



AUTODESK, INC.
Pricing Term Sheet
3.500% Notes due 2027

Issuer:	Autodesk, Inc.
Format:	SEC Registered
Title:	3.500% Notes due 2027
Principal Amount:	\$500,000,000
Maturity Date:	June 15, 2027
Coupon:	3.500%
Ratings*:	Baa2 by Moody's Investor Service, Inc. BBB by Standard & Poor's Ratings Services
Price to Public:	99.372% of face amount
Yield to Maturity:	3.575%
Spread to Benchmark Treasury:	T+140 basis points
Benchmark Treasury:	2.375% due May 15, 2027
Benchmark Treasury Price and Yield:	101-25; 2.175%
Interest Payments Dates:	Semi-annually on June 15 and December 15, commencing December 15, 2017
Make-Whole Call:	At any time prior to March 15, 2027, at a discount rate of Treasury plus 20 basis points
Par Call:	On or after March 15, 2027
Trade Date:	June 5, 2017

Settlement Date:

June 8, 2017 (T+3)

CUSIP/ISIN:

052769 AE6 / US052769AE63

Joint Book-Running Managers:

Citigroup Global Markets Inc.
Morgan Stanley & Co. LLC
U.S. Bancorp Investments, Inc.

J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Wells Fargo Securities, LLC

*** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. at 1-800-831-9146, Morgan Stanley & Co. LLC at 1-866-718-1649 or U.S. Bancorp Investments, Inc. at 1-877-558-2607.