a press release relating to the decision of Messrs. Dawson and Halvorsen to not stand for re-election, a copy of which release is furnished herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

99.1 Press Release dated as of April 7, 2016

**SIGNATURES**

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.

**AUTODESK, INC.**

By: /s/ PASCAL W. DI FRONZO

---

**Pascal W. Di Fronzo**  
**Senior Vice President, General Counsel and Secretary**

Date: April 7, 2016

**EXHIBIT INDEX**

**Description**

**Exhibit No.**

99.1 Press Release dated as of April 7, 2016

# Autodesk Press Release

Contact: Noah Cole, 415-580-3535

Email: [noah.cole@autodesk.com](mailto:noah.cole@autodesk.com)

---

## Autodesk Directors Dawson and Halvorson to Not Stand for Reelection

**SAN RAFAEL, Calif., April 7, 2016** — Autodesk, Inc. (NASDAQ: ADSK) today announced that two long-standing directors, J. Hallam Dawson and Per-Kristian Halvorsen, have decided they will not stand for reelection to the Autodesk Board of Directors at the company's 2016 Annual Meeting of Shareholders, scheduled for June 15, 2016.

"Hal and Kris have been exceptional board members, and they have provided excellent service to the company and our shareholders," said Carl Bass, Autodesk president and chief executive officer. "Hal has been a calm, thoughtful and powerful presence on our board, and I'm personally appreciative of his leadership and mentorship. Kris has been instrumental in guiding our technology strategy, most importantly as we've transitioned our products to the cloud. On behalf of everybody at Autodesk, I want to thank Hal and Kris for their many years of service."

Hal Dawson joined the Autodesk Board of Directors in 1988 as Autodesk's first independent director. He commented, "I have had the pleasure of working with many wonderful people at Autodesk, starting with John Walker, Dan Drake and Greg Lutz, part of a remarkable group of founders, and later with Carol Bartz who grew the company significantly. Most recently, Carl has brought Autodesk to a very exciting place with his leadership and strategic vision. Despite everything the company has accomplished, I believe its best days are in the future."

Per-Kristian Halvorsen is SVP and Chief Innovation Officer at Intuit, and has served on the Autodesk Board of Directors since 2000. He said, "It has been exciting to see Autodesk through a period of change, as the company transformed from a PC-only, perpetual-licensed software company, to a subscription-based business with the most comprehensive set of cloud-based design software in the industry. Under the leadership of Carl Bass and his management team I believe the company is well positioned for future success."



## About Autodesk

Autodesk helps people imagine, design and create a better world. Everyone—from design professionals, engineers and architects to digital artists, students and hobbyists—uses Autodesk software to unlock their creativity and solve important challenges. For more information visit [autodesk.com](http://autodesk.com) or follow [@autodesk](https://twitter.com/autodesk).

*Autodesk is a registered trademark of Autodesk, Inc., and/or its subsidiaries and/or affiliates in the USA and/or other countries. All other brand names, product names or trademarks belong to their respective holders. Autodesk reserves the right to alter product and services offerings, and specifications and pricing at any time without notice, and is not responsible for typographical or graphical errors that may appear in this document.*

© 2016 Autodesk, Inc. All rights reserved.

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding future success. There are a significant number of factors that could cause actual results to differ materially from statements made in this press release, including: failure to successfully manage transitions to new business models and markets, including the transition from a perpetual to subscription-based business, and our continuing efforts to attract customers to our cloud-based offerings; the impact of management and organizational changes; the implementation and results of any strategic plans as well as our ongoing strategic and cost initiatives; market or industry conditions; our ability to compete with new or existing competitors; our long-term financial goals; the impact of our restructuring; our strategies, market and products positions, and performance; failure to maintain our revenue growth and profitability; difficulty in predicting revenue from new businesses and the potential impact on our financial results from changes in our business models; general market, political, economic and business conditions; the impact of non-cash charges on our financial results; fluctuation in foreign currency exchange rates; the success of our foreign currency hedging program; failure to maintain cost reductions or otherwise control our expenses; our performance in particular geographies; difficulties encountered in integrating new or acquired businesses and technologies; the inability to identify and realize the anticipated benefits of acquisitions; the financial and business condition of our reseller and distribution channels; dependence on and the timing of large transactions; the Company's ability to successfully complete and integrate acquisitions of businesses; the risk of loss of, or decreases in production orders from, customers of acquired businesses; financial and regulatory risks associated with the international nature of the Company's businesses; failure of the Company's products to achieve technological feasibility or profitability; failure to successfully commercialize the Company's products; and changes in demand for the products of the Company's customers.

Further information on potential factors that could affect the financial results of Autodesk are included in Autodesk's Annual Report on Form 10-K for the year ended January 31, 2016, which is on file with the U.S. Securities and Exchange Commission. Autodesk disclaims any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

