

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): December 23, 1994

AUTODESK, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of  
incorporation or organization)

0-14338

(Commission file number)

94-2819853

(I.R.S. Employer  
Identification No.)

111 MCINNIS PARKWAY  
SAN RAFAEL, CALIFORNIA 94903  
(Address of principal executive offices)

(415) 507-5000  
(Registrant's telephone number, including area code)

2320 MARINSHIP WAY  
SAUSALITO, CALIFORNIA 94965  
(Former name or former address, if changed since last report.)

ITEM 5. OTHER EVENTS

On December 23, 1994, the United States District Court for the District of Vermont awarded \$25.5 million to Vermont Microsystems, Inc. in a lawsuit filed against the registrant for misappropriation of trade secrets. Attached as Exhibit 99.1 to this Current Report on Form 8-K is the text of the registrant's press release regarding the foregoing opinion.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits  
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99.1 Text of Press Release dated December 27, 1994

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.

DATE: January 6, 1995

AUTODESK, INC.  
(Registrant)

/S/ Eric B. Herr  
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Eric B. Herr  
Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

Exhibit  
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99.1 Text of Press Release dated December 27, 1994

December 27, 1994  
For Immediate Release  
Contact: Christine Tsingos  
415-507-5707

AUTODESK TO APPEAL RULING IN VERMONT MICROSYSTEMS LAWSUIT

San Rafael, Calif. -- December 27, 1994 -- Autodesk, Inc. announced that a United States District Judge in Vermont issued an opinion ruling in favor of the plaintiff in a trade secret suit brought against Autodesk. The suit, Vermont Microsystems, Inc. v. Autodesk, Inc., involved programming techniques used in developing a display list driver that was included in AutoCAD Release 12 for Windows and AutoCAD LT. Autodesk strongly denies any wrongdoing and intends to appeal this decision.

The Court awarded \$25.5 million to Vermont Microsystems. However, the Court rejected the plaintiff's claim that Autodesk acted maliciously or willfully and declined to issue any injunction against Autodesk.

"We are disappointed that the Court did not provide greater guidance in the complex arena of intellectual property and what a company may reasonably claim as a trade secret," noted Sandra Marin, Autodesk's Vice President and General Counsel, adding "This is particularly relevant in the software industry, where past experience and creative efforts play a major role in product development efforts."

While Autodesk intends to appeal this judgment, and continues to vigorously deny any wrongdoing in this matter, the Company will record a pre-tax charge to earnings of approximately \$26 million in its fourth fiscal quarter ending January 31, 1995, resulting in a \$0.32 to \$0.35 impact on earnings per share.

Autodesk is the world's leading supplier of computer-aided design automation software and the fifth-largest PC software company in the world. The company develops, markets and supports a family of design automation and professional multimedia software and component technologies for use on personal computers and workstations. A global company since its founding in 1982, Autodesk markets products in 115 countries and 18 languages. Autodesk shares are traded on the Nasdaq National Market under the symbol ACAD. For more information, please call 415-332-2344 or type GO ADESK on CompuServe(R).

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