Autodesk®

1 9 9 3

Annual Report

The Design Continuum

Today, Autodesk develops, markets and supports a family of computer-aided-design software products for use on personal computers and workstations. Autodesk software products are used in a broad spectrum of markets, including mechanical design and engineering, architecture, mapping/geographic information systems, facilities management, civil engineering, process and power and education.

Autodesk's mission is to lead the technical design software industry by providing an integrated family of products that dramatically increase productivity by automating the entire design process. The Company's products will enable customers to quickly take ideas from conceptual design to drafting, visualization, manufacturing or construction and on through maintenance. Autodesk is working toward that goal in cooperation with application developers and other strategic partners.

Selected Financial Data

Fiscal year ended January 31,	1993	1992	Percentage change
(In thousands, except per share data, percentages and employees)			
Net revenues	$ 353,154	$ 273,974	28.9%
Net income	$ 43,873	$ 57,794	(24.1%)
Net income per share	$ 1.76	$ 2.31	(23.8%)
Return on net revenues	12.4%	21.1%	(41.2%)
Working capital	$ 165,261	$ 190,554	(13.3%)
Shareholders' equity	$ 267,833	$ 267,305	0.2%
Return on average shareholders' equity	16.4%	23.8%	(31.1%)
Shares used in computing net income per share	24,900	24,990	(0.4%)
Number of employees	1,565	1,272	23.0%

Shareholders' Letter

Carol Bartz - Chief Executive Officer and Chairman of the Board

To Our Shareholders

In fiscal year 1993, Autodesk took great strides toward positioning itself for continued success in its second decade. We improved our operations, strengthened our corporate infrastructure and invested heavily in product development. One result of these accomplishments was the delivery of 25 new products to a wide range of markets during the fiscal year. While our financial results were not as impressive as in recent years, they are noteworthy in that they took place in a year of vigorous effort and change for Autodesk.

Last year, I accepted the position of Chairman and CEO of Autodesk. I believed the Company's solid industry position offered exciting possibilities, and I looked forward to building on its existing products and technology to develop new products for an even wider variety of design tasks. In less than a decade, Autodesk's innovative leadership in technology pioneered the desktop computer-aided-design (CAD) market. The Company's strong acceptance earned it a tremendous market share. Yet there also remained a clear opportunity to redirect the strengths of our core technology and extend the business to a larger mission with broader markets for the Company.

Into the Second Decade

Ten years ago, 16 people founded Autodesk with less than $60,000 in capital. Together they created a PC-based software product that offered 80 percent of a mainframe CAD system's functionality for 20 percent of the price. AutoCAD® software was a major technological breakthrough—the first "electronic drafting pencil" running on an affordable PC—and it launched a multimillion-dollar desktop CAD industry. Our founders and their co-workers deserve tremendous credit for conceiving and launching Autodesk, for making AutoCAD the worldwide de facto PC-CAD standard and for helping to develop and modify tools that have met customer needs for a decade.

As we move into our second decade, our aim is to carry the original vision forward by developing our core competencies into a more advanced technology. This technology will provide a comprehensive set of linked software tools that can address the more complex needs customers will face in the future. For example, to compete effectively, enterprises will require greater productivity and shorter, more efficient design-to-manufacturing cycles. We believe the same technology company that established desktop drafting can now elevate its original innovation and the products that followed into a family of integrated design automation software products. Those products will benefit users by generating intelligent electronic documents that connect all phases of the design process.

The design automation software we envision will let our customers exchange drawings and ancillary files directly, without intermediate steps. It will let them use the same file across networks of different platforms, tracking and updating changes in all files related to the project. It means giving customers a common interface and database for all Autodesk products. Best of all, it will allow them to articulate a design concept, develop and share it, simulate how it works, then provide the means to manufacture or build it and maintain it afterward. In our view, design automation software should provide a technology that supports the entire design continuum—from rough concept to final production.

Assembling the Pieces

Given our core technology and history, design automation is a natural focus for Autodesk's future growth. More than 1.8 million customers use Autodesk software products and have created more than 1 billion drawings in our file formats. Our flagship product, AutoCAD, operates in an open architecture environment on multiple platforms and operating systems. AutoCAD software is sold in more than 80 countries and is available in 17 different languages. We enjoy the support of a large independent developer community that has created more than 3,500 products for numerous disciplines, all of which are compatible with our products. We have valued relationships with a global network of 3,000 authorized dealers and distributors. Hundreds of training centers, user groups and publications also support Autodesk's technology. Together, these factors provide a solid foundation upon which to assemble the products that will define the future of design automation.

This past year, we dedicated our entire organization to moving that process forward—to integrating our software technology so that it better serves our present markets, and to making deliberate entries into other markets that play a role in the design continuum. In the following section, we highlight the progress of these activities.

Solid Financial Progress

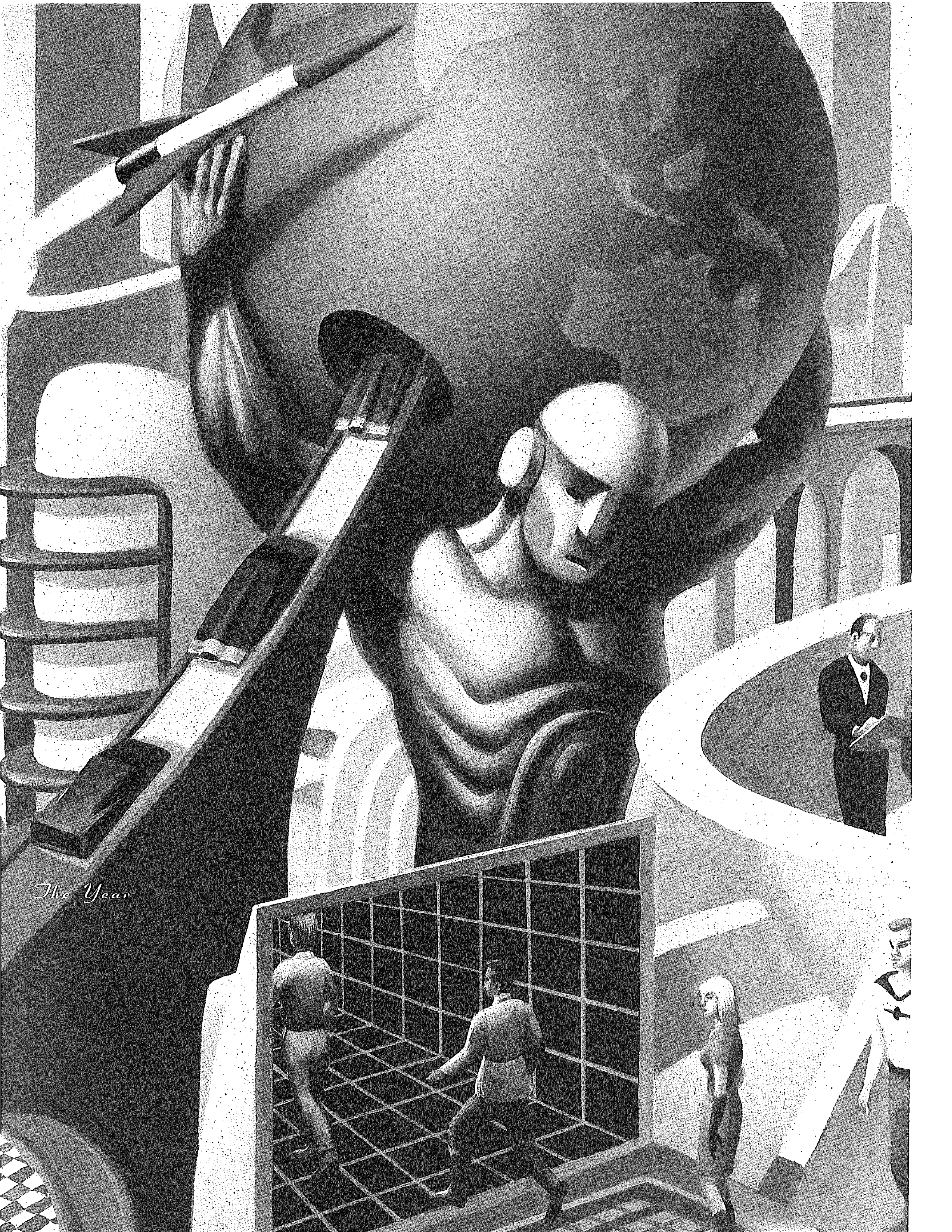
Fiscal year 1993 revenues increased by 29 percent over the prior fiscal year to $367.7 million and the Company saw revenue growth in all geographies. Revenues increased by 37 percent, 25 percent and 17 percent in the Americas, Europe and Asia/Pacific, respectively. The growth in revenues was fueled by record sales of both new and update versions of AutoCAD Release 12. The installed base of AutoCAD increased 27 percent from 622,000 seats to 788,000. Revenues from Emerging Businesses products, which include AutoSketch®, Generic CADD® and Autodesk 3D Studio®, showed strong growth and increased to $39.5 million for the fiscal year.

The significant investments the Company made in fiscal year 1993 in product development, marketing and infrastructure established a solid foundation upon which to leverage the Company's future growth. A significant reflection of these investments was the Company's introduction of 25 new products in fiscal year 1993. Although the short-term effect of these investments was a decrease in operating income and earnings per share for fiscal year 1993, the Company believes that this foundation will provide improved operating efficiencies in the future.

As we enter fiscal year 1994, we will continue to commit our resources to design automation software technology, to build our customer base and to expand into areas that take advantage of our core technologies. For their support during this past fiscal year of new investment and challenges, we thank our shareholders, customers, strategic partners and our dedicated employees, and we look forward to reporting our progress over the next year.

Carol Bartz

Carol Bartz
President, Chief Executive Officer and
Chairman of the Board



The Year

At the beginning of fiscal year 1993, Autodesk announced plans to make substantial investments in expansion of our core technologies and organizational changes to position the Company for future growth. The primary objective was to implement a long-term growth strategy that takes full advantage of our core technologies and open systems approach to our targeted markets. Mainly, the strategy aims to reinforce our products' value to customers by introducing a new level of integrated technology. 1993

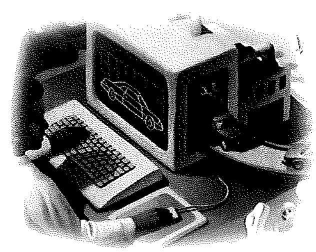
We view design automation as a way both to build on our present installed base and to strengthen our competitive position through planned entries into new markets. Design automation extends our traditional design applications into other phases of the design continuum, such as computer-aided manufacturing and 3D modeling, which enhances the effectiveness of virtually any possible CAD application from mechanical engineering to architecture. Likewise, this strategy provides an opportunity to expand into related markets that promote our core technologies of visualization, simulation and animation. To foster this movement, we began laying the groundwork for a family of products to create and store design information with consistent user interfaces, file formats, databases and so on. Ultimately, we believe these products will be used to automate and manage all phases of the design process in a technological breakthrough analogous to Autodesk's original introduction of 2D drafting and design to the desktop with PC-based software.

Between April and October 1992, we brought in an experienced new management team with the technical, marketing, financial and organizational skills to plan and execute Autodesk's strategy. Carol Bartz assumed leadership of the Company as President, Chief Executive Officer and Chairman of the Board. Len Rand was named Vice President of the Design Automation Group. Eric Herr joined the Company as Chief Financial Officer and Vice President of Emerging Businesses. Jackie Rae was appointed Vice President, Corporate Marketing, and Assistant to the CEO. Steve McMahon joined as Vice President, Human Resources. Appointed to oversee the Company's geographic sales efforts were Godfrey Sullivan as Vice President of the Americas, Dominic Gallello as Vice President of Asia/Pacific, and Michael Sutton as acting head of European Operations.

To implement a business model that best supports the Company's diversification and growth plans, the Company was reorganized into two complementary areas of activity, the Design Automation Group and Emerging Businesses.

Design Automation Group

The Design Automation Group absorbed the former AutoCAD Division, organizing it around both our core technologies and our major customer application markets. Four vertical markets now drive the Design Automation Group's customer-oriented marketing and development efforts. They are:



- the Autodesk Mechanical Division, formed around the key acquisition in fiscal year 1993 of Micro Engineering Solutions, Inc. (MES), a leading developer of manufacturing 3D CAD/CAM software with strong ties to the automotive industry. Because MES's technology emphasizes design for manufacturing, it significantly bolsters our plan to provide broad mechanical computer-aided-design (MCAD) capabilities.
- the Facilities Design, Construction and Management Division, which embraces our traditional architectural, engineering and construction markets.
- the Geographic Information Systems (GIS) and Infrastructure Division, which serves an exploding market—made up of municipalities, utility companies and agricultural or environmental organizations—relying on object-position-related databases to track roads, vegetation, hydrants, power poles and other such geographic elements.

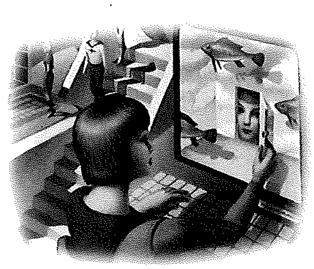
- the Process and Power Division, which addresses the needs of customers who design power plants or other complex facilities, such as for wastewater treatment.

Within the technology side of the Design Automation Group, the AutoCAD Division accelerated delivery of new and upgraded products throughout the year—including AutoCAD Release 12. In fiscal year 1993, we released numerous new software products that address many phases of the design spectrum—from conceptual sketching to visualization to manufacturing. In addition, as a first dramatic demonstration of integrated design automation tools, we began implementing our CAD family strategy to develop a unified family of interoperable CAD products for every design and drafting need. This development will be phased in over the next 12 months. The Design Automation Group's initial efforts are going smoothly and winning praise from our strategic partners and independent developers.

Emerging Businesses

Soon after initiating its new strategy, the Company sharpened its business focus by divesting itself of two businesses unrelated to its core technologies—American Information Exchange (AMIX) Corporation and Xanadu Operating Company. The Company then established its second major area of activity, Emerging Businesses, which provides a development environment in which to create new products that complement design automation and support new market opportunities. Emerging Businesses includes the Multimedia, Scientific Modeling and Retail Products Divisions.

Within the Emerging Businesses area, the Company is concentrating on products in related markets that promote our core technologies of visualization, animation and simulation. All three capabilities are integral parts of the design continuum in that they provide users a 3D, real-time view of projects on the desktop. In addition, virtual reality technology will ultimately allow users to simulate an engineering process, test the clearance of a moving part or simply illustrate how a door or window operates within an architectural design.



Significantly, Emerging Businesses also applies multimedia technology to tasks not directly related to CAD. Often referred to as videography, some of these applications have already appeared as simulations in broadcast productions and games. The legal profession uses visualization technology in the courtroom to present critical information more effectively, and the medical profession uses it as a training tool.

In fiscal year 1993, Emerging Businesses revenues, which included Retail, Scientific Modeling and Multimedia Division products, grew at a 76 percent rate. By building on our brand recognition, distribution channels and basic CAD technologies, Emerging Businesses increased its base of installed seats to 800,000. In fact, our HyperChem™ software, introduced last year by the Scientific Modeling Division, now commands the largest installed customer base of molecular simulation software for the PC, while Autodesk 3D Studio, from the Multimedia Division, is the best-selling 3D modeling and animation product for 386/486 PCs, with a 58 percent share of that market. Emerging Businesses is also supporting our global objectives, in that it received approximately 39 percent of its business from offshore customers in fiscal year 1993.

Geographic Expansion

In fiscal year 1993, we also reassessed our growth potential by geographical area, dedicating more resources to promising markets throughout the world. For example, the Asia/Pacific region is a world-class center for design and manufacturing, and as such offers Autodesk particularly attractive growth potential, which we are pursuing in several ways.

We expanded our presence in Asia/Pacific by doubling the number of Autodesk subsidiaries, adding offices in Taiwan, Korea and Hong Kong to existing offices in Singapore, Australia and Japan. We continue to increase the number of our products for distribution in local Asia/Pacific area languages, with versions of AutoCAD Release 12 now available in Japanese, Chinese and Korean. Throughout Asia, we are working to set up technical support, user groups, bulletin boards, training facilities for advanced developer tools and advanced dealer training. We have also accelerated our antipiracy efforts to turn heretofore illegal copies of our products into legal ones.

Customer Support

Within the Americas, we are consolidating Autodesk sales and support organizations so they are easier for customers to use. We are strengthening our customer focus and dealer relationships—segmenting channels according to vertical markets, price points and high-growth potential. We are also shifting more sales representatives and applications engineers to the field to assist dealers and to create stronger links with our customers.

As part of our long-term focus on design automation tools and markets, we will continue to license, purchase or develop new technologies. This approach will permit us to offer the most advanced design automation software for the price, along with the advantages of our open systems design philosophy. As always, we are focused on one goal: giving our customers around the world the best possible solutions to all phases of the design automation continuum.

Financial Information

TABLE OF CONTENTS

Fiscal year ended January 31,	1993	1992	1991	1990	1989
(In thousands, except per share data, percentages and employees)					
For the fiscal year					
Revenues	$ 367,721	$ 284,903	$ 237,850	$ 178,591	$ 117,302
Direct commissions	14,567	10,929	7,447	5,079	2,937
Net revenues	353,154	273,974	230,403	173,512	114,365
Cost of revenues	63,652	39,173	27,645	22,487	14,507
Marketing and sales	119,871	82,520	67,993	41,769	28,922
Research and development	51,481	34,782	24,384	21,308	10,921
General and administrative	59,953	37,268	29,427	20,922	13,098
Income from operations	58,197	80,231	80,954	67,026	46,917
Interest and other income, net	11,566	12,063	11,023	9,390	7,248
Income before income taxes	69,763	92,294	91,977	76,416	54,165
Net income	43,873	57,794	56,755	46,378	32,695
Net cash provided by operating activities	68,608	72,858	58,446	52,080	39,532
At year end					
Cash, cash equivalents and marketable securities	$ 192,277	$ 191,330	$ 149,732	$ 117,725	$ 124,015
Current assets	249,341	247,538	187,631	145,016	133,055
Total assets	358,283	328,026	265,234	194,314	169,893
Current liabilities	84,080	56,984	43,773	31,065	18,608
Total liabilities	90,450	60,721	46,949	35,193	22,159
Shareholders' equity	267,833	267,305	218,285	159,121	147,734
Working capital	165,261	190,554	143,858	113,951	114,447
Number of employees	1,565	1,272	1,102	905	576
Common stock data					
Net income per share	$ 1.76	$ 2.31	$ 2.30	$ 1.91	$ 1.35
Book value per share	11.15	10.87	8.94	6.56	6.15
Dividends paid per share	.48	.46	.40	1.70	
Shares used in computing net income per share	24,900	24,990	24,684	24,325	24,140
Shares outstanding at year end	24,011	24,588	24,412	24,245	24,005
Financial ratios					
Current ratio	3.0	4.3	4.3	4.7	7.2
Return on net revenues	12.4%	21.1%	24.6%	26.7%	28.6%
Return on average assets	12.8%	19.5%	24.7%	25.5%	22.1%
Return on average shareholders' equity	16.4%	23.8%	30.1%	30.2%	24.9%
Growth percentages					
Net revenues	28.9%	18.9%	32.8%	51.7%	47.3%
Net income	(24.1%)	1.8%	22.4%	41.9%	59.2%
Net income per share	(23.8%)	0.4%	20.4%	41.5%	51.7%

Net Revenues

(In millions)	1993	Increase	1992	Increase	1991
Revenues	$ 367.7	29%	$ 284.9	20%	$ 237.9
Direct commissions	14.5	33%	10.9	47%	7.5
Net revenues	$ 353.2	29%	$ 274.0	19%	$ 230.4

Autodesk's fiscal year 1993 worldwide net revenues, after deducting direct commissions paid to dealers, increased 29 percent over the previous fiscal year. Net revenue growth was primarily the result of strong worldwide sales of the Company's principal product, AutoCAD; the most current release, AutoCAD Release 12, was introduced in the middle of fiscal year 1993. For the fiscal year, revenues from new AutoCAD licenses increased approximately 15 percent, while update revenues increased approximately 113 percent due to strong demand for AutoCAD Release 12 by existing users. Sales of AutoCAD and AutoCAD updates accounted for approximately 86 percent, 90 percent and 88 percent of the Company's revenues in fiscal years 1993, 1992 and 1991, respectively. Revenues from the Company's Emerging Businesses, which include products sold to the multimedia, scientific modeling and retail products markets, increased by approximately 76 percent in fiscal year 1993. This increase resulted from the release of new and enhanced products, most notably 3D Studio, AutoSketch, Generic CADD and the Home Series.™

Fiscal year 1993 revenues increased in all of the Company's major geographic markets over the prior fiscal year. Revenues increased by 37 percent, 25 percent and 17 percent in the Americas, Europe and Asia/Pacific, respectively, compared to fiscal year 1992 growth in these regions of 10 percent, 32 percent and 28 percent. Consolidated results were negatively impacted during fiscal year 1993 by a stronger dollar relative to international currencies. Similarly, the stronger value of the dollar negatively impacted fiscal year 1992 revenues compared to those of fiscal year 1991. Foreign revenues, including export sales from the United States to foreign customers, accounted for approximately 57 percent, 59 percent and 56 percent of revenues in fiscal years 1993, 1992 and 1991, respectively.

Substantially all of the Company's European, Asia/Pacific and U.S. export sales are made through dealers and distributors. Sales to dealers and distributors accounted for approximately 59 percent, 56 percent and 59 percent of U.S. revenues in fiscal years 1993, 1992 and 1991, respectively. In addition to the dealer channel, revenue growth was achieved in fiscal year 1993 in all other domestic sales channels, most notably in the major account and educational sales channels.

Direct commissions paid to dealers increased from $10.9 million in fiscal year 1992 to $14.5 million in fiscal year 1993 due to increased sales to major national accounts and educational institutions.

A summary of revenues by geographic area is presented in Note 8 to the consolidated financial statements contained on page 34.

Cost of Revenues

(In millions)	1993	Increase	1992	Increase	1991
Cost of revenues	$ 63.7	62%	$ 39.2	42%	$ 27.6
Percentage of net revenues	18%		14%		12%

Cost of revenues includes the purchase and duplication of disks, production of technical manuals and associated materials, freight, royalties, the amortization of capitalized software development costs and, in certain foreign markets, software protection locks. The increase in cost of revenues as a percentage of net revenues compared to prior periods was due to higher material and shipping costs associated with AutoCAD Release 12, higher royalties on licensed software and software amortization expenses, as well as start-up costs associated with the Company's centralized European production facility in Neuchâtel, Switzerland. Also contributing to the cost of revenues increase in fiscal year 1993 were changes in the mix of product sales, most notably an increase in sales of AutoCAD updates, multimedia and retail products, all of which have lower gross margins than commercial versions of AutoCAD.

In future periods, management expects cost of revenues as a percentage of net revenues to continue to be impacted by the mix of product sales. The Company anticipates a reduction in costs of revenues as a percentage of net revenues in fiscal year 1994 due to improved efficiencies associated with centralized production and reduced AutoCAD update sales as a percentage of revenues.

Operating Expenses

(In millions)	1993	Increase	1992	Increase	1991
Marketing and sales	$ 119.9	45%	$ 82.5	21%	$ 68.0
Percentage of net revenues	34%		30%		30%
Research and development	$ 51.5	48%	$ 34.8	43%	$ 24.4
Percentage of net revenues	15%		13%		11%
General and administrative	$ 60.0	61%	$ 37.3	27%	$ 29.4
Percentage of net revenues	17%		14%		13%

Marketing and sales expenses include salaries, sales commissions, travel and facility costs for the Company's marketing, sales, dealer training and product support personnel. Marketing and sales expenses also include programs aimed at increasing revenues, such as advertising, trade shows and expositions held throughout the world and various sales and promotional programs designed for specific sales channels. The increase in fiscal year 1993 marketing and sales expenses resulted from planned spending to promote new and enhanced products, including AutoCAD Release 12, as well as increased headcount associated with the Company's worldwide expansion into new markets. The Company expects to continue its emphasis on marketing and sales activities in the future in order to promote Autodesk's competitive position and to support sales and marketing of new products.

Research and development expenses consist principally of salaries and benefits for software developers, contracted development efforts, facilities costs and expenses associated with computer equipment used in software development. In fiscal year 1993, Autodesk continued to make significant investments in research and development designed to enhance the Company's long-term competitive position. The increased research and development expenses in fiscal years 1993 and 1992 were primarily due to higher personnel costs associated with an increase in the number of research and development personnel, higher professional fees related to the translation of new product releases into foreign languages, as well as higher operating costs at the Neuchâtel software center, which became fully operational during fiscal year 1993. The Company intends to continue recruiting and hiring experienced software developers while at the same time considering the acquisition of complementary software technologies.

General and administrative expenses include the finance, human resources, legal, purchasing and administrative operations of the Company. These expenses increased in absolute dollars and as a percentage of net revenues in fiscal year 1993 due in large part to nonrecurring expenses. One-time charges in fiscal year 1993 included a $5.0 million payment for the settlement of a class-action lawsuit filed against the Company in February 1992; a $3.0 million charge associated with the divestiture of two companies that comprised Autodesk's Information Systems Division; $1.4 million to centralize its European production facility in Neuchâtel; and charges of $1.1 million resulting from the cancellation of an agreement to purchase land in northern California. Absent these charges, general and administrative expenses would have increased by approximately $12.2 million from fiscal year 1992 resulting from higher personnel costs to support the Company's increased operations and infrastructure.

Income from Operations

(In millions)	1993	(Decrease)	1992	(Decrease)	1991
Income from operations	$ 58.2	(27%)	$ 80.2	(1%)	$ 81.0
Percentage of net revenues	16%		29%		35%

Excluding one-time charges, income from operations was favorably impacted by strong sales in the Americas, but unfavorably impacted by reduced operating margins in both Europe and the Asia/Pacific sales regions. In fiscal year 1994, management anticipates that operating margins will improve with the elimination of nonrecurring charges recorded in fiscal year 1993, efficiencies in production and other operating areas as well as worldwide cost control efforts.

Interest and Other Income

(In millions)	1993	(Decrease)	1992	Increase	1991
Interest and other income	$ 11.6	(4%)	$ 12.1	9%	$ 11.0
Percentage of net revenues	3%		4%		5%

Net interest income was $11.1 million, $11.0 million and $10.7 million for fiscal years 1993, 1992 and 1991, respectively. The slight increase in interest income for each fiscal year was primarily due to a greater average balance of cash, cash equivalents and marketable securities, offset by lower worldwide interest rates on the Company's investments. Other income includes gains and (losses) resulting from foreign currency transactions, which were ($40,000), $871,000 and $434,000 in fiscal years 1993, 1992 and 1991, respectively.

Provision for Income Taxes

(In millions)	1993	(Decrease)	1992	(Decrease)	1991
Provision for income taxes	$ 25.9	(25%)	$ 34.5	(2%)	$ 35.2
Percentage of net revenues	7%		13%		15%

An analysis of the differences between the U.S. statutory and the effective income tax rates is presented in Note 3 to the consolidated financial statements beginning on page 29.

The Company adopted Financial Accounting Standards Board Statement No. 109, "Accounting for Income Taxes," in fiscal year 1993. Adoption of the statement did not have a material effect on the Company's financial position or results of operations.

Net Income and Net Income Per Share

(In millions, except per share data)	1993	(Decrease)	1992	Increase	1991
Net income	$ 43.9	(24%)	$ 57.8	2%	$ 56.8
Percentage of net revenues	12%		21%		25%
Net income per share	$ 1.76	(24%)	$ 2.31		$ 2.30

The Company's results of operations to date have not been measurably affected by seasonal trends. See Note 7 to the consolidated financial statements on page 33 for unaudited quarterly information for fiscal years 1993, 1992 and 1991. However, the Company believes that in the future its results of operations in a quarterly period could be impacted by factors such as order deferrals in anticipation of new product releases, delays in the shipment of new products, a slower growth rate in the personal computer CAD market or adverse changes in general economic conditions in any of the countries in which the Company does business. In addition, with a significant portion of net revenues and operating income contributed by international operations, fluctuations of the U.S. dollar against foreign currencies and the seasonality of the European, Asia/Pacific and other international markets could impact results of operations and financial condition in a particular quarter. Rapid technological change and the Company's ability to develop, manufacture and market products that successfully adapt to that change may also have an impact on results of operations. Further, increased competition in the market for design automation, multimedia and retail software products could have a negative impact on the Company's results of operations.

Due to the factors noted above, the Company's future earnings and stock price may be subject to significant volatility, particularly on a quarterly basis. Any shortfall in revenues or earnings from levels expected by securities analysts could have an immediate and significant adverse effect on the trading price of the Company's common stock in any given period. Additionally, the Company may not learn of such shortfalls until late in a fiscal quarter, which could result in an even more immediate and adverse effect on the trading price of the Company's common stock.

Liquidity and Capital Resources

Working capital, which consists principally of cash, cash equivalents and marketable securities, was $165.3 million at January 31, 1993, compared to $190.6 million at January 31, 1992. The ratio of current assets to current liabilities was 3.0:1 at January 31, 1993, and 4.3:1 at January 31, 1992. The decrease in working capital and the current ratio since January 31, 1992, was due primarily to the repurchase of 1,202,000 shares of the Company's common stock, the acquisition of Micro Engineering Solutions, Inc. ("MES"), the payment of dividends on the Company's common stock, and the purchase of computer equipment, offset in part by cash generated from operations and cash proceeds from the issuance of shares of the Company's common stock.

Cash flows provided by operations during fiscal year 1993 totaled $68.6 million and were used to repurchase shares of the Company's common stock ($43.1 million), acquire MES ($15.0 million), pay dividends on the Company's common stock ($11.5 million) and to purchase computer equipment, furniture and leasehold improvements ($11.0 million). Total cash, cash equivalents and marketable securities increased from $191.3 million at January 31, 1992, to $192.3 million at January 31, 1993.

In December 1991 and September 1992, the Company's Board of Directors approved plans allowing the Company to repurchase up to 2 million shares of its common stock in the open market. Pursuant to the plan approved in December 1991, the Company repurchased 210,000 shares in fiscal year 1992 and 790,000 shares in fiscal year 1993 for approximately $6.6 million and $23.2 million, respectively. During fiscal year 1993, the Company also repurchased 412,000 shares pursuant to the plan approved in September 1992 for approximately $19.9 million. Subsequent to January 31, 1993, the Company has continued to repurchase shares of its outstanding common stock and may continue to repurchase shares as provided for under the plans.

The Company has an unsecured $20 million bank line of credit that may be used from time to time to facilitate short-term cash flow. The line of credit expires in November 1993.

The Company's principal commitments at January 31, 1993, consisted of obligations under operating leases for facilities.

Longer-term cash requirements, other than normal operating expenses, are anticipated for development of new software products and enhancement of existing products, financing anticipated growth, dividend payments, repurchases of the Company's common stock and the possible acquisition of software products or technologies complementary to the Company's business. The Company believes that its existing cash, cash equivalents, marketable securities, available line of credit and cash generated from operations will be sufficient to satisfy its currently anticipated cash requirements for fiscal year 1994.

Consolidated Statement of Income

Fiscal year ended January 31,	1993	1992	1991
(In thousands, except per share data)			
Revenues	$ 367,721	$ 284,903	$ 237,850
Direct commissions	14,567	10,929	7,447
Net revenues	353,154	273,974	230,403
Costs and expenses:			
Cost of revenues	63,652	39,173	27,645
Marketing and sales	119,871	82,520	67,993
Research and development	51,481	34,782	24,384
General and administrative	59,953	37,268	29,427
	294,957	193,743	149,449
Income from operations	58,197	80,231	80,954
Interest and other income, net	11,566	12,063	11,023
Income before income taxes	69,763	92,294	91,977
Provision for income taxes	25,890	34,500	35,222
Net income	$ 43,873	$ 57,794	$ 56,755
Net income per share	$ 1.76	$ 2.31	$ 2.30
Shares used in computing net income per share	24,900	24,990	24,684

See accompanying notes.

January 31,	1993	1992
(In thousands)		
Assets		
Current assets:		
Cash and cash equivalents	$ 73,107	$ 73,059
Marketable securities	80,232	97,693
Accounts receivable, net of allowance for doubtful accounts of $4,138 ($3,273 in 1992)	62,685	50,526
Inventories	16,844	11,200
Deferred income taxes	7,734	4,471
Prepaid expenses and other current assets	8,739	10,589
Total current assets	249,341	247,538
Marketable securities	38,938	20,578
Computer equipment, furniture and leasehold improvements, at cost:		
Computer equipment and furniture	57,170	52,027
Leasehold improvements	14,071	11,401
Less accumulated depreciation	(39,168)	(31,247)
Net computer equipment, furniture and leasehold improvements	32,073	32,181
Capitalized software	23,412	15,728
Other assets	14,519	12,001
	$ 358,283	$ 328,026
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	$ 18,879	$ 8,253
Accrued compensation	9,884	9,216
Other accrued liabilities	19,725	10,373
Accrued income taxes	35,592	29,142
Total current liabilities	84,080	56,984
Deferred income taxes	5,632	3,491
Other liabilities	738	246
Commitments and contingencies		
Shareholders' equity:		
Common stock, no par value; 50,000 shares authorized, 24,011 issued and outstanding (24,588 in 1992)	67,456	89,782
Retained earnings	206,274	173,939
Foreign currency translation adjustment	(5,897)	3,584
Total shareholders' equity	267,833	267,305
	$ 358,283	$ 328,026

See accompanying notes.

Fiscal year ended January 31,	1993	1992	1991
(In thousands)			
Operating activities			
Net income	$ 43,873	$ 57,794	$ 56,755
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	16,386	14,783	13,533
Changes in operating assets and liabilities, net of effect of acquisition:			
Accounts receivable	(11,518)	(10,172)	(13,951)
Inventories	(5,644)	(612)	(6,544)
Deferred income taxes	(2,944)	(529)	(261)
Prepaid expenses and other current assets	1,910	(1,617)	(3,794)
Accounts payable and accrued liabilities	20,095	6,803	5,987
Accrued income taxes	6,450	6,408	6,721
Net cash provided by operating activities	68,608	72,858	58,446
Investing activities			
Purchases of marketable securities	(231,480)	(138,597)	(104,291)
Sales of marketable securities	230,581	117,860	64,934
Purchases of computer equipment, furniture and leasehold improvements	(11,008)	(9,863)	(21,053)
Acquisition of Micro Engineering Solutions, Inc., net of cash acquired	(15,037)		
Capitalization of software costs and purchases of software technologies	(2,782)	(13,517)	(3,368)
Other	(4,970)	(4,006)	3,230
Net cash used in investing activities	(34,696)	(48,123)	(60,548)
Financing activities			
Proceeds from issuance of common shares	20,819	14,109	4,478
Repurchase of common shares	(43,145)	(6,638)	
Dividends paid	(11,538)	(11,345)	(9,726)
Net cash used in financing activities	(33,864)	(3,874)	(5,248)
Net increase (decrease) in cash and cash equivalents	48	20,861	(7,350)
Cash and cash equivalents at beginning of year	73,059	52,198	59,548
Cash and cash equivalents at end of year	$ 73,107	$ 73,059	$ 52,198

See accompanying notes.

Three-year period ended January 31, 1993	Common stock Shares	Common stock Amount	Retained earnings	Foreign currency translation adjustment	Total shareholders' equity
(In thousands)					
Balances, January 31, 1990	24,245	$ 77,833	$ 80,461	$ 827	$ 159,121
Common shares issued under stock option and stock purchase plans	167	4,439			4,439
Tax effect of stock options		39			39
Net income			56,755		56,755
Dividends paid			(9,726)		(9,726)
Foreign currency translation adjustment				7,657	7,657
Balances, January 31, 1991	24,412	82,311	127,490	8,484	218,285
Common shares issued under stock option and stock purchase plans	386	12,383			12,383
Tax effect of stock options		1,726			1,726
Net income			57,794		57,794
Dividends paid			(11,345)		(11,345)
Repurchase of common shares	(210)	(6,638)			(6,638)
Foreign currency translation adjustment				(4,900)	(4,900)
Balances, January 31, 1992	24,588	89,782	173,939	3,584	267,305
Common shares issued under stock option and stock purchase plans	625	19,292			19,292
Tax effect of stock options		1,527			1,527
Net income			43,873		43,873
Dividends paid			(11,538)		(11,538)
Repurchase of common shares	(1,202)	(43,145)			(43,145)
Foreign currency translation adjustment				(9,481)	(9,481)
Balances, January 31, 1993	24,011	$ 67,456	$ 206,274	$ (5,897)	$ 267,833

See accompanying notes.

Note 1. Summary of Significant Accounting Policies

Operations Autodesk, Inc. ("Autodesk" or the "Company") develops, markets and supports a family of computer-aided-design software products for use on personal computers and workstations. The Company distributes its products primarily through a network of dealers and distributors and has operations in the Americas, Europe and the Asia/Pacific region.

Principles of consolidation The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated.

The asset and liability accounts of foreign subsidiaries are translated from their respective functional currencies at the rates in effect at the balance sheet date, and revenue and expense accounts are translated at weighted average rates during the period. Foreign currency translation adjustments are reflected as a separate component of shareholders' equity. Gains and (losses) resulting from foreign currency transactions are included in other income and were ($40,000), $871,000 and $434,000 in fiscal years 1993, 1992 and 1991, respectively. The Company hedges its exposure on certain intercompany receivables denominated in foreign currencies. The fair value of foreign currency contracts, based on current settlement prices, is not material at January 31, 1993.

In October 1992, the Company acquired all of the outstanding stock of Micro Engineering Solutions, Inc. ("MES") for approximately $15 million in cash, which was principally allocated to capitalized software and intangible assets. The acquisition was accounted for using the purchase method. The results of MES, which have not been material in relation to those of the Company, have been included in the consolidated financial results from the date of acquisition.

Revenue recognition The Company recognizes revenue when products are shipped. Autodesk's revenue recognition policy is in compliance with the provisions of the American Institute of Certified Public Accountants' Statement of Position 91-1, "Software Revenue Recognition." The Company performs periodic evaluations of its customers' financial conditions and, generally, no collateral is required under normal sales terms. Autodesk maintains reserves for potential credit losses and such losses, in the aggregate, have not exceeded management's expectations.

Net income per share Net income per share is based on the weighted average number of outstanding common shares and dilutive common stock equivalents.

Cash and cash equivalents The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. Cash equivalents are recorded at cost, which approximates fair value.

Marketable securities Marketable securities, consisting principally of high-quality municipal bonds, U.S. government securities and tax-advantaged money market instruments, are stated at cost, which approximates fair value based on quoted market prices at January 31, 1993 and 1992. Marketable securities maturing within one year are classified as current assets.

Inventories Inventories, consisting principally of diskettes and technical manuals, are stated at the lower of cost (determined on the first-in, first-out method) or market.

Depreciation and amortization Computer equipment and furniture are depreciated using the straight-line method over the estimated useful lives of the assets, which range from two to ten years. Leasehold improvements are amortized on a straight-line basis over the shorter of the estimated useful life or the lease term.

Capitalized software Costs incurred in the initial design phase of software development are expensed as incurred. Once the point of technological feasibility is reached, direct production costs (programming and testing) are capitalized. Certain software technology rights acquired are also capitalized. Capitalized software is amortized ratably as revenues are recognized, but not less than on a straight-line basis over two- to ten-year periods. Amortization expense was $5,098,000, $3,631,000 and $2,361,000 in fiscal years 1993, 1992 and 1991, respectively.

Note 2. Royalties

The Company licenses software used to develop AutoCAD, HyperChem, 3D Studio, Animator Pro™ and certain retail products. Royalties are payable to developers of the software at various rates and amounts generally based on unit sales or revenues. Royalty expense was $3,390,000, $3,089,000 and $1,599,000 in fiscal years 1993, 1992 and 1991, respectively. Such costs are included as a component of cost of revenues.

In January 1992, the Company acquired the rights to certain components of the original AutoCAD package, which were previously licensed from the developer. Royalties under this license accounted for approximately one-third of the Company's royalty expense in fiscal year 1992 and substantially all of the expense in fiscal year 1991. The purchase price of $11,875,000 was recorded as capitalized software and is being amortized to cost of revenues ratably as revenues are recognized over a period not to exceed ten years.

Note 3. Income Taxes

The provision for income taxes consists of the following:

Fiscal year ended January 31,	1993	1992	1991
(In thousands)			
Federal:			
Current	$ 9,245	$ 13,217	$ 16,511
Deferred	(1,735)	(1,302)	(346)
State:			
Current	5,129	5,167	6,348
Deferred	(443)	(293)	129
Foreign:			
Current	14,460	16,645	12,624
Deferred	(766)	1,066	(44)
	$ 25,890	$ 34,500	$ 35,222

The principal reasons that the aggregate income tax provisions differ from the U.S. statutory rate of 34 percent are as follows:

Fiscal year ended January 31,	1993	1992	1991
(In thousands)			
Income tax provision at statutory rate	$ 23,719	$ 31,380	$ 31,272
Tax effect of earnings of foreign subsidiaries	(267)	745	542
State taxes, net of federal benefit	3,093	3,217	4,275
Tax exempt interest	(1,731)	(2,003)	(1,330)
Other	1,076	1,161	463
	$ 25,890	$ 34,500	$ 35,222

The Company adopted Financial Accounting Standards Board Statement No. 109, "Accounting for Income Taxes," in fiscal year 1993. In accordance with this statement, deferred income taxes are provided for temporary differences between financial statement income and income for tax purposes using enacted tax laws and rates for the years in which the taxes are expected to be paid. Adoption of this statement did not have a material effect on the Company's consolidated financial statements because the Company had previously adopted the liability method of accounting for income taxes.

Significant sources of the Company's deferred tax assets and liabilities as of January 31, 1993, are as follows (in thousands):

Net deferred tax assets:	
Accrued state income taxes	$2,778
Expenses not currently deductible	3,705
Other	1,251
	7,734
Net deferred tax liabilities:	
Capitalized software	4,893
Other	739
	5,632
	$ 2,102

No provision has been made for federal income taxes on unremitted earnings of the Company's foreign subsidiaries (cumulative $82,486,000 at January 31, 1993) since the Company plans to permanently reinvest all such earnings. However, if such earnings were remitted, foreign tax credits would be available to substantially offset the resulting U.S. income tax. Fiscal year 1993 income before income taxes in Europe, Asia/Pacific and the Americas was $22,613,000, $10,236,000 and $36,914,000, respectively.

Cash payments for income taxes were $20,857,000, $28,621,000 and $28,762,000 for fiscal years 1993, 1992 and 1991, respectively.

Note 4. Commitments and Contingencies

The Company leases office space and equipment under noncancelable lease agreements. The leases generally provide that the Company pay taxes, insurance and maintenance expenses related to the leased assets. Future minimum lease payments for fiscal years ending January 31, are as follows: $11,876,000 in 1994, $8,277,000 in 1995, $5,336,000 in 1996, $2,827,000 in 1997, $2,100,000 in 1998 and $24,239,000 thereafter. Rent expense was $14,097,000, $12,487,000 and $9,433,000 in fiscal years 1993, 1992 and 1991, respectively.

The Company has an unsecured $20 million bank line of credit that may be used from time to time to facilitate short-term cash flow. The line of credit expires in November 1993.

The Company is a party to various legal proceedings arising from the normal course of business, none of which, in management's opinion, is expected to have a material adverse impact on the Company's financial position.

Note 5. Employee Benefit Plans

Stock option plans Under the Company's stock option plans, incentive and nonqualified stock options may be granted to officers, employees, directors and consultants to purchase shares of the Company's common stock. A maximum of 8,070,000 common stock options have been authorized for issuance under the plans. The exercise price of the stock options is determined by the Company's Board of Directors on the date of grant. In the case of incentive stock options, the exercise price is at least equal to the fair market value of the stock on the grant date.

Stock option activity is as follows:

	Number of shares	Price per share
Options outstanding at January 31, 1990	1,097,000	$ 0.33-$ 36.75
Granted	1,537,000	$ 32.50-$ 52.50
Exercised	(118,000)	$ 0.33-$ 36.75
Cancelled	(710,000)	$ 7.42-$ 52.50
Options outstanding at January 31, 1991	1,806,000	$ 4.75-$ 49.25
Granted	2,163,000	$ 15.75-$ 58.63
Exercised	(327,000)	$ 4.75-$ 48.13
Cancelled	(1,405,000)	$ 7.42-$ 58.63
Options outstanding at January 31, 1992	2,237,000	$ 8.67-$ 34.25
Granted	3,435,000	$ 26.75-$ 50.75
Exercised	(523,000)	$ 8.67-$ 34.25
Cancelled	(214,000)	$ 10.58-$ 46.75
Options outstanding at January 31, 1993	4,935,000	$ 10.58-$ 50.75
Options exercisable at January 31, 1993	1,343,000	$ 10.58-$ 48.50
Options available for grant at January 31, 1993	2,080,000	

In December 1991, holders of qualified and nonqualified stock options were given the opportunity to exchange their existing options for an equivalent number of similar stock options at an exercise price of $34.25 per share, the then fair market value. A total of 1,259,000 options with exercise prices of $34.75 to $58.63 were exchanged in fiscal year 1993. In October 1990, under a similar exchange program, option holders were given an opportunity to exchange common stock options for new options with an exercise price of $32.50. A total of 598,000 options with exercise prices ranging from $34.75 to $52.50 were exchanged. The exchanged options are included in grants and cancellations.

Certain employees have disposed of stock acquired through the exercise of incentive stock options earlier than the mandatory holding period required for such options. The tax benefits allowed to the Company because of these dispositions, together with the tax benefits realized from the exercise of nonqualified stock options, have been recorded as increases to common stock.

Employee stock purchase plan The Company has an employee stock purchase plan for all employees meeting certain eligibility criteria. Under the plan, employees may purchase shares of the Company's common stock, subject to certain limitations, at not less than 85 percent of fair market value as defined in the plan. A total of 550,000 shares have been reserved for issuance under the plan. During fiscal year 1993, 102,000 shares were issued to employees at an average purchase price of $26.81 per share. At January 31, 1993, a total of 288,000 shares were available for future issuance under the plan.

Pre-tax savings plan The Company has a pre-tax savings plan covering substantially all U.S. employees, which qualifies under Section 401(k) of the Internal Revenue Code. Under the plan, eligible employees may contribute up to 15 percent of their pre-tax salary, subject to certain limitations. Commencing in fiscal year 1993, the Company contributed to the accounts of eligible employees in addition to a Company match based on employee contributions. Company contributions, which can be terminated at the Company's discretion, were $788,000 in fiscal year 1993.

Note 6. Shareholders' Equity

Preferred stock The Company's Articles of Incorporation authorize 2 million shares of preferred stock, none of which are issued or outstanding. The Board of Directors has the authority to issue the preferred stock in one or more series and to fix rights, preferences, privileges and restrictions, including dividends, and the number of shares constituting any series or the designation of such series, without any further vote or action by the shareholders.

Common stock repurchase program In December 1991, the Board of Directors approved a plan to repurchase up to 1 million shares of the Company's common stock on the open market. A similar repurchase plan for an additional 1 million shares was approved in September 1992. Pursuant to these plans, the Company repurchased and retired a total of 1,202,000 shares in fiscal year 1993 and 210,000 shares in fiscal year 1992 at average repurchase prices of $35.89 and $31.61, respectively. Subsequent to January 31, 1993, the Company continued to repurchase shares of its common stock and may continue to repurchase shares as provided for under the plans.

Note 7. Quarterly Financial Information (Unaudited)

Summarized quarterly financial information for fiscal years 1993, 1992 and 1991 is as follows:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total Year
(In thousands, except per share data)					
Fiscal year 1993					
Net revenues	$ 75,360	$ 85,479	$ 93,755	$ 98,560	$ 353,154
Income from operations	11,573	13,912	17,371	15,341	58,197
Net income	9,313	10,558	12,808	11,194	43,873
Net income per share	0.39	0.43	0.50	0.44	1.76
Fiscal year 1992					
Net revenues	$ 67,114	$ 70,079	$ 70,255	$ 66,526	$ 273,974
Income from operations	22,440	23,368	22,521	11,902	80,231
Net income	15,666	16,372	16,242	9,514	57,794
Net income per share	0.63	0.65	0.65	0.38	2.31
Fiscal year 1991					
Net revenues	$ 53,552	$ 56,218	$ 60,841	$ 59,792	$ 230,403
Income from operations	19,887	21,440	22,580	17,047	80,954
Net income	13,449	14,523	15,583	13,200	56,755
Net income per share	0.55	0.59	0.63	0.53	2.30

Note 8. Information by Geographic Area

Information regarding the Company's operations by geographic area at January 31, 1993, 1992 and 1991 and for the fiscal years then ended is as follows:

(In thousands)	1993	1992	1991
Revenues:			
The Americas			
Customers in the United States	$ 159,431	$ 118,138	$ 105,806
Customers in Asia/Pacific	12,726	8,289	8,374
Customers in Canada	11,104	7,606	9,132
Other exports	7,450	4,314	2,949
Intercompany revenues	39,621	29,095	22,337
	230,332	167,442	148,598
Europe	134,983	107,899	81,444
Asia/Pacific	42,027	38,657	30,145
Consolidating eliminations	(39,621)	(29,095)	(22,337)
	$ 367,721	$ 284,903	$ 237,850
Income from operations:			
The Americas	$ 31,376	$ 39,645	$ 49,799
Europe	16,770	27,522	21,547
Asia/Pacific	10,051	13,064	9,608
	$ 58,197	$ 80,231	$ 80,954
Cash, cash equivalents and marketable securities:			
The Americas	$ 125,672	$ 127,810	$ 105,424
Europe	62,638	52,111	33,464
Asia/Pacific	3,967	11,409	10,844
	$ 192,277	$ 191,330	$ 149,732
Accounts receivable, net:			
The Americas	$ 26,512	$ 19,713	$ 18,249
Europe	30,452	26,068	17,765
Asia/Pacific	5,721	4,745	4,340
	$ 62,685	$ 50,526	$ 40,354
Identifiable assets:			
The Americas	$ 280,106	$ 247,432	$ 193,564
Europe	195,630	153,808	80,517
Asia/Pacific	15,780	21,372	19,692
Consolidating eliminations	(133,233)	(94,586)	(28,539)
	$ 358,283	$ 328,026	$ 265,234

Intercompany revenues consist of royalty revenue paid by the Company's subsidiaries under software license agreements with the U.S. parent company. At January 31, 1993, 1992 and 1991, total foreign net equity was $87,743,000, $85,581,000 and $63,407,000, respectively.

The Board of Directors and Shareholders
Autodesk, Inc.

We have audited the accompanying consolidated balance sheets of Autodesk, Inc. as of January 31, 1993 and 1992, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended January 31, 1993. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Autodesk, Inc. at January 31, 1993 and 1992, and the consolidated results of its operations and its cash flows for each of the three years in the period ended January 31, 1993, in conformity with generally accepted accounting principles.

Ernst & Young

San Francisco, California
February 23, 1993

The management of Autodesk is responsible for preparing the consolidated financial statements and other information contained in this annual report. Management believes that the consolidated financial statements fairly reflect, in all material respects, the form and substance of events and transactions and that the consolidated financial statements present the Company's financial position and results of operations in conformity with generally accepted accounting principles. Management has included in the Company's consolidated financial statements amounts that are based on informed judgments and estimates, which it believes are reasonable under the circumstances.

Autodesk maintains a system of internal accounting policies, procedures and controls intended to provide reasonable assurance, at appropriate cost, that transactions are processed in accordance with Company authorization and are properly recorded and reported in the consolidated financial statements, and that assets are adequately safeguarded.

Ernst & Young, the Company's independent auditors, audits the Company's consolidated financial statements in accordance with generally accepted auditing standards, which provide the basis of its report on the consolidated financial statements.

The Board of Directors of the Company has an Audit Committee composed of nonmanagement directors. The Committee meets with financial management and the independent auditors to review internal accounting controls and accounting, auditing and financial reporting matters. In addition, Ernst & Young has full and free access to the Audit Committee, without management present, to discuss the results of its audits, the adequacy of the Company's internal accounting controls and the quality of its financial reporting.

Carol Bartz
President, Chief Executive Officer and
Chairman of the Board

Eric B. Herr
Chief Financial Officer and
Vice President, Emerging Businesses

Market Information and Dividend Policy

The Company's common stock is traded on the NASDAQ National Market System under the symbol ACAD. The following table lists the high and low sales price for each quarter in the last three fiscal years:

	High	Low
Fiscal year 1993		
First quarter	$ 36	$ 23¼
Second quarter	42½	29¾
Third quarter	53	38⅝
Fourth quarter	56½	44¾
Fiscal year 1992		
First quarter	$ 59¾	$ 42¼
Second quarter	62¼	46
Third quarter	57¼	39¾
Fourth quarter	44	24⅞
Fiscal year 1991		
First quarter	$ 50	$ 39¼
Second quarter	60¼	43¾
Third quarter	53¾	32
Fourth quarter	54	37½

The Company paid quarterly dividends of $0.12 per share in fiscal year 1993. During fiscal year 1992, dividends of $0.10 per share were paid in the first fiscal quarter and dividends of $0.12 per share were paid in the second, third and fourth fiscal quarters. The Company currently intends to continue paying regular cash dividends on a quarterly basis.

As of April 7, 1993, the approximate number of common shareholders of record was 1,430.

Annual Meeting

The Company's Annual Meeting of Shareholders will be held at 2:00 P.M., on June 25, 1993, at the Embassy Suites Hotel, 101 McInnis Parkway, San Rafael, California.

Form 10-K

A copy of the Company's Annual Report on Form 10-K for fiscal year 1993 filed with the Securities and Exchange Commission may be obtained without charge by sending a written request to: Investor Relations, Autodesk, Inc., 2320 Marinship Way, Sausalito, CA 94965.

Directors

Carol Bartz, *Chairman*
Greg Lutz
J. Hallam Dawson
Jim Warren
Mark Bertelsen
Crawford Beveridge

Officers

Carol Bartz
President and Chief Executive Officer

Eric Herr
Chief Financial Officer and
Vice President, Emerging Businesses

Len Rand
Vice President,
Design Automation Group

Godfrey Sullivan
Vice President, Americas

Dominic Gallello
Vice President, Asia/Pacific

Jackie Rae
Vice President, Corporate Marketing

Steve McMahon
Vice President, Human Resources

Richard Cuneo
Vice President, U.S. Sales

Sandra Marin
Vice President, General Counsel and
Secretary

Corporate Headquarters

Autodesk, Inc.
2320 Marinship Way
Sausalito, CA 94965
U.S.A.
Phone: 415-332-2344

Legal Counsel

Wilson, Sonsini, Goodrich & Rosati
Two Palo Alto Square
Palo Alto, CA 94306
U.S.A.

Transfer Agent

Harris Trust & Savings Bank
c/o Shareholder Services
11th Floor
311 West Monroe Street
Chicago, IL 60606
U.S.A.

Independent Auditors

Ernst & Young
555 California Street
San Francisco, CA 94104
U.S.A.

The Americas

Americas Headquarters
Autodesk, Inc.
2320 Marinship Way
Sausalito, CA 94965
U.S.A.

Autodesk Mechanical Division
26200 Town Center Drive
Novi, MI 48375
U.S.A.

Autodesk Retail Products
11911 North Creek Parkway South
Bothell, WA 98011
U.S.A.

Autodesk Canada Inc.
100 Allstate Parkway, Suite 403
Markham, ON L3R 6H3
Canada

Europe

European Headquarters
Autodesk (Europe) SA
20, route de Pré-Bois
Case Postale 766
CH-1215 Geneva 15
Switzerland

Autodesk Ges.m.b.H
Traungasse 16
A-4600 Wels
Austria

Autodesk Ltd.
Sestupna 177/23
CS 16200 Prague 6-Liboc
Prague
Czech Republic

Autodesk S.a.r.l.
Esplanade Parc d'Entreprises
4, rue Paul Henri Spaak
F-77462 Saint-Thibault-des-Vignes
France

Autodesk GmbH
Hansastrasse 28
D-8000 München 21
Germany

Autodesk Ltd.
Szemlohegy u. 23/b
H-1023 Budapest
Hungary

Autodesk S.p.A.
Milanofiori
Strada 4, Palazzo A6
I-20090 Assago Mi
Italy

Autodesk BV
Druivenstraat 1
NL-4816 KB Breda
Netherlands

Autodesk RF
13th Floor, Building 9/23
2 Baumanskaya Street
korpus 18
107005 Moscow, Russia
C.I.S.

Autodesk S.A.
c/Constitucion 3, Planta Baja
E-08960 Sant Just Desvern
Barcelona
Spain

Autodesk AB
Box 14261
Office: Mölndalsvägen 24
S-400 20 Göteburg
Sweden

European Software Centre
Avenue Des Champs-Montants 14B
CH-2074 Marin
Switzerland

Autodesk AG
Netzibodenstrasse 33
CH-4133 Pratteln 1
Switzerland

Autodesk Ltd.
Cross Lanes
Guildford, Surrey GU1 1UJ
United Kingdom

Asia/Pacific

Autodesk Australia Pty. Ltd.
9 Clifton Street
P.O. Box 458
Richmond, Victoria 3121
Australia

Autodesk Far East Ltd.
Suite 2803A, 28/F
Central Plaza, 18 Harbour Road
Wanchai
Hong Kong

Autodesk Ltd. Japan
Unosawa Tokyu, Building 4F
1-19-15-Ebisu, Shibuya-Ku
Tokyo 150
Japan

Autodesk Korea Ltd.
Dongkyung Building, 7th Floor
824-19, Yuksam-dong, Kangnam-ku
Seoul
Korea

Autodesk Asia Pte. Ltd.
#04-07, A-Z Building
140, Paya Lebar Road
Singapore 1440

Autodesk Inc.
403 Bank Tower
205 Tun Hwa N. Road
Taipei
Taiwan, Republic of China

Designed and Produced by Tolleson Design, San Francisco, CA.

Autodesk®

Autodesk, Inc. 2320 Marinship Way
Sausalito, CA 94965
U.S.A.
415-332-2344