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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**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)  
March 30, 2009

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**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)

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

*Appointment of Chief Financial Officer*

On April 2, 2009, Autodesk announced the appointment of Mark J. Hawkins as Executive Vice President and Chief Financial Officer. Mr. Hawkins will serve as Autodesk's Principal Financial Officer and Principal Accounting Officer, and it is anticipated that he will commence employment on April 27, 2009. At that time, Carl Bass will resign as Interim Chief Financial Officer (including principal financial and accounting officer), but will continue to serve as Chief Executive Officer, President, and as a member of the Board of Directors. The Autodesk Board of Directors approved Mr. Hawkins' appointment on March 30, 2009.

Mr. Hawkins, 49, has served as Senior Vice President, Finance and Information Technology, and Chief Financial Officer of Logitech International S.A., which sells peripherals for personal computers and other digital platforms, since April 2006. From January 2000 to March 2006, Mr. Hawkins held various finance roles with Dell Inc., which offers a broad range of technology products, most recently as Vice President of Finance for worldwide procurement and logistics and the Dell Operating Council. Prior to joining Dell, Mr. Hawkins was employed by Hewlett-Packard Company, a global provider of products, technologies, and software, for 18 years in finance and business-management roles in the United States and abroad. At Hewlett-Packard, Mr. Hawkins was involved in supporting the spin-off of Agilent Technologies and served on the board of directors for the HP Analytical Joint Ventures in Tokyo and Shanghai.

Mr. Hawkins holds a Bachelor of Arts degree in Operations Management from Michigan State University and a Master of Business Administration degree in Finance from the University of Colorado. He has also completed the Advanced Management Program at Harvard Business School.

Mr. Hawkins has no family relationships with any director, executive officer, or person nominated or chosen by Autodesk to become a director or executive officer of Autodesk. Mr. Hawkins is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On April 2, 2009, Autodesk issued a press release regarding the appointment of Mr. Hawkins. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

*Compensatory Arrangements*

On March 30, 2009, Autodesk and Mr. Hawkins entered into an offer letter, the material terms of which are as follows:

Mr. Hawkins will be paid an annual base salary of \$525,000. In accordance with Autodesk's on-going salary reduction program for executive officers, effective ninety (90) days after the commencement of Mr. Hawkins' employment, his salary will be temporarily reduced by ten percent (10%).

Mr. Hawkins will be eligible to participate in the Autodesk Incentive Plan ("AIP"). Mr. Hawkins' AIP target will be set at 75% of his base salary (prior to the above described reduction). Mr. Hawkins will also be eligible to participate in the Autodesk Executive Change in Control Program.

Mr. Hawkins will receive a signing bonus of \$200,000. Half of such bonus will be payable within two weeks of the commencement of his employment, and half will be payable on the one-year anniversary of the commencement of his employment, subject in each case to repayment if Mr. Hawkins resigns at any time within six months following either the commencement of his employment or the one-year anniversary of such date.

Pursuant to the offer letter, it will be recommended to the Board that Mr. Hawkins be granted (i) an option to purchase 150,000 shares of Autodesk common stock at a per share purchase price equal to the fair market value a share of Autodesk's common stock on the effective date of grant and (ii) 25,000 Restricted Stock Units. The option grant shall vest and become exercisable as to 25% of the shares subject to the option on each of the first four (4) anniversaries of the effective date of grant, and 100% of the Restricted Stock Units shall vest on the third (3rd) anniversary of the effective date of grant. In each case, vesting shall be subject to Mr. Hawkins' continued employment.

Mr. Hawkins will also be eligible to participate in the compensation and benefit programs generally available to Autodesk employees.

**Item 8.01 Other Events.**

On April 2, 2009, the Company issued a press release announcing its intention to take further steps to decrease its operating expenses through additional headcount reductions, facilities consolidations and other cost cutting measures and reiterating its previously announced business outlook for the three months ending April 31, 2009. The press release is furnished herewith as Exhibit 99.2 and is incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

*Non-GAAP Financial Measures*

To supplement the Company’s consolidated financial statements presented on a GAAP basis, the press release furnished herewith as Exhibit 99.2 provides investors with certain non-GAAP measures, including future non-GAAP net earnings per diluted share. For the Company’s internal budgeting and resource allocation process, the Company’s management uses these non-GAAP measures that do not include: (a) the stock-based compensation impact of SFAS 123R, (b) amortization of purchased intangibles and (c) certain restructuring charges. The Company’s management uses these non-GAAP measures in making operating decisions because it believes the measures provide meaningful supplemental information regarding the Company’s earning potential. In addition, these non-GAAP financial measures facilitate comparisons to competitors’ historical results and operating guidance.

As described above, the Company excludes the following items from its non-GAAP measures:

A. Stock compensation impact of SFAS 123R. These expenses consist of expenses for employee stock-based compensation under SFAS 123R. The Company excludes stock-based compensation expenses from its non-GAAP measures primarily because they are non-cash expenses and the Company’s management finds it useful to exclude certain non-cash charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods. Further, as SFAS 123R is applied, the Company’s management believes that it is useful to investors to understand the impact of the application of SFAS 123R to its results of operations.

B. Amortization of purchased intangibles. The Company incurs amortization of acquisition-related purchased intangible assets, primarily in connection with its acquisition of certain businesses and technologies. The amortization of purchased intangibles from business combinations varies depending on the level of acquisition activity and the Company’s management finds it useful to exclude these variable charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods.

C. Restructuring charges. These charges are primarily due to workforce reductions, abandonment or sublease of leased facilities and related costs. We exclude these charges because these expenses are not reflective of ongoing operating results in the current period.

There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. In addition, the non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon the Company’s reported financial results. The Company’s management compensates for these limitations by analyzing current and future results on

a GAAP basis as well as a non-GAAP basis and also by providing GAAP measures in the Company's earnings release. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with generally accepted accounting principles in the United States. The non-GAAP financial measures are meant to supplement, and be viewed in conjunction with, GAAP financial measures. Investors should review the information regarding non-GAAP financial measures provided in the Company's press release.

**Item 9.01. Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of April 2, 2009, entitled "Autodesk Appoints Mark Hawkins Chief Financial Officer."
99.2	Press release, dated as of April 2, 2009, entitled "Autodesk Holds Annual Investor Day Meeting."

**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/ Carl Bass

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**Carl Bass**  
**Chief Executive Officer, President and Interim Chief**  
**Financial Officer**

Date: April 2, 2009

**EXHIBIT INDEX**

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99.1	Press release, dated as of April 2, 2009, entitled "Autodesk Appoints Mark Hawkins Chief Financial Officer."
99.2	Press release, dated as of April 2, 2009, entitled "Autodesk Holds Annual Investor Day Meeting."

**Autodesk Appoints Mark Hawkins Chief Financial Officer**

SAN RAFAEL, Calif., April 2 /PRNewswire-FirstCall/ — Autodesk, Inc. today named Mark J. Hawkins as its executive vice president and chief financial officer beginning April 27th. Hawkins will be a key member of Autodesk's executive team, reporting to Autodesk's chief executive officer, Carl Bass.

Hawkins comes to Autodesk from Logitech International where he has been CFO and senior vice president of finance and IT since 2006. At Logitech, Hawkins led the company's financial operations, investor relations, and the worldwide IT team supporting Logitech's business units and sales and marketing operations.

"I am delighted to welcome Mark to the Autodesk management team," said Carl Bass, Autodesk president and chief executive officer. "He has broad experience as the chief financial officer for an industry leader. He also brings a 25-year proven track record driving the financial performance and operations of companies such as Dell and HP. Mark's financial acumen will be a great addition to our management team."

Prior to Logitech, Hawkins served as vice president of Dell's U.S. consumer unit and international services, as well as Dell's procurement and logistics arm. Previous to that, he was the worldwide group controller for a division of Hewlett Packard. He began his career with HP in 1981, and held various financial positions both in the U.S. and abroad.

"For more than 25 years, Autodesk has helped companies use the design process to gain competitive edge and differentiation," said Mark Hawkins. I am proud to be joining Autodesk at such a critical time in the company's history, and am eager to contribute to the company's growth."

**About Autodesk**

Autodesk, Inc. is a world leader in 2D and 3D design software for the manufacturing, building and construction, and media and entertainment markets. Since its introduction of AutoCAD software in 1982, Autodesk has developed the broadest portfolio of state-of-the-art Digital Prototyping solutions to help customers experience their ideas before they are real. Fortune 1000 companies rely on Autodesk for the tools to visualize, simulate and analyze real-world performance early in the design process to save time and money, enhance quality and foster innovation. For additional information about Autodesk, visit [www.autodesk.com](http://www.autodesk.com).

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SOURCE: Autodesk, Inc.

Web site: <http://www.autodesk.com/>



**Autodesk Holds Annual Investor Day Meeting****Reiterates Previously Announced First Quarter Business Outlook Plans to Further Reduce Cost Structure**

SAN RAFAEL, Calif., April 2 /PRNewswire-FirstCall/ — Autodesk, Inc. announced that key members of its senior management team will deliver presentations at its annual Investor Day meeting today. At the event, management will provide an overview of the company's long-term opportunities, global market and industry trends.

**First Quarter Fiscal 2010 Business Outlook**

The following statements are forward-looking statements which are based on current expectations and which involve risks and uncertainties, some of which are set forth below.

The company reiterated its previously announced business outlook for the first quarter of fiscal 2010. As originally outlined on February 26, 2009, revenue for the first quarter of fiscal 2010 is expected to be between \$400 million and \$440 million. GAAP loss per diluted share is expected to be in the range of \$0.20 and \$0.08. Non-GAAP earnings per diluted share is expected to be in the range of \$0.00 and \$0.12 and excludes \$0.07 related to restructuring charges, \$0.08 related to stock-based compensation expense and \$0.05 for the amortization of acquisition related intangibles. The GAAP EPS range assumes a tax rate of 31% and the non-GAAP EPS range assumes a tax rate of 27%.

**Plan to Further Reduce Cost Structure**

Autodesk anticipates taking steps to further decrease its operating expenses by between \$100 and \$150 million on an annualized basis. The company plans to achieve these savings through a combination of actions including reductions in discretionary spending, facilities consolidations, reductions in its contingent workforce, and staff reductions. Details of the plan are expected to be finalized, approved, and announced next month. These initiatives would be in addition to the pre-tax cost savings of approximately \$130 million annually that the company announced on January 15, 2009 as part of a restructuring plan.

“We have not seen an improvement in global economic conditions and we believe that taking additional actions to reduce our cost structure is appropriate at this time,” said Carl Bass, Autodesk president and CEO. “Combined, our restructuring in January and this new initiative would eliminate between \$230 and \$280 million in pre-tax operating expenses on an annualized basis. As we navigate this severe economic downturn, we will continue to invest in targeted areas of our business while reducing costs throughout the organization. I’m confident these actions will serve to increase our efficiencies and strengthen our leadership position.”

## **Annual Investor Day Meeting Webcast**

Autodesk's annual Investor Day meeting is being held today in San Francisco. A live webcast of today's event will be available beginning at 8.30 a.m. Pacific time at [www.autodesk.com/investors](http://www.autodesk.com/investors). A webcast and podcast replay of the event will be available beginning later today at [www.autodesk.com/investors](http://www.autodesk.com/investors). This replay will be maintained for at least twelve months.

## **Safe Harbor Statement**

This press release contains forward-looking statements that involve risks and uncertainties, including statements in the paragraphs under "First Quarter Fiscal 2010 Business Outlook" above and the statements about our cost savings and restructuring initiatives, and our investment strategy. Factors that could cause actual results to differ materially include the following: difficulties implementing our restructuring plans and cost savings initiatives, general market and business conditions, our performance in particular geographies, including emerging economies, the financial and business condition of our reseller and distribution channels, fluctuation in foreign currency exchange rates, failure to achieve planned cost reductions and productivity increases, difficulties encountered in integrating new or acquired businesses and technologies, unexpected fluctuations in our tax rate, the timing and degree of expected investments in growth opportunities, slowing momentum in maintenance or subscription revenues, failure to achieve sufficient sell-through and efficiencies in our channels for new or existing products, pricing pressure, failure to achieve continued migration from 2D products to 3D products, changes in the timing of product releases and retirements, failure of key new applications to achieve anticipated levels of customer acceptance, failure to achieve continued success in technology advancements, interruptions or terminations in the business of the Company's consultants or third party developers, and unanticipated impact of accounting for technology acquisitions.

Further information on potential factors that could affect the actual financial results of Autodesk are included in the Company's report on Form 10-K for the year ended January 31, 2009, which is on file with the Securities and Exchange Commission. Autodesk does not assume 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.

## **About Autodesk**

Autodesk, Inc. is a world leader in 2D and 3D design software for the manufacturing, construction, and media and entertainment markets. Since its introduction of AutoCAD software in 1982, Autodesk has developed the broadest portfolio of state-of-the-art digital prototyping solutions to help customers experience their ideas before they are real. Fortune 1000 companies rely on Autodesk for the tools to visualize, simulate and analyze real-world performance early in the design process to save time and money, enhance quality and foster innovation. For additional information about Autodesk, visit <http://www.autodesk.com>.

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Web site: <http://www.autodesk.com/>