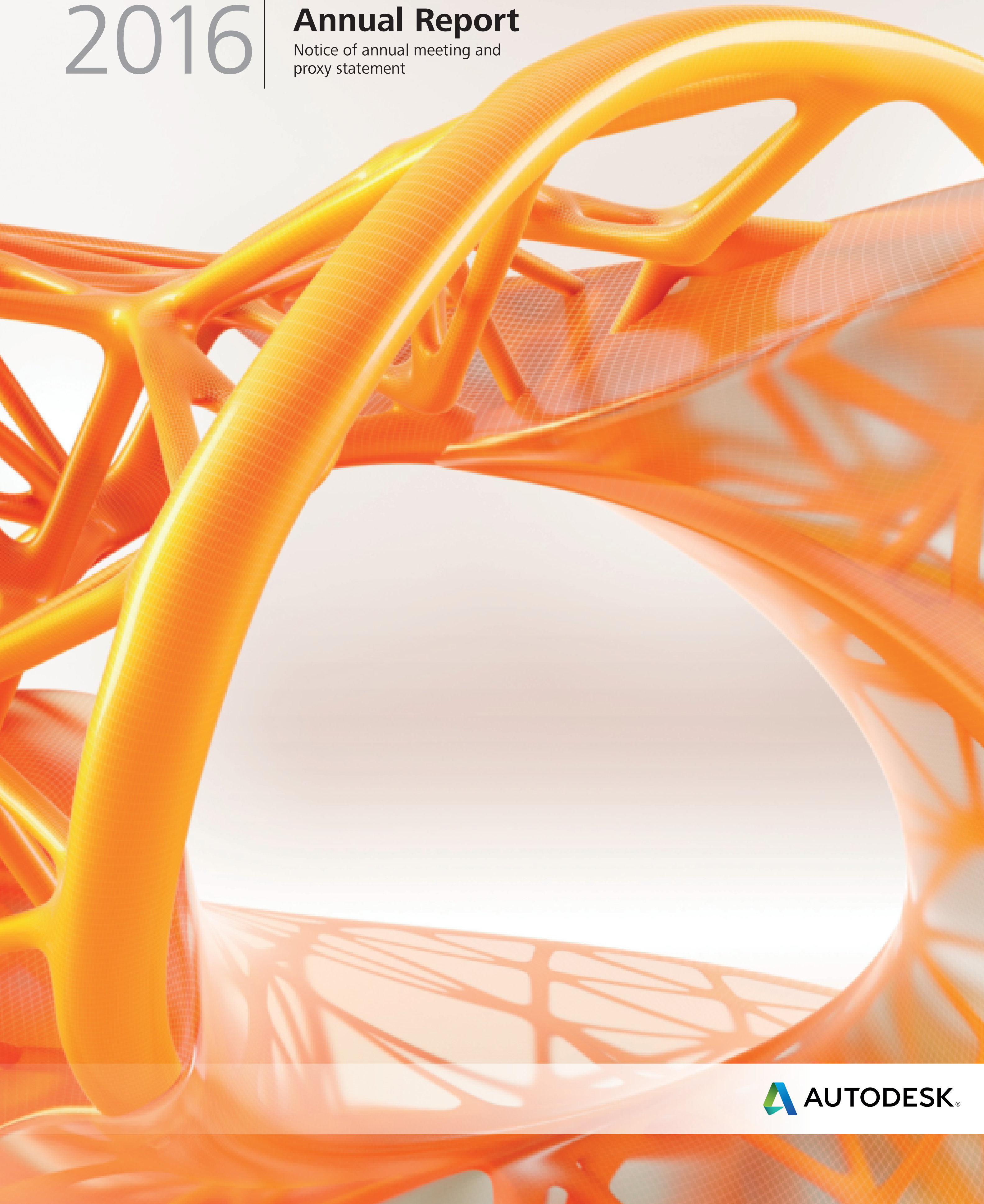
FISCAL YEAR

2016 Annual Report

Notice of annual meeting and proxy statement



AUTODESK

May 2, 2016

Dear Autodesk Stockholder:

You are cordially invited to attend Autodesk's 2016 Annual Meeting of Stockholders to be held on Wednesday, June 15, 2016, at 3:00 p.m., Pacific Time, at our San Francisco office, The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105.

The 2016 Annual Meeting of Stockholders will be held for the following purposes:

1. To elect the eleven directors listed in the accompanying Proxy Statement;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2017;
3. To hold a non-binding vote to approve compensation for our named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting.

The accompanying Notice of 2016 Annual Meeting of Stockholders and Proxy Statement describe these proposals in greater detail. We encourage you to read this information carefully.

We are once again relying on the Securities and Exchange Commission rule that allows us to furnish our proxy materials to our stockholders over the Internet rather than in paper form. We believe this delivery process reduces both our environmental impact and the costs of printing and distributing our proxy materials without hindering our stockholders' timely access to this important information.

We hope you will be able to attend this year's Annual Meeting. We will report on fiscal 2016, and there will be an opportunity for stockholders to ask questions. Even if you plan to attend the meeting, please ensure that you are represented by voting in advance. You can vote online or by telephone, or you can request, sign, date and return a proxy card, to ensure your representation at the meeting. Your vote is very important.

On behalf of the Board of Directors, I would like to express our appreciation for your continued support of Autodesk.

Very truly yours,

Carl Bass

Carl Bass
President and Chief Executive Officer

NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

Time and Date	Wednesday, June 15, 2016, at 3:00 p.m., Pacific Time.
Place	Autodesk's San Francisco office, located at The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105.
Items of Business	(1) To elect the eleven directors listed in the accompanying Proxy Statement to serve for the coming year and until their successors are duly elected and qualified. (2) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2017. (3) To hold a non-binding vote to approve compensation for our named executive officers. (4) To transact such other business as may properly come before the Annual Meeting. These items of business are more fully described in the Proxy Statement accompanying this Notice of 2016 Annual Meeting of Stockholders.
Adjournments and Postponements	Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting is properly adjourned or postponed.
Record Date	You are entitled to vote if you were a stockholder as of the close of business on April 19, 2016.
Voting	**Your vote is very important. Even if you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and to vote. You can vote online or by telephone, or you can request, sign, date and return your proxy card as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the 2016 Annual Meeting and Procedural Matters" beginning on page 1 of the Proxy Statement and the instructions on the Notice of Internet** All stockholders are cordially invited to attend the Annual Meeting. If you attend the Annual Meeting, you may vote in person by ballot even if you previously voted.

By Order of the Board of Directors,

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

This notice of Annual Meeting, Proxy Statement and accompanying form of proxy card are being made available on or about May 2, 2016.

TABLE OF CONTENTS

PROXY STATEMENT FOR 2016 ANNUAL MEETING OF STOCKHOLDERS

QUESTIONS AND ANSWERS ABOUT THE 2016 ANNUAL MEETING OF STOCKHOLDERS AND PROCEDURAL MATTERS

Stock Ownership, Quorum and Voting

Q: Who is entitled to vote at the Annual Meeting?

A: Holders of record of Autodesk's Common Stock, par value $0.01 per share ("Common Stock"), at the close of business on April 19, 2016 (the "Record Date") are entitled to receive notice of and to vote their shares at the Annual Meeting (as defined below). Beneficial owners at the close of business on the Record Date have the right to direct their broker, trustee or nominee on how to vote their shares, as described below. Stockholders are entitled to cast one vote for each share of Common Stock they hold as of the Record Date.

As of the Record Date, there were 224,588,789 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. No shares of Autodesk's Preferred Stock were outstanding.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: *Stockholders of record*—If your shares are registered directly in your name with Autodesk's transfer agent, Computershare Investor Services LLC, you are considered the "stockholder of record" with respect to those shares. If you are a stockholder of record, Autodesk sent these proxy materials directly to you.

Beneficial owners—Most Autodesk stockholders hold their shares through a broker or other agent rather than directly in their own names. If your shares are held in a brokerage account or by a broker or other agent, you are considered the "beneficial owner" of shares held in "street name." If you hold your shares in street name, these proxy materials have been forwarded to you by your broker or other agent. That entity is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or other agent on how to vote your shares. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a legal proxy giving you the right to do so from the broker or other agent that holds your shares.

2016 Annual Meeting

Q: Why am I receiving these proxy materials?

A: The Board of Directors ("Board") of Autodesk, Inc. ("Autodesk," "we" or "our") is providing these proxy materials to you in connection with the solicitation of proxies for use at our 2016 Annual Meeting of Stockholders, to be held on Wednesday, June 15, 2016, at 3:00 p.m., Pacific Time, and at any adjournment, postponement or other delay thereof (the "Annual Meeting") for the purpose of considering and acting upon the matters set forth in this Proxy Statement. We are providing these materials to all of our stockholders through a Notice of Internet Availability of Proxy Materials (the "Notice") unless a stockholder has specifically requested a full set paper copy of this Proxy Statement and our fiscal 2016 Annual Report.

Q: Where is the Annual Meeting?

A: The Annual Meeting will be held at Autodesk's San Francisco office, located at The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105. The telephone number at that location is (415) 356-0700. Maps and directions to the Annual Meeting are available at *www.autodesk.com* under "Contact Us."

Q: What proposals will be voted on at the Annual Meeting?

A: At the Annual Meeting, stockholders will be asked to vote:

(1) To elect the eleven directors named in this Proxy Statement to serve for the coming year and until their successors are duly elected and qualified;
(2) To ratify the appointment of Ernst & Young LLP as Autodesk's independent registered public accounting firm for the fiscal year ending January 31, 2017; and
(3) To approve, on an advisory basis, the compensation of our named executive officers.

Q: Can I attend the Annual Meeting?

A: Yes, you can attend the Annual Meeting in person if you are a stockholder of record or a beneficial owner as of the Record Date. Please notify David Gennarelli, Autodesk's Director of Investor Relations, by telephone at (415) 507-6705 or by email at *investor.relations@autodesk.com* if you plan to attend the Annual Meeting. You will need proof of identity to enter the Annual Meeting. If your shares are held in a brokerage account or by a bank or another nominee, you also will need to bring a copy of a brokerage statement reflecting stock ownership as of the Record Date. The Annual Meeting will begin promptly at 3:00 p.m., Pacific Time. Please leave ample time for parking and to check in.

Q: Why did I receive a Notice in the mail regarding the Internet availability of proxy materials instead of a full set paper copy of this Proxy Statement and fiscal year 2016 Annual Report?

A: We are once again relying on a Securities and Exchange Commission ("SEC") rule that allows companies to furnish their proxy materials over the Internet rather than in paper form. This rule allows us to send all of our stockholders a Notice that explains how to access the proxy materials over the Internet or how to request a paper copy of proxy materials. If you would prefer to receive proxy materials in printed form by mail or electronically by email on an ongoing basis, please follow the instructions contained in the Notice. Proxy materials for our 2017 and future annual meetings of stockholders will be delivered to you by a Notice rather than in paper form unless you specifically request to receive printed proxy materials.

Q: Why did I receive a full set paper copy of this Proxy Statement in the mail and not a Notice regarding the Internet availability of proxy materials?

A: Stockholders who previously requested full paper copies of the proxy materials are receiving paper copies again this year. If you would like to reduce the costs we incur in printing and mailing proxy materials, you can consent to receive all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions provided at *www.autodesk.com* under "Investor Relations" or on your proxy card or voting instruction form.

Q: How many shares must be present or represented by proxy to conduct business at the Annual Meeting?

A: The presence of the holders of a majority of the shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum. Stockholders are counted as present if they attend the Annual Meeting in person or have properly submitted a proxy. Under the General Corporation Law of the State of Delaware (the law governing Autodesk's corporate activities), abstentions and "broker non-votes" are counted as present and entitled to vote and are therefore included for purposes of determining whether a quorum is present at the Annual Meeting.

Q: What are "broker non-votes"?

A: Generally, if shares are held in street name, the beneficial owner is entitled to give voting instructions to the broker or other agent holding the shares. If the beneficial owner does not provide voting instructions, the broker or other agent can vote the shares with respect to matters that are considered "routine," but not with respect to "non-routine" matters. Broker non-votes occur when a beneficial owner of shares held in street name does not give instructions to the broker or other agent holding the shares as to how to vote on a matter deemed "non-routine." If a broker or other record holder of our Common Stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal. Accordingly, if you own shares through a broker or other agent, please be sure to give voting instructions so your vote will be counted on all proposals that come before the Annual Meeting.

Q: Which ballot measures are considered "routine" or "non-routine"?

A: The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2017 (Proposal Two) is considered routine under applicable rules. A broker, trustee or nominee holding shares generally may use its discretion to vote on routine matters, so there should not be any broker non-votes in connection with Proposal Two. The election of the eleven directors listed in the accompanying Proxy Statement (Proposal One) and the advisory vote on executive compensation (Proposal Three) are considered non-routine matters under applicable rules. A broker or other agent cannot vote without instructions on non-routine matters, so there may be broker non-votes on Proposals One and Three.

Q: How can I vote my shares in person at the Annual Meeting?

A: If you hold shares in your name as the stockholder of record, you may vote those shares in person at the Annual Meeting. If you hold shares beneficially in street name, you may vote those shares in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares. ***Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy card or follow the voting instructions described below so that your vote will be counted if you later decide not to attend.***

Q: How can I vote my shares without attending the Annual Meeting?

A: If you are a stockholder of record, you may instruct the proxy holders how to vote your shares in one of three ways:

- by using the Internet voting site listed on the proxy card and Notice,
- by calling the toll-free telephone number listed on the proxy card and Notice, or

- by requesting a proxy card from Autodesk by telephone at (415) 507-6705 or by email at *investor.relations@autodesk.com*, and completing, signing, dating and returning the proxy card in the postage pre-paid envelope provided.

Proxy cards submitted by mail must be received by the time the Annual Meeting begins in order for the related shares to be voted. If you return a signed proxy card without giving specific voting instructions, your shares will be voted as recommended by the Board.

Specific instructions for using the telephone and Internet voting systems are on the proxy card and Notice. The telephone and Internet voting systems for stockholders of record will be available until 11:59 p.m. (Eastern Time) on June 14, 2016.

If you are a beneficial owner, you will receive instructions from your broker or other agent that you must follow in order to have your shares voted. These instructions will indicate if Internet and telephone voting are available, and if so, how to access and use those methods.

Q: What is the voting requirement to approve these proposals?

A: *Proposal One*—A majority of the votes duly cast is required for the election of each director. If the number of shares voted "for" a director nominee exceeds the number of votes cast "against," the nominee will be elected as a director of Autodesk to serve until the next annual meeting or until his or her successor has been duly elected and qualified. For additional information on how our majority voting policy works, see the section captioned "Corporate Governance" below.

You may vote "FOR," "AGAINST" or "ABSTAIN" on each of the eleven nominees for election as director. Abstentions and broker non-votes will not affect the outcome of the election.

Proposal Two—The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote are required to ratify the appointment of Ernst & Young LLP as Autodesk's independent registered public accounting firm.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. ***Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal.*** However, broker non-votes are not deemed to be votes cast and are not included in the tabulation of the voting results on this proposal.

Proposal Three—The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote are required to approve, on an advisory basis, the compensation of our named executive officers.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. ***Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal.*** However, broker non-votes are not deemed to be votes cast and are not included in the tabulation of the voting results on this proposal.

Q: What happens if I do not cast a vote?

A: *Stockholders of record*—If you are a stockholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Annual Meeting.

Beneficial owners—If you hold your shares in street name and you do not cast your vote, your broker, trustee or nominee can use its discretion to vote on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm (Proposal Two). However, you must cast your vote if you want it to count in the election of directors and the non-binding approval of compensation for our named executive officers. Your broker may not vote your uninstructed shares with respect to Proposals One and Three.

Q: How does the Board recommend that I vote?

A: The Board unanimously recommends that you vote your shares "**FOR**" the election of each of the eleven nominees listed in Proposal One, "**FOR**" the ratification of the appointment of Ernst & Young LLP as Autodesk's independent registered public accounting firm for the fiscal year ending January 31, 2017, and "**FOR**" the approval, on an advisory basis, of the compensation of our named executive officers.

Q: If I sign a proxy, how will it be voted?

A: All shares entitled to vote and represented by properly executed proxy cards received prior to the Annual Meeting and not revoked before the polls are closed will be voted in accordance with the instructions on those proxy cards. If there are no instructions on an otherwise properly executed proxy card, the shares represented by that proxy card will be voted as recommended by the Board.

Q: What happens if additional matters are presented at the Annual Meeting?

A: If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (for the purpose of soliciting additional proxies or otherwise), the persons named as proxies will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Q: Can I change or revoke my vote?

A: If you are a stockholder of record, there are three ways you can change your vote.

1. Before your shares are voted at the Annual Meeting, you can file with Autodesk's General Counsel a written notice of revocation or a duly executed proxy card, in either case dated later than the proxy card you wish to change.
2. You can attend the Annual Meeting and vote in person. Simply attending the Annual Meeting without actually voting will not revoke a proxy.
3. If you voted online or by telephone, you may change that vote by voting again, either by making a timely and valid Internet or telephone vote or by voting in person at the Annual Meeting.

Any written notice of revocation or subsequent proxy card should be hand-delivered to Autodesk's General Counsel or sent to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel, and must be received by the General Counsel before the vote at the Annual Meeting.

If you are a beneficial owner of shares held in street name, there are two ways you can change your vote. You can submit new voting instructions to your broker or other agent. Alternatively, if you have obtained a legal proxy from the broker or other agent that holds your shares giving you the right to vote those shares, you can attend the Annual Meeting and vote in person.

Q: Who will bear the costs of soliciting votes for the Annual Meeting?

A: Autodesk will bear all expenses of this solicitation, including the cost of preparing and mailing these proxy materials. Autodesk may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of Common Stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers and other employees of Autodesk also may solicit proxies in person or by other means of communication. These individuals may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation, but will not receive any additional compensation. Autodesk has engaged the services of D.F. King & Co., Inc., a professional proxy solicitation firm, to help us solicit proxies from stockholders, including certain brokers, trustees, nominees and other institutional owners, for a fee of approximately $8,500 plus costs and expenses.

Q: Where can I find the voting results of the Annual Meeting?

A: We intend to announce preliminary voting results at the Annual Meeting and expect to provide final results in a Current Report on Form 8-K within four business days of the Annual Meeting.

Stockholder Proposals and Director Nominations at Future Meetings

Q: What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

A: Stockholders may present proper proposals for inclusion in Autodesk's proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to Autodesk's General Counsel in a timely manner. In order to be included in the proxy statement for the 2017 Annual Meeting of Stockholders, proposals must be received by Autodesk's General Counsel no later than January 2, 2017, and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934 (the “Exchange Act”).

In addition, Autodesk's Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made by or at the direction of the Board, or by any stockholder entitled to vote who has delivered written notice to Autodesk's General Counsel during the Notice Period (as defined below). Any such notice must contain specified information concerning the nominee(s) and the stockholder proposing such nomination(s). A stockholder who wishes to recommend a candidate for consideration by the Corporate Governance and Nominating Committee as a potential nominee for director should read the procedures discussed in “Corporate Governance-Nominating Process for Recommending Candidates for Election to the Board” on page 26 of this Proxy Statement.

Autodesk's Bylaws also provide that the only business that may be conducted at an annual meeting is business that is brought (1) pursuant to the notice of meeting (or any supplement thereto), (2) by or at the direction of the Board, or (3) by a stockholder who has delivered written notice setting forth all information required by Autodesk's Bylaws to Autodesk's General Counsel during the Notice Period (as defined below).

For the purposes described above, the “Notice Period” begins 75 days before the one-year anniversary of the date on which Autodesk first mailed its proxy materials for the previous year's annual meeting of stockholders, and lasts for 30 days. As a result, the Notice Period for the 2017 Annual Meeting of Stockholders will be from February 16, 2017 to March 18, 2017.

If a stockholder who has notified Autodesk of an intention to present a proposal at an annual meeting does not appear to present that proposal, Autodesk need not present the proposal for vote at such meeting.

Q: How may I obtain a copy of the bylaw provisions regarding stockholder proposals and director nominations?

A: You can obtain a copy of the full text of the bylaw provisions discussed above by writing to the General Counsel of Autodesk or from *www.autodesk.com* under "Investor Relations-Corporate Governance." All notices of proposals by stockholders should be sent to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel.

Additional Information About the Proxy Materials

Q: What should I do if I receive more than one set of proxy materials?

A: You may receive more than one Proxy Statement, proxy card, voting instruction card or Notice. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each account. If you are a stockholder of record and your shares are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each proxy card or voting instruction card that you receive to ensure that all your shares are voted.

Q: How may I obtain a separate Notice or a separate set of proxy materials and Fiscal Year 2016 Annual Report?

A: If you share an address with another stockholder, it is possible you will not each receive a separate Notice or a separate copy of the proxy materials and Fiscal Year 2016 Annual Report. If you wish, you may request individual documents by calling (415) 507-6705 or by sending an email to *investor.relations@autodesk.com*. Stockholders who share an address and receive multiple Notices or multiple copies of our proxy materials and Fiscal Year 2016 Annual Report can request to receive a single copy in the same manner.

Q: What is the mailing address for Autodesk's principal executive offices?

A: Autodesk's principal executive offices are located at 111 McInnis Parkway, San Rafael, California 94903. Any written requests for additional information, additional copies of the proxy materials and Fiscal Year 2016 Annual Report, notices of stockholder proposals, recommendations for candidates to the Board, communications to the Board, or any other communications should be sent to this address.

Our Internet address is *www.autodesk.com*. The information posted on our website is not incorporated into this Proxy Statement.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 15, 2016.

The Proxy Statement and Annual Report to Stockholders are available at:

https://materials.proxyvote.com/052769

PROPOSAL ONE - ELECTION OF DIRECTORS

Nominees

Autodesk's Bylaws currently set the number of directors at 13. Two Board members, J. Hallam Dawson and Per-Kristian Halvorsen, have notified the Board that they will not stand for reelection at the Annual Meeting and will no longer serve on the Board following the Annual Meeting. The Board has amended the Bylaws to reduce the size of the Board from 13 to 11 directors immediately upon the election of directors at the Annual Meeting. Accordingly, upon the recommendation of the Corporate Governance and Nominating Committee, the Board has nominated eleven individuals to be elected at the Annual Meeting. All of the nominees are presently directors of Autodesk and have consented to being named in this Proxy Statement and to serving as directors if elected. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the eleven nominees named below. Your proxy cannot be voted for more than eleven director candidates.

In the event a nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee designated by the Board to fill the vacancy. The term of office of each person elected as a director will continue until the next Annual Meeting of Stockholders or until a successor has been duly elected and qualified.

Settlement Agreements

On March 10, 2016, the Company entered into an agreement with Sachem Head Capital Management LP, Uncas GP LLC, and Sachem Head GP LLC (together, “Sachem Head” and such agreement, the “Sachem Settlement Agreement”) and an agreement with Eminence Capital, LP and Eminence GP, LLC (together, “Eminence” and such agreement, the “Eminence Settlement Agreement”, together with the Sachem Settlement Agreement, the “Settlement Agreements”) for the purpose of, among other things, resolving a potential proxy contest pertaining to the election of directors at the Annual Meeting and effecting an orderly change in the composition of the Company’s Board.

Pursuant to the Settlement Agreements, the Company appointed each of Scott Ferguson, Rick Hill and Jeff Clarke (the “Settlement Directors”) to serve on the Board, effective as of March 11, 2016, and has included the Settlement Directors in the Company’s slate of directors standing for election at the Annual Meeting.

The Settlement Agreements also contain the following material terms:

- The Board temporarily adjust the number of seats on the Board from ten (10) to thirteen (13), which will be reduced to a maximum of eleven (11) following the 2016 Annual Meeting.
- The Company has agreed that, only for so long as the Settlement Directors (or their successors) serve on the Board, such individuals shall have the opportunity to serve on the respective committees set forth below next to their names, subject to their fulfillment of any independence or other requirements under applicable law and the rules and regulations of the Nasdaq Global Select Market for service on such committee, with effect as set forth below:
  - Rick Hill, to the Corporate Governance and Nominating Committee; provided, that Mr. Hill’s membership on the Corporate Governance and Nominating Committee shall not be effective until his election at the Annual Meeting;
  - Jeff Clarke, to the Audit Committee; and
  - Scott Ferguson, to the Compensation and Human Resources Committee.
- From the date of the Settlement Agreements until the Annual Meeting, Sachem Head and its respective affiliates shall maintain beneficial ownership of at least 11,601,000 shares of the Company’s common stock and Eminence and its respective affiliates shall maintain beneficial ownership of at least 11,774,329 shares of the Company’s common stock, each subject to equitable adjustments.

- If at any time following the date of the Annual Meeting, Sachem Head and Eminence and their respective affiliates cease collectively to beneficially own at least 6,445,000 shares of the Company's common stock and 6,541,294 shares of the Company's common stock, respectively (collectively, the "Minimum Ownership Obligations"), each subject to equitable adjustments, Mr. Ferguson shall immediately tender his resignation from the Board and any committee of the Board on which he then sits.
- Each of Messrs. Hill and Clarke shall resign from the Board in the event that Mr. Ferguson has resigned from the Board (other than due to the Minimum Ownership Obligations not being satisfied) unless Sachem Head is entitled to designate a replacement pursuant to the terms of the Sachem Settlement Agreement; provided however that the Board may elect not to accept their resignations.
- Provided that the Minimum Ownership Obligations have been satisfied during the Standstill Period (as defined below), if prior to the 2017 annual meeting of the Company's stockholders (the "2017 Annual Meeting"), any Settlement Director resigns or is rendered unable to serve by reason of death or disability or otherwise, Sachem Head will be entitled to designate a replacement of such Settlement Director reasonably acceptable to the Board and subject to customary qualification, independence and membership requirements.
- Provided that the Minimum Ownership Obligations are satisfied, the Board will offer Scott Ferguson the chair position for any new committee of the Board that is formed following Mr. Ferguson's appointment to address matters arising out of the purview of the charter of the Compensation & Human Resources Committee of the Board.
- At all times prior to the Annual Meeting, the size of the board will not exceed 13 directors and during the Standstill Period and following the completion of the Annual Meeting until the 2017 Annual Meeting, the size of the Board will not exceed 11 directors.
- Following the Annual Meeting and during the Standstill Period, provided the Minimum Ownership Obligations are satisfied, the Compensation and Human Resources Committee shall consist of Mr. Ferguson, Stacy Smith and Mary McDowell, with Ms. McDowell remaining the chairperson of such committee, and the size and composition of such committee shall not be changed without the unanimous approval of all three members prior to the 2017 Annual Meeting.
- During the Standstill Period the Company will not establish an executive committee of the Board without approval of two out of the three Settlement Directors.
- Prior to the completion of the 2017 Annual Meeting the Board will not, and will not take any action to cause the Company's stockholders to amend the Company's consent solicitation process set forth in the Company's bylaws.
- Further, Sachem Head and Eminence have agreed to observe voting and standstill provisions during the period beginning on the date of the Settlement Agreements until the date that is the later of (i) September 30, 2016, and (ii) the earlier of (x) the date on which both (A) Scott Ferguson (or his replacement, if applicable) shall no longer be serving as a director of the Company (other than as a result of the Minimum Ownership Obligations not being satisfied) and (B) Sachem Head has delivered to the Company a written notice of Sachem Head's permanent election not to further exercise Sachem Head's right to designate a successor for Scott Ferguson pursuant to the Sachem Settlement Agreement (which, for the avoidance of doubt, Sachem Head shall have no obligation to deliver at any time) and (y) thirty (30) days prior to the last date pursuant to which stockholder nominations for director elections are permitted pursuant to the Company's bylaws with respect to the 2018 annual meeting of the stockholders of the Company (the "Standstill Period"). The standstill provisions provide, among other things, that Sachem Head and Eminence and their respective affiliates will not directly or indirectly:
  - engage in any "solicitation" or become a "participant" as such terms are used in the proxy rules of the SEC other than at the Board's director or consistent with the Board's recommendation in connection with such matter, or publicly disclose how it intends to vote or act, except in certain limited circumstances;
  - form or join in any "group" as defined pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, with respect to any of the Company's voting securities;
  - individually beneficially own more than 7% of the Company's voting securities;
  - effect or seek to effect certain extraordinary transactions or material changes with the Company;
  - enter into a voting trust or subject any of the Company's voting securities to any voting trust;

- institute any litigation against the Company, its directors or its officers, make any "books and records" demands against the Company or make application or demand to a court or other person for an inspection, investigation or examination of the Company or its subsidiaries or affiliates, except in certain limited circumstances;
- (i) enter into or maintain any economic or compensatory arrangements with any Settlement Directors (other than with Mr. Ferguson in his capacity as the managing party or managing member of Sachem Head) that depend, directly or indirectly, on the performance of the Company or its stock price, or (ii) enter into or maintain any economic or compensatory arrangements with any other director or nominees for director of the Company;
- other than sale transactions in which the identity of the purchaser is not known, sell or agree to sell directly or indirectly, in excess of 1% of the outstanding shares of Company's common stock or any derivatives relating to its common stock to any third party that has filed a Schedule 13D with respect to the Company or run (or publicly announced an intention to run) a proxy contest or consent solicitation with respect to another company in the past three years (to the extent known after reasonably inquiry that such third party has or will have, beneficial ownership of more than 5% of the Company's common stock); or
- alone or in concert with others, make any proposal or request that constitutes: (i) advising, controlling, changing or influencing the Board or management of the Company, (ii) any material change in the capitalization or dividend policy of the Company or (iii) any other material change in the Company's executive management, business, corporate strategy or corporate structure, except in each case for (w) inadvertent disclosure in a non-public context, (x) in connection with private discussions with limited partners or shareholders of Sachem Head or Eminence, as applicable, (y) in connection with private discussions between Sachem Head and Eminence and (z) statements that are consistent with the press release being issued in connection with the Settlement Agreements.

- During the Standstill Period, the Company, Sachem Head and Eminence shall each refrain from making, or causing to be made, any public statement or announcement that relates to and constitutes an ad hominem attack on, or relates to and otherwise disparages, the Company, Sachem Head and Eminence, as applicable, or any of their respective officers or directors or any affiliates or subsidiaries, advisors, employees, as applicable.
- Sachem Head and Eminence have agreed to cause the shares of Common Stock over which they have the right to vote or direct the voting to be present for quorum purposes and voted (or consent to be given (if applicable)) (i) in favor of all nominees recommended by the Board, (ii) against any nominees for director not recommended by the Board, and (iii) against any proposals to remove any director, at any meeting of the stockholders of the Company (or in connection with any action by written consent) in which (or through which) action will be taken with respect to the election or removal of directors during the Standstill Period.
- Each party will bear its own costs, fees and expenses in connection with the Settlement Agreements.

In accordance with the terms of the Settlement Agreements, Mr. Ferguson has executed and delivered to the Company a resignation letter pursuant to which Mr. Ferguson shall resign from the Board and any committee of the Board on which he sits (i) in accordance with the Corporate Governance Guidelines of the Company regarding majority voting in director elections and (ii) if at any time the Minimum Ownership Obligations have not been satisfied (the "Ferguson Resignation Letter"). In addition, in accordance with the terms of the Settlement Agreements, each of Messrs. Hill and Clarke have executed and delivered to the Company a resignation letter pursuant to which each of Messrs. Hill and Clarke shall resign from the Board and any committee of the Board on which he sits (i) in accordance with the Corporate Governance Guidelines of the Company regarding majority voting in director elections and (ii) if Mr. Ferguson resigns from the Board other than where such resignation is due to the Minimum Ownership Obligations not being satisfied or if Sachem Head is entitled to designate a replacement pursuant to the terms of the Sachem Settlement Agreement (the "Hill/Clarke Resignation Letters", together with the Ferguson Resignation Letter, the "Resignation Letters").

The foregoing is not a complete description of the terms of the Settlement Agreements, and Resignation Letters. For a further description of those terms, including copies of the Settlement Agreements and Resignation Letters, see our Current Report on Form 8-K that we filed with the SEC on March 11, 2016.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE NOMINEES LISTED BELOW.

Information and Qualifications

The name, age as of March 31, 2016, certain biographical information about each nominee and the nominees' unique qualifications to serve on the Board are set forth below. There are no family relationships among any of our directors or executive officers.

See "Corporate Governance" and "Executive Compensation—Compensation of Directors" below for additional information regarding the Board, including procedures for nominations of directors.

Carl Bass

President and Chief Executive Officer, Autodesk, Inc.

Age: 58

Director since 2006

Mr. Bass joined Autodesk in September 1993 and has served as President and Chief Executive Officer since May 2006. Mr. Bass served as Interim Chief Financial Officer from August 2014 to November 2014 and August 2008 to April 2009. From June 2004 to April 2006, Mr. Bass served as Chief Operating Officer. From February 2002 to June 2004, Mr. Bass served as Senior Executive Vice President, Design Solutions Group. From August 2001 to February 2002, Mr. Bass served as Executive Vice President, Emerging Business and Chief Strategy Officer. From June 1999 to July 2001, he served as President and Chief Executive Officer of Buzzsaw.com, Inc., a spin-off from Autodesk. Mr. Bass has also held other executive positions within Autodesk. Mr. Bass has served on the board of directors of HP, Inc. since November 2015 and Zendesk, Inc. since February 2016. Mr. Bass served on the boards of directors of McAfee, Inc., from January 2008 until it was acquired by Intel Corporation in February 2011, and E2open, Inc. from July 2011 until it was acquired by Insight Venture Partners in April 2014.

Mr. Bass brings to the Board extensive experience in the technology industry and has spent nearly two decades in management roles within Autodesk. As our President and Chief Executive Officer, Mr. Bass possesses a deep knowledge and understanding of Autodesk's business, operations, and employees; the opportunities and risks we face; and management's strategy and plans for accomplishing Autodesk's goals. His service on the boards of directors of HP, Zendesk, McAfee and E2open provided Mr. Bass with a strong understanding of his role as a director.

Pursuant to Mr. Bass' employment agreement, Autodesk has agreed to continue to nominate Mr. Bass to serve as a member of the Board for as long as he is employed by Autodesk.

Crawford W. Beveridge

Non-Executive Chairman of the Board of Directors, Autodesk, Inc.

Age: 70

Director since 1993

Mr. Beveridge is the non-executive Chairman of the Board of Directors. From April 2006 until January 2010, Mr. Beveridge served as Executive Vice President and Chairman EMEA, APAC and the Americas of Sun Microsystems, Inc. From March 1985 to December 1990 and from March 2000 to April 2006, Mr. Beveridge held other positions at Sun Microsystems, including Executive Vice President and Chief Human Resources Officer. From January 1991 to March 2000, Mr. Beveridge served as the Chief Executive Officer of Scottish Enterprise. Before joining Sun Microsystems in 1985, he held HR management positions in the United States and Europe with Hewlett-Packard, Digital Equipment Corporation and Analog Devices Inc. Mr. Beveridge has served as a non-executive board member of iomart Group plc since September 2011.

Mr. Beveridge is independent and his three decades of experience in the high technology industry provide him with a deep understanding of Autodesk's technology and business. His management positions with Sun Microsystems have also provided him with critical insight into the operational requirements of a global company and the management and consensus-building skills required to lead our Board as non-executive Chairman. Mr. Beveridge's extensive international experience, gained from his roles as Chief Executive of Europe's largest economic development agency and as a member of the Council of Economic Advisers for Scotland, provides a valuable perspective to our Board.

Jeff Clarke

Director
Age: 54
Director since 2016

Mr. Clarke is the Chief Executive Officer and a member of the Board of Directors of Kodak. Prior to joining Kodak, Mr. Clarke was a Managing Partner of Augusta Columbia Capital (ACC), a private investment firm he co-founded in 2012. From 2012 to 2014, he was the Chairman of Travelport, Inc., a private, travel technology firm, where he served as CEO from 2006 to 2011, after leading its sale from Cendant Corporation to the Blackstone Group for $4.3 billion in 2006. Prior to that, Mr. Clarke was the Chief Operating Officer of CA, Inc., an enterprise software company, Executive Vice President of Global Operations at HP, and Chief Financial Officer of Compaq Computer.

Mr. Clarke has served on the Board of Directors of Red Hat, Inc. since 2008, and also served as a director of the Compuware Corporation from 2013 to 2014. He served as Chairman of Orbitz Worldwide, a global online travel agency, from 2007 to 2014.

Mr. Clarke is independent and has decades of executive experience in the technology industry. Mr. Clarke's experience at Kodak, Augusta Columbia Capital, Travelport, CA, Inc., HP and Compaq, including his finance and executive roles, provides him with a strong understanding of Autodesk's industry, business and international operational challenges. His experience as a chief financial officer provides him with the financial acumen necessary to serve on our Audit Committee.

Scott Ferguson

Director
Age: 42
Director since 2016

Mr. Ferguson is the Managing Partner and Portfolio Manager of Sachem Head. Prior to founding Sachem Head, he spent nine years as a Partner at Pershing Square Capital Management, where he joined as the firm’s first investment professional.

Prior to Pershing Square, Mr. Ferguson earned an M.B.A. from Harvard Business School in 2003 and worked at American Industrial Partners and McKinsey & Company. Mr. Ferguson graduated from Stanford University with an A.B. in Public Policy in 1996.

Mr. Ferguson serves on the Leadership Council of the Robin Hood Foundation, and the Boards of the Henry Street Settlement and Episcopal Charities, two social service agencies based in New York.

Mr. Ferguson is independent and has extensive knowledge of corporate governance practices as a result of his investment and private equity background. As a result, Mr. Ferguson is qualified to serve as a member of the Board and its Compensation and Human Resources Committee.

Thomas Georgens

Director

Age: 56

Director since 2013

Mr. Georgens has served as the Chief Executive Officer and President of NetApp, Inc., a provider of data management solutions, from August 2009 to June 2015. Mr. Georgens joined NetApp in October 2005 as Executive Vice President and General Manager of Enterprise Storage Systems. He served as Executive Vice President of Product Operations from January 2007 through February 2008, and as President and Chief Operating Officer from February 2008 to August 2009. From 1996 to 2005, Mr. Georgens served in various roles at LSI Corporation, an electronics design company, and its subsidiaries, including as Chief Executive Officer of Engenio, President of LSI Logic Storage Systems, and Executive Vice President of LSI Logic. Prior to LSI, Mr. Georgens spent 11 years at EMC Corporation, a computer storage and data management company, in a variety of engineering and marketing positions. Mr. Georgens has been a member of the board of directors of Electronics for Imaging since April 2008. Mr. Georgens previously served on the board of directors of NetApp from March 2008 to June 2015.

Mr. Georgens is independent and has extensive experience in the technology industry. With over 25 years of experience working with various technology companies, he has a firm understanding of Autodesk's industry, business and technology. Mr. Georgens' experience at NetApp, including his executive and operational roles, and his service on the boards of directors of NetApp and Electronics for Imaging, gives him a clear understanding of his role as a director. Mr. Georgens' years of service as an executive officer at NetApp provide him with the corporate governance knowledge necessary to serve on our Compensation and Human Resources Committee.

Richard (Rick) S. Hill

Director

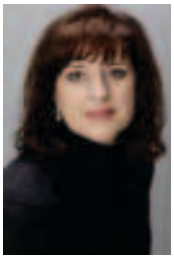
Age: 64

Director since 2016

Mr. Hill currently serves as Chairman of the Board of Directors of Tessera Technologies, Inc. and as a member of the Boards of Directors of Arrow Electronics, Inc., and Cabot Microelectronics Corporation. Mr. Hill served as Tessera’s Interim Chief Executive Officer from April 2013 until May 2013. He previously served as the Chairman and Chief Executive Officer of Novellus Systems Inc., until its acquisition for more than $3 billion by Lam Research Corporation in June 2012. During his nearly 20 years leading Novellus Systems, Mr. Hill grew annual revenues from approximately $60 million to over $1.7 billion. Before joining Novellus in 1993, Mr. Hill spent 12 years with Tektronix Corporation and also worked in a variety of engineering and management positions with General Electric, Motorola and Hughes Aircraft Company.

Mr. Hill is independent and has extensive experience in the technology industry. With over 35 years of experience working with various technology companies, he has a firm understanding of Autodesk's industry, business and technology. Mr. Hill's experience at Novellus Systems as Chief Executive Officer, and his service on the boards of directors of Novellus Systems, Tessera Technologies, Inc., Arrow Electronics, Inc. and Cabot Microelectronics Corporation provide him with the corporate governance knowledge necessary to serve on our Corporate Governance and Nominating Committee.

Mary T. McDowell



Director

Age: 51

Director since 2010

Previously, Ms. McDowell served as Executive Vice President and Chief Development Officer of Nokia Corporation from January 2008 to July 2010, and as Executive Vice President and General Manager of Enterprise Solutions of Nokia from January 2004 to December 2007. Prior to joining Nokia in 2004, Ms. McDowell spent 17 years in various executive, managerial and other positions at Compaq Computer Corporation and Hewlett-Packard Company, including serving as Senior Vice President, Industry-Standard Servers of Hewlett-Packard. Ms. McDowell has served as a director of UBM plc since August 2014 and Bazaarvoice, Inc. since December 2014. Ms. McDowell previously served as a director of NAVTEQ Corporation from July 2008 until July 2010.

Ms. McDowell is independent and brings to our Board extensive management experience in the technology industry. Her two and a half decades of experience working for global technology companies focused on innovation and collaboration provide her with a firm understanding of Autodesk's core mission, business and technology. Her years of service as an executive officer at Nokia and other technology companies, including Compaq Computer and Hewlett-Packard, provide her with the executive compensation knowledge necessary to serve as Chair of our Compensation and Human Resources Committee.

Lorrie M. Norrington

Director

Age: 56

Director since 2011

Ms. Norrington has over 30 years of operating experience in technology, software, and internet businesses. Ms. Norrington currently serves as an adviser and in an Operating Partner capacity for Lead Edge Capital. Lead Edge is a growth equity firm that partners with world-class entrepreneurs and exceptional technology businesses. Ms. Norrington served as President of eBay Marketplaces from July 2008 to September 2010. Previously, she served in a number of senior management roles at eBay from July 2006 until June 2008. Prior to joining eBay, Ms. Norrington served from June 2005 to July 2006 as President and CEO of Shopping.com, Inc., an online shopping comparison site. Prior to joining Shopping.com, Ms. Norrington served from August 2001 to January 2005, initially as Executive Vice President of small business, and later in the office of the CEO, at Intuit Inc., a business and financial management software company. Prior to joining Intuit, Ms. Norrington served in a variety of executive positions at General Electric Corporation over a twenty-year period, working in a broad range of industries and businesses. Ms. Norrington has served on the boards of directors of Colgate-Palmolive since September 2015 and HubSpot since September 2013. Previously, she served on the boards of directors of DIRECTV from February 2011 until it was acquired by AT&T in July 2015; Lucasfilm, from June 2011 until it was acquired by Disney in December 2012; McAfee, Inc. from December 2009 until it was acquired by Intel in February 2011; and Shopping.com from November 2004 until it was acquired by eBay in August 2005.

Ms. Norrington is independent and has extensive experience in online commerce and valuable management experience in technology and manufacturing industries. Her three decades of building businesses, adapting to and capitalizing on rapid technological advancement provide Ms. Norrington with a unique perspective. As Autodesk evolves the business model and adapts to customer needs and demands, her experience as a chief executive officer provides her with the financial acumen necessary to serve on our Audit Committee. Also, she is an accredited fellow of the National Association of Corporate Directors and brings significant governance knowledge to the Board.

Betsy Rafael

Director

Age: 54

Director since 2013

Ms. Rafael has over 30 years of executive financial experience in the technology industry. Ms. Rafael served as Principal Accounting Officer of Apple Inc. from January 2008 to October 2012, and as its Vice President and Corporate Controller from August 2007 until October 2012. From April 2002 to September 2006, Ms. Rafael served as Vice President, Corporate Controller and Principal Accounting Officer of Cisco Systems, Inc., and held the position of Vice President, Corporate Finance of Cisco Systems from September 2006 to August 2007. From December 2000 to April 2002, Ms. Rafael was the Executive Vice President, Chief Financial Officer, and Chief Administrative Officer of Aspect Communications, Inc., a provider of customer relationship portals. From April 2000 to November 2000, Ms. Rafael was Senior Vice-President and CFO of Escalate, Inc., an enterprise e-commerce application service provider. From 1994 to 2000, Ms. Rafael held a number of senior positions at Silicon Graphics International Corp. (“SGI”), culminating her career at SGI as Senior Vice President and Chief Financial Officer. Prior to SGI, Ms. Rafael held senior management positions in finance with Sun Microsystems, Inc. and Apple Computers. Ms. Rafael began her career with Arthur Young & Company. Ms. Rafael has served on the board of directors of Echelon Corporation since November 2005 and GoDaddy Inc. since May 2014, and previously served on the board of directors of PalmSource, Inc.

Ms. Rafael is independent and has over 30 years of executive financial experience in the technology industry. Ms. Rafael’s experience at Apple and Cisco, including her finance and executive roles, provides her with a strong understanding of Autodesk's industry, business and international operational challenges. Her experience as a principal accounting officer provides her with the financial acumen necessary to serve as the Chair of our Audit Committee.

Stacy J. Smith

Director

Age: 53

Director since 2011

Mr. Smith has served as the Senior Vice President and Chief Financial Officer of Intel Corporation since January 2010. Mr. Smith joined Intel in 1988; became Vice President of Sales and Marketing in 2002; was appointed Vice President, Finance and Enterprise Services, and Chief Information Officer in May 2004; was appointed Vice President, Assistant Chief Financial Officer in March 2006; and in October 2007 was appointed Vice President, Chief Financial Officer. Mr. Smith has served as a director of Virgin America since February 2014, and previously served as a director of Gevo, Inc. from June 2010 to June 2014.

Mr. Smith is independent and brings over two decades of experience in the technology industry. Mr. Smith's experience at Intel, including his finance and executive roles, and his time spent overseas, provide him with a strong understanding of Autodesk's industry, business and international operational challenges. Mr. Smith's years of service as an executive officer at Intel provide him with the corporate governance knowledge necessary to serve on our Compensation and Human Resources Committee.

Steven M. West

Director

Age: 60

Director since 2007

Mr. West is a founder and partner of Emerging Company Partners, LLC, a technology consulting firm formed in January 2004. Mr. West served as Chief Operating Officer of nCUBE Corporation, a provider of on-demand media systems, from December 2001 to July 2003. Prior to joining nCUBE, he was the President and Chief Executive Officer of Entera, Inc. from September 1999 until it was acquired in January 2001. From June 1996 to September 1999, he was President and Chief Executive Officer of Hitachi Data Systems. Prior to that, Mr. West was president of the Infotainment Business Unit at Electronic Data Systems Corporation from November 1984 to June 1996. Mr. West has served as a director of Cisco Systems, Inc. since April 1996.

Mr. West is independent and has extensive experience in the information technology industry. His three decades of experience, which includes founding Emerging Company Partners, provide Mr. West with a firm understanding of Autodesk's industry, business and technology. His past service on the boards of directors of several public and private companies provides Mr. West with a firm understanding of his role as a director. Mr. West's experience in executive positions and as the chair of the audit committee of Cisco provides him with the financial acumen necessary to serve on our Audit Committee.

PROPOSAL TWO - RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Ernst & Young LLP as the independent registered public accounting firm to audit the consolidated financial statements of Autodesk for the fiscal year ending January 31, 2017, and recommends that the stockholders vote to ratify that appointment. In the event of a negative vote on this proposal, the Audit Committee will reconsider its selection. Even if the selection of Ernst & Young LLP is ratified, the Audit Committee, in its discretion, may direct the selection of a different independent registered public accounting firm at any time if the Audit Committee determines that such a change would be in the best interests of Autodesk and its stockholders.

Ernst & Young LLP has audited our financial statements annually since the fiscal year ended January 31, 1983.

We expect a representative of Ernst & Young LLP to be present at the Annual Meeting. The representative will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Principal Accounting Fees and Services

The following table presents fees billed for professional audit services and other services rendered to Autodesk by Ernst & Young LLP and its affiliates for the fiscal years ended January 31, 2016, and 2015.

	Fiscal 2016	Fiscal 2015
	(in millions)	
Audit Fees (1)	$ 5.0	$ 4.6
Audit-Related Fees (2)	0.3	—
Tax Fees (3)	0.4	0.4
All Other Fees (4)	0.3	0.3
Total	$ 6.0	$ 5.3

(1) Audit Fees consisted of fees billed for professional services rendered for the integrated audit of Autodesk's annual financial statements and management's report on internal controls included in Autodesk's Annual Reports on Form 10-K, for the review of the financial statements included in Autodesk's Quarterly Reports on Form 10-Q, and for other services, including statutory audits and services rendered in connection with SEC filings.

(2) Audit-Related fees consisted of fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. This category includes fees arising from accounting-related consulting services.

(3) Tax Fees consisted of fees billed for tax compliance, consultation and planning services.

(4) Other fees consisted of fees for license compliance consultation services.

Pre-Approval of Audit and Non-Audit Services

All audit and non-audit services provided by Ernst & Young LLP and its affiliates to Autodesk must be pre-approved by the Audit Committee. The Audit Committee is presented with a detailed listing of the individual audit and non-audit services and fees (separately describing audit-related services, tax services and other services) expected to be provided by Ernst & Young LLP and its affiliates during the year. Periodically, the Audit Committee receives an update of all pre-approved audit and non-audit services conducted, and information regarding any new audit and non-audit services to be provided by Ernst & Young LLP and its affiliates. The Audit Committee reviews the update and approves the proposed services if they are deemed acceptable.

To ensure prompt handling of unexpected matters, the Chair of the Audit Committee has authority to amend or modify the list of approved audit and non-audit services and fees so long as such additional or amended services do not affect Ernst & Young LLP's independence under applicable SEC rules. The Chair reports any such action taken at subsequent Audit Committee meetings.

PROPOSAL THREE - NON-BINDING VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

As required by SEC rules, we are asking our stockholders to vote, on a non-binding advisory basis, to approve the compensation of our named executive officers as described in the "Compensation Discussion and Analysis" beginning on page 28 and the accompanying compensation tables and narrative discussion in this Proxy Statement (a "Say-on-Pay" vote). Stockholders are encouraged to read that information in its entirety to obtain a complete understanding of Autodesk's executive compensation program philosophy, design and linkage to stockholder interests.

Autodesk has designed its compensation programs to reward executives for producing results that are aligned with the interests of stockholders. We emphasize variable "at risk" compensation dependent upon prospective financial, strategic and stock price performance and a retrospective assessment of Autodesk's success to determine pay opportunities. 90% of the CEO's and on average 79% of all other named executive officers' fiscal 2016 total compensation was variable in nature and "at risk," and aligned with Autodesk's financial performance.

The compensation programs are a balance of performance-orientation and attraction, retention and motivation. 79% of the CEO and on average 65% of all other named executive officers' total fiscal 2016 target compensation was dependent on Autodesk's long-term performance.

Past Say-on-Pay Votes, Stockholder Outreach and Actions Taken

Autodesk and its Compensation and Human Resources Committee (the "Committee") value the input of our stockholders. In fiscal 2016, 88% of the votes cast on our Say-on-Pay proposal were favorable, which reflected strong stockholder support for our executive compensation programs. In fiscal 2016, we reached out to stockholders representing over 60% of the outstanding Common Stock. Based on these communications, the Committee found that our stockholders were generally supportive of the executive compensation design changes that we have made in recent years and the alignment between our CEO pay and Autodesk performance. In addition our stockholders provided us helpful input regarding compensation design and disclosure. The Committee carefully considered stockholder feedback as part of its ongoing review of our executive compensation program.

Executive Compensation Policies and Practices

Autodesk's executive compensation program is designed to attract, motivate, and retain talented executives and to provide a sensible framework that is tied to Company performance and long-term strategic goals as well as individual performance.

Autodesk's executive compensation objectives are supported by policies and strong governance practices that align executives' interests with the interests of our stockholders. In recent years, the Committee has made a number of changes to enhance our compensation program. Some of the program's most notable features are summarized below.

- **Emphasis on variable, "at risk" compensation:** 90% of the CEO's and on average 79% of all other NEO's fiscal 2016 total compensation was variable, "at risk," and aligned with Company performance. A significant component of our variable compensation was delivered in equity. In fiscal 2016, 60% of the equity grants for our CEO and 50% of the equity grants for our NEOs was performance based. These grants will vest based on the achievement of financial objectives and our total shareholder return relative to the companies in the S&P Computer Software Select Index ("Relative TSR") over one-, two-, and three-year performance periods.
- **Long-term performance orientation:** 79% of the CEO's and on average 65% of all other NEO's fiscal 2016 total compensation was dependent on Autodesk's long-term performance.

- **Performance metrics that drive the business model transition:** In fiscal 2016, we used billings and subscriptions (or, in the case of the CEO, billings, subscriptions and deferred revenue) for our executive officer cash incentives, and billings, subscriptions and Relative TSR for our executive officer performance stock units ("PSUs"). The metrics reflect drivers of success in our business model transition. As described in the CD&A, in fiscal 2017, we will use net new model subscription additions, new model annualized recurring revenue ("ARR"), non-GAAP total spend and total subscription renewal rate (or, in the case of the CEO, net new model subscription additions, new model ARR, non-GAAP total spend, total subscription renewal rate and deferred revenue) for our executive officer cash incentives, and net new model subscription additions, new model ARR, non-GAAP total spend, total subscription renewal rate and Relative TSR for our executive officer PSUs.
- **Representative peer group:** On an annual basis, we use a peer group that reflects comparable size-relevant companies in industries where we compete for talent.
- **Clawback policy:** Our clawback policy allows the Board to recover cash incentive-based compensation if an executive officer has engaged in fraudulent or intentional misconduct and the misconduct caused the material restatement of our financial statements.
- **Significant stock ownership requirements:** Executives are subject to mandatory stock ownership guidelines that are monitored on an annual basis.
- **Double-trigger change-in-control arrangements with no excise tax gross-up:** Our change-in-control program for executive officers provides payments and benefits only in the event of a qualifying termination of employment following a change in control. Executive officers are not provided with any tax reimbursements or "gross-ups" under this program.
- **Hedging prohibition:** Company policy prohibits employees and directors from engaging in hedging transactions involving Autodesk stock.
- **Effective risk management:** We employ a strong risk management program with specific responsibilities assigned to management, the Board, and the Board's committees. Each year, the Committee evaluates Autodesk's compensation-related risk profile and has concluded that our fiscal 2016 compensation policies and practices did not create risks that were reasonably likely to have a material adverse effect on Autodesk.
- **Option re-pricing prohibition:** Autodesk is prohibited from re-pricing any outstanding options to purchase shares of Common Stock without express stockholder approval.
- **No executive benefits and limited perquisites:** Generally, executive officers are not provided material benefits or special considerations that are not provided to other employees. However, the Committee can offer executive officers benefits or other perquisites when they are either competitively prudent or in Autodesk's best interest.
- **Independent compensation committee and consultant:** During fiscal 2016, the Committee engaged Exequity LLP to assist with analysis and review of Autodesk's named executive officer compensation. Exequity also advised the Committee on compensation philosophy, program design, metrics, compensation trends, peer data, and disclosure.

Compensation Guiding Principles

The executive compensation program is designed to attract, motivate, and retain talented executives and provide a sensible framework tied to corporate and individual performance and Autodesk long-term strategic goals. The general compensation objectives are to:

- Recruit and retain the highest caliber of executives through competitive rewards.
- Motivate executive officers to achieve business and financial goals;
- Balance rewards for short- and long-term performance; and
- Align rewards with stockholder value creation.

Within this framework, the total compensation for each executive officer varies based on multiple dimensions:

- Whether Autodesk achieves its short-term and long-term financial and non-financial objectives, including execution on its business model transition;
- Autodesk TSR relative to the companies included in the S&P Computer Software Select Index;
- The specific role and responsibility of the officer;
- Each individual officer's skills, competency, contributions and performance; and
- Internal pay parity considerations.

Executive compensation is variable and balanced between short- and long-term performance, all of which is tied to Autodesk's absolute and relative financial and stock price performance.

Our compensation program emphasizes variable compensation with both annual and long-term performance components. In fiscal 2016, 90% of the CEO's and on average 79% of all other NEO's fiscal 2016 total compensation was variable in nature and "at risk." Our cash incentives reward strong annual financial and operational performance, while our equity program rewards strong annual financial and operational performance as well as TSR relative to other software companies over one-, two, and three-year performance periods.

Vote Recommendation

When casting the 2016 Say-on-Pay vote, we encourage our stockholders to consider our fiscal 2016 stockholder outreach and the collective changes we have made to the executive compensation program in recent years to more closely align the total direct compensation opportunity of the named executive officers with Autodesk's objectives of driving meaningful annual financial growth and maximizing long-term value. Accordingly, we ask our stockholders to vote "FOR" the advisory, non-binding Say-on-Pay proposal at the Annual Meeting.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ADVISORY (NON-BINDING) PROPOSAL APPROVING NAMED EXECUTIVE OFFICER COMPENSATION.

CORPORATE GOVERNANCE

Autodesk is committed to the highest standards of corporate ethics and diligent compliance with financial accounting and reporting rules. Our Board provides independent leadership in the exercise of its responsibilities. Our executive officers oversee a strong system of internal controls and compliance with corporate policies and applicable laws and regulations. Our employees operate in a climate of responsibility, candor and integrity.

Corporate Governance Guidelines; Code of Business Conduct and Ethics

We believe the highest standards of corporate governance and business conduct are essential to running our business efficiently, serving our stockholders well, and maintaining our integrity in the marketplace. Over the years, we have devoted substantial attention to the subject of corporate governance and have developed Corporate Governance Guidelines (the "Guidelines"). The Guidelines set forth the principles that guide our Board's exercise of its responsibility to oversee corporate governance, maintain its independence, evaluate its own performance and the performance of our executive officers, and set corporate strategy.

The Board first adopted the Guidelines in December 1995 and has refined them periodically since. For example, in March 2007, the Board amended the Guidelines to provide for majority voting in director elections, except for contested elections. The 2007 amendments also required each director to submit a resignation that will take effect if such director fails to receive a majority vote in any subsequent election and the Board accepts the resignation. In March 2009, the Board amended the Guidelines to provide for a non-executive Chairman of the Board. In March 2010, the Board amended the Guidelines to, among other things, clearly outline the Board's responsibility for overseeing Autodesk's risk management. In December 2011, the Board amended the Guidelines to address changes in a director's occupation, among other things. The Guidelines are available on our website at *www.autodesk.com* under "Investor Relations-Corporate Governance."

In addition, we have adopted a Code of Business Conduct for directors and employees, and a Code of Ethics for Senior Executive and Financial Officers, including our principal executive officer, principal financial officer, principal accounting officer, all senior vice presidents, and all individuals reporting to our principal financial officer, to ensure that our business is conducted in a consistently legal and ethical manner. Our current Code of Business Conduct and Code of Ethics for Senior Executive and Financial Officers are available on our website at *www.autodesk.com* under "Investor Relations-Corporate Governance." We will post on this section of our website any amendment to our Code of Business Conduct or Code of Ethics for Senior Executive and Financial Officers, as well as any waivers of these Codes that are required to be disclosed by the rules of the SEC or The NASDAQ Global Select Market ("NASDAQ").

Stock Ownership Guidelines

The Board believes directors and executive officers should have a meaningful financial stake in the Company in order to further align their interests with the Company's stockholders. To that end, the Board has adopted mandatory ownership guidelines for the directors and executive officers. The stock ownership guidelines provide that, within a four-year period, executive officers must attain an investment position in Autodesk stock equal to a fixed number of shares, depending on the individual's scope of responsibilities, and directors must attain an investment position in Autodesk stock of at least 10,000 shares. The Board reviews progress against these guidelines and requirements annually and updates them as appropriate. See "Executive Compensation—Compensation Discussion and Analysis" on page 28 for additional information regarding Autodesk's stock ownership guidelines.

Independence of the Board

As required by applicable NASDAQ listing standards, a majority of the members of our Board qualify as “independent.” The Board has determined that, with the exception of Carl Bass, our President and Chief Executive Officer, all of its members are “independent directors” as that term is defined by applicable NASDAQ listing standards. That definition includes a series of objective tests, including that the director is not an employee of the company and has not engaged in various types of business dealings with the company. In addition, as further required by applicable NASDAQ listing standards, the Board has made a subjective determination as to each independent director that no relationships exist that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making its independence determinations, the Board considered that Messrs. Smith and Georgens are or were executive officers at entities that have arms-length, ordinary course commercial relationships with Autodesk and that amounts paid or received by those entities for products or services in fiscal 2016 were not material. The Board determined that the foregoing relationships would not interfere with the exercise of independent judgment by Messrs. Smith and Georgens in carrying out their responsibilities as directors.

The independent directors meet regularly in executive session, without executive officers present, as part of the quarterly meeting procedure.

Board Meetings and Board Committees

The Board held a total of nine meetings (including regularly scheduled and special meetings) during fiscal 2016. Each director attended at least 75% of the total number of meetings of the Board and committees of which he or she is a member during fiscal 2016. The Board currently has three standing committees: an Audit Committee, a Compensation and Human Resources Committee, and a Corporate Governance and Nominating Committee. Each committee has adopted a written charter approved by the Board. All three charters are available on Autodesk's website at www.autodesk.com under “Investor Relations-Corporate Governance.”

Audit Committee

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, currently consists of Betsy Rafael (Chair), Jeff Clarke, J. Hallam Dawson, Lorrie M. Norrington and Steven M. West, each of whom is “independent” as such term is defined for audit committee members by applicable NASDAQ listing standards. Mr. Clarke joined the Audit Committee on March 23, 2016 and Mr. Dawson informed the Board on April 2, 2016 that he would not stand for re-election to the Board at the Annual Meeting. The Board has determined that each member of the Audit Committee is an “audit committee financial expert” as defined in the rules of the SEC.

The Audit Committee held 10 meetings during fiscal 2016.

See “Report of the Audit Committee of the Board of Directors” on page 63 for more information regarding the functions of the Audit Committee.

Compensation and Human Resources Committee

The Compensation and Human Resources Committee currently consists of Mary T. McDowell (Chair), Scott Ferguson, Thomas Georgens and Stacy J. Smith, each of whom qualifies as independent for compensation committee purposes under applicable NASDAQ listing standards, the requirements of Section 162(m) of the Code, and SEC Rule 16b-3. Mr. Ferguson joined the Compensation and Human Resources Committee on March 11, 2016.

The Compensation and Human Resources Committee reviews compensation and benefits for our executive officers and has authority to grant stock options, RSUs and PSUs to executive officers and non-executive employees under our stock plans. As non-employee directors, the members of the Compensation and Human Resources Committee are not eligible to participate in Autodesk's discretionary employee stock programs. RSUs are granted automatically to non-employee directors under the non-discretionary 2012 Outside Directors' Stock Plan.

See "Executive Compensation-Compensation Discussion and Analysis" on page 28 for a description of Autodesk's processes and procedures for determining executive compensation. The Compensation and Human Resources Committee may form and delegate authority to subcommittees when appropriate.

The Compensation and Human Resources Committee held seven meetings during fiscal 2016.

The "Report of the Compensation Committee" is included in this Proxy Statement on page 44.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee currently consists of Per-Kristian Halvorsen (Chair) and Crawford W. Beveridge. Mr. Halvorsen informed the Board on April 4, 2016 that he would not stand for re-election to the Board at the Annual Meeting. Richard S. Hill will join the Corporate Governance and Nominating Committee effective immediately after the Annual Meeting, at which point Mr. Crawford will become the Chair. Each of Messrs. Beveridge, Halvorsen and Hill qualifies as an independent director under applicable NASDAQ listing standards.

The Corporate Governance and Nominating Committee is responsible for developing general criteria regarding the qualifications and selection of members of the Board, and for recommending candidates for election to the Board. The Corporate Governance and Nominating Committee also is responsible for developing overall governance guidelines, overseeing the performance of the Board, and reviewing and making recommendations regarding director composition and the mandates of Board committees. The Corporate Governance and Nominating Committee will consider recommendations of candidates for the Board submitted by Autodesk stockholders. For more information, see "Corporate Governance-Nominating Process for Recommending Candidates for Election to the Board" on page 26.

The Corporate Governance and Nominating Committee held four meetings during fiscal 2016.

Board Leadership Structure

Our Corporate Governance Guidelines direct the Board to fill the Chairman of the Board and Chief Executive Officer positions after considering a number of factors, including the current size of our business, composition of the Board, current candidates for such positions, and our succession planning goals. Currently, we separate the positions of Chief Executive Officer and non-executive Chairman of the Board. Since March 2009, Mr. Beveridge, who previously served as our Lead Director, has served as our non-executive Chairman. Our Corporate Governance Guidelines also provide that, in the event the Chairman of the Board is not an independent director, the Board must elect a "Lead Independent Director." The responsibilities of the Chairman of the Board or the Lead Independent Director include setting the agenda for each meeting of the Board, in consultation with the Chief Executive Officer; presiding at executive sessions; and facilitating communication with the Board, executive officers and stockholders.

Separating the positions of Chief Executive Officer and Chairman of the Board allows our President and Chief Executive Officer to focus on our day-to-day business, while allowing the Chairman of the Board to lead the Board in its fundamental role of providing independent advice to, and oversight of, management. The Board believes that having an independent director serve as Chairman is the appropriate leadership structure for Autodesk at this time and demonstrates our commitment to good corporate governance.

In addition, as described above, our Board has three standing committees, consisting entirely of independent directors. The Board delegates substantial responsibility to these committees, which report their activities and actions back to the full Board. We believe having independent committees with independent chairpersons is an important aspect of the leadership structure of our Board.

Risk Oversight

Our Board, as a whole and through its committees, is responsible for the oversight of risk management. Our executive officers are responsible for the day-to-day management of the material risks Autodesk faces. In its oversight role, our Board must satisfy itself that the risk management processes designed and implemented by our executive officers are adequate and functioning as designed. The involvement of the full Board in setting our business strategy at least annually is a key part of its oversight of risk management, its consideration of our executive officers' appetite for risk, and its determination of what constitutes an appropriate level of risk. The full Board receives updates from our executive officers and outside advisers regarding certain risks Autodesk faces, including litigation, corporate governance best practices and various operating risks.

In addition, each Board committee oversees certain aspects of risk management. For example, our Audit Committee is responsible for overseeing the management of risks associated with Autodesk's financial reporting, accounting and auditing matters; our Compensation and Human Resources Committee oversees our executive officer succession planning and risks associated with our compensation policies and programs; and our Corporate Governance and Nominating Committee oversees the management of risks associated with director independence, conflicts of interest, composition and organization of our Board, and director succession planning. Board committees report their findings to the full Board.

Senior executive officers attend all meetings of the Board and its standing committees and are available to address any questions or concerns raised by the Board regarding risk management and any other matters. Annually, the Board holds strategic planning sessions with senior executive officers to discuss strategies, key challenges, and risks and opportunities for Autodesk.

Compensation Committee Interlocks and Insider Participation

The current members of the Compensation and Human Resources Committee are Mary T. McDowell, Scott Ferguson, Thomas Georgens and Stacy J. Smith. No director who served as a member of the Compensation and Human Resources Committee during fiscal 2016 is or was formerly an officer or employee of Autodesk or any of its subsidiaries. No interlocking relationship exists between any director who served as a member of the Compensation and Human Resources Committee during fiscal 2016 and the compensation committee of any other company, nor has any such interlocking relationship existed in the past.

Nominating Process for Recommending Candidates for Election to the Board

The Corporate Governance and Nominating Committee is responsible for, among other things, determining the criteria for membership on the Board and recommending candidates for election to the Board. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations for candidates to the Board from stockholders. Stockholder recommendations for candidates to the Board must be directed in writing to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel, and must include the candidate's name, home and business contact information, detailed biographical data and qualifications; information regarding any relationships between the candidate and Autodesk within the last three years; and evidence that the nominating person owns Autodesk stock.

The Corporate Governance and Nominating Committee's criteria and process for evaluating and identifying the candidates that it selects, or recommends to the full Board for selection, as director nominees are as follows:

- The Corporate Governance and Nominating Committee regularly reviews the current composition and size of the Board.
- The Corporate Governance and Nominating Committee oversees a periodic evaluation of the performance of the Board as a whole and evaluates the performance of individual members of the Board eligible for re-election at the annual meeting of stockholders.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Corporate Governance and Nominating Committee seeks to achieve a balance of knowledge, experience and capability on the Board. The Corporate Governance and Nominating Committee considers: (1) the current size and composition of the Board and the needs of the Board and its committees; (2) such factors as character, judgment, diversity, age, expertise, business experience, length of service, independence, and other commitments; (3) relationships between directors and Autodesk's customers and suppliers; and (4) such other factors as the Committee may consider appropriate.
- While the Corporate Governance and Nominating Committee has not established specific minimum qualifications for director candidates, the Corporate Governance and Nominating Committee believes that candidates and nominees must reflect a Board that comprises directors who (1) are predominantly independent; (2) have high integrity; (3) have broad, business-related knowledge and experience at the policy-making level in business or technology, including their understanding of the software industry and Autodesk's business in particular; (4) have qualifications that will increase overall Board effectiveness; (5) have varied and divergent experiences, viewpoints and backgrounds; and (6) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.
- With regard to candidates who are properly recommended by stockholders or by other means, the Corporate Governance and Nominating Committee will review the qualifications of any such candidate, which review may, in the Corporate Governance and Nominating Committee's discretion, include interviewing references, direct interviews with the candidate, or other actions the Corporate Governance and Nominating Committee deems necessary or proper.
- The Corporate Governance and Nominating Committee has the authority to retain and terminate any third-party search firm to identify director candidates, and has the authority to approve the fees and retention terms of such search firm.
- The Corporate Governance and Nominating Committee will apply these same principles when evaluating Board candidates who may be elected initially by the full Board to fill vacancies or to add additional directors prior to the annual meeting of stockholders at which directors are elected.
- After completing its review and evaluation of director candidates, the Corporate Governance and Nominating Committee selects, or recommends to the full Board for selection, the director nominees.

Further, pursuant to the Settlement Agreements and the Board's own evaluation, the Company agreed to appoint Messrs. Clarke, Ferguson and Hill to the Board and nominate them for election at the Annual Meeting.

The Corporate Governance and Nominating Committee does not have a formal written policy with regard to the consideration of diversity in identifying director nominees. However, as discussed above, diversity is one of the numerous criteria the Corporate Governance and Nominating Committee reviews before recommending a candidate.

Attendance at Annual Stockholders Meetings by Directors

Autodesk does not have a formal policy regarding attendance by members of the Board at the Annual Meeting of Stockholders. Directors are encouraged, but not required, to attend. All of our directors then serving attended the 2015 Annual Meeting of Stockholders.

Contacting the Board

Communications from stockholders to the non-employee directors should be addressed to the non-executive Chairman as follows: Autodesk, Inc., c/o General Counsel, 111 McInnis Parkway, San Rafael, California 94903, Attention: Non-Executive Chairman.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Throughout this proxy statement, the individuals included in the Summary Compensation Table on page 45 are referred to as our "named executive officers" or "NEOs". For fiscal 2016, our NEOs were:

- Carl Bass, Chief Executive Officer and President;
- R. Scott Herren, Senior Vice President and Chief Financial Officer;
- Andrew Anagnost, Senior Vice President, Industry Strategy and Marketing;
- Steven M. Blum, Senior Vice President, Worldwide Sales and Services; and
- Amar Hanspal, Senior Vice President, Autodesk Product Group.

The information in this discussion provides perspective and narrative analysis relating to, and should be read along with, the executive compensation tables beginning on page 45.

Executive Summary

Fiscal 2016 Business Summary and Business Model Transition

The software industry is undergoing a transition from the personal computer to cloud, social, and mobile computing. Our strategy is to lead the industries we serve to cloud-based technologies and business models. This entails both a technological shift and a business model shift from offering one-time "perpetual" licenses to selling software based on a subscription model. Through this transition, we are increasing the lifetime value of our customers, changing the cost structure and the means by which we reach customers, and building best-in-class cloud-based products and services. These offerings are designed to give our customers even more value and flexibility to use our products, and also to attract new types of customers, such as project-based users and small businesses. In fiscal 2016 our executive officers continued to successfully implement the strategic transition of both our business model and our flexible, cloud-based product offerings in the following ways:

- Accelerated our move to the cloud and expanded our flexible product license offerings.
- Expanded our token-based (consumption-based) licensing program to more enterprise customers, and continued to expand our industry leading cloud-based offerings.
- Discontinued licensing upgrades effective March 6, 2015.
- Discontinued selling new perpetual licenses of most standalone software products effective February 1, 2016.
- Announced plans to discontinue selling new perpetual licenses of suites effective August 1, 2016.

Collectively, these measures will result in a more predictable, recurring and profitable business for Autodesk in the years to come.

As expected, implementing the business model transition resulted in an increase in deferred revenue that otherwise would have been recognized as revenue in fiscal 2016; while this is positive for the balance sheet this had a negative impact on both operating margin and earnings per share in fiscal 2016. The following summarizes the relevant performance factors considered by the Compensation and Human Resources Committee (the "Committee") in reaching its decisions regarding pay for the NEOs for fiscal 2016.

- Total deferred revenue was $1.52 billion at the end of the fiscal 2016, an increase of 31% compared to the end of fiscal 2015.
- Subscriptions were 2.58 million at the end of fiscal 2016, an increase of 15% compared to the end of fiscal 2015. New model subscriptions increased 94% and represented 60% of total fiscal 2016 subscription additions.
- Billings increased 4.7% in fiscal 2016 compared to fiscal 2015, and 11.3% on a constant currency basis.
- Annualized recurring revenue ("ARR") was $1.38 billion in fiscal 2016, an increase of 10% compared to fiscal 2015, and 12% on a constant currency basis. ARR represents the annualized value of our average monthly recurring revenue for the preceding three months. New model ARR increased 68% as reported and 74% on a constant currency basis. New model ARR relates to desktop, cloud services, and enterprise offerings.
- Revenue was $2.5 billion, flat compared to fiscal 2015, and increased 4% on a constant currency basis.
- Cash flow from operating activities was $414 million, compared to $708 million in fiscal 2015.
- Our stock price was $46.82 per share on January 29, 2016, compared to $54.01 per share on January 31, 2015. Our fiscal 2016 Total Stockholder Return ("TSR") was -13%.

Say-on-Pay Results and Stockholder Outreach

Autodesk and the Committee value the input of our stockholders. In 2015, 88% of the votes cast on our Say-on-Pay proposal were favorable, which reflected strong stockholder support for our executive compensation programs. In fiscal 2016, Autodesk reached out to stockholders, representing over 60% of the outstanding shares. Based on these discussions, the Committee found that our stockholders were generally supportive of the executive compensation design changes that we have made in recent years and the alignment between our CEO pay and Autodesk performance. In addition our stockholders provided us helpful input regarding compensation design and disclosure. The Committee carefully considered stockholder feedback as part of its ongoing review of our executive compensation program.

Executive Compensation Policies and Practices

Autodesk's executive compensation program is designed to attract, motivate, and retain talented executives and to provide a sensible framework that is tied to Company performance and long-term strategic goals as well as individual performance. The general compensation objectives are to:

- Recruit and retain the highest caliber of executives through competitive rewards;
- Motivate executive officers to achieve business and financial goals;
- Balance rewards for short- and long-term performance; and
- Align rewards with stockholder value creation.

Autodesk's executive compensation objectives are supported by policies and strong governance practices that align executives' interests with the interests of our stockholders. In recent years, the Committee has made a number of changes to enhance our compensation program. Some of the program's most notable features are summarized below.

- **Emphasis on variable, "at risk" compensation:** 90% of the CEO's and on average 79% of all other NEOs' fiscal 2016 total compensation was variable, "at risk," and aligned with Company performance. A significant component of our variable compensation was delivered in equity. In fiscal 2016, 60% of the equity grants for our CEO and 50% of the equity grants for our other NEOs were performance based. These grants will vest based on the achievement of financial objectives and our TSR relative to companies in the S&P Computer Software Select Index ("Relative TSR") over one-, two-, and three-year performance periods.
- **Long-term performance orientation:** 79% of the CEO's and on average 65% of all other NEOs' fiscal 2016 total compensation was dependent on Autodesk's long-term performance.
- **Performance metrics that drive the business model transition:** In fiscal 2016, we used billings and subscriptions (or, in the case of the CEO, billings, subscriptions and deferred revenue) for our executive officer cash incentives, and billings, subscriptions and Relative TSR for our executive officer performance stock units ("PSUs"). The metrics reflect drivers of success in our business model transition. In fiscal 2017, we will use net new model subscription additions, new model ARR, non-GAAP total spend and total subscription renewal rate (or, in the case of the CEO, net new model subscription additions, new model ARR, non-GAAP total spend, total subscription renewal rate and deferred revenue) for our executive officer cash incentives, and net new model subscription additions, new model ARR, non-GAAP total spend, total subscription renewal rate and Relative TSR for our executive officer PSUs.
- **Representative peer group:** On an annual basis, we use a peer group that reflects comparable size-relevant companies in industries where we compete for talent.

- **Clawback policy:** Our clawback policy allows the Board to recover cash incentive-based compensation if an executive officer has engaged in fraudulent or intentional misconduct and the misconduct caused the material restatement of our financial statements.
- **Significant stock ownership requirements:** Executives are subject to mandatory stock ownership guidelines that are monitored on an annual basis.
- **Double-trigger change in control arrangements with no excise tax gross-up:** Our change in control program for executive officers provides payments and benefits only in the event of a qualifying termination of employment following a change in control. Executive officers are not provided with any tax reimbursements or "gross-ups" under this program.
- **Hedging prohibition:** Company policy prohibits employees and directors from engaging in hedging transactions involving Autodesk stock.
- **Effective risk management:** We employ a strong risk management program with specific responsibilities assigned to management, the Board, and the Board's committees. Each year, the Committee evaluates Autodesk's compensation-related risk profile and has concluded that our fiscal 2016 compensation policies and practices did not create risks that were reasonably likely to have a material adverse effect on Autodesk.
- **Option re-pricing prohibition:** Autodesk is prohibited from re-pricing any outstanding options to purchase shares of Common Stock without express stockholder approval.
- **No executive benefits and limited perquisites:** Generally, executive officers are not provided material benefits or special considerations that are not provided to other employees. However, the Committee can offer executive officers benefits or other perquisites when they are either competitively prudent or in Autodesk's best interest.
- **Independent compensation committee and consultant:** During fiscal 2016, the Committee engaged Exequity LLP to assist with analysis and review of Autodesk's NEO compensation. Exequity also advised the Committee on compensation philosophy, program design, metrics, compensation trends, peer data, and disclosure of our executive pay programs.

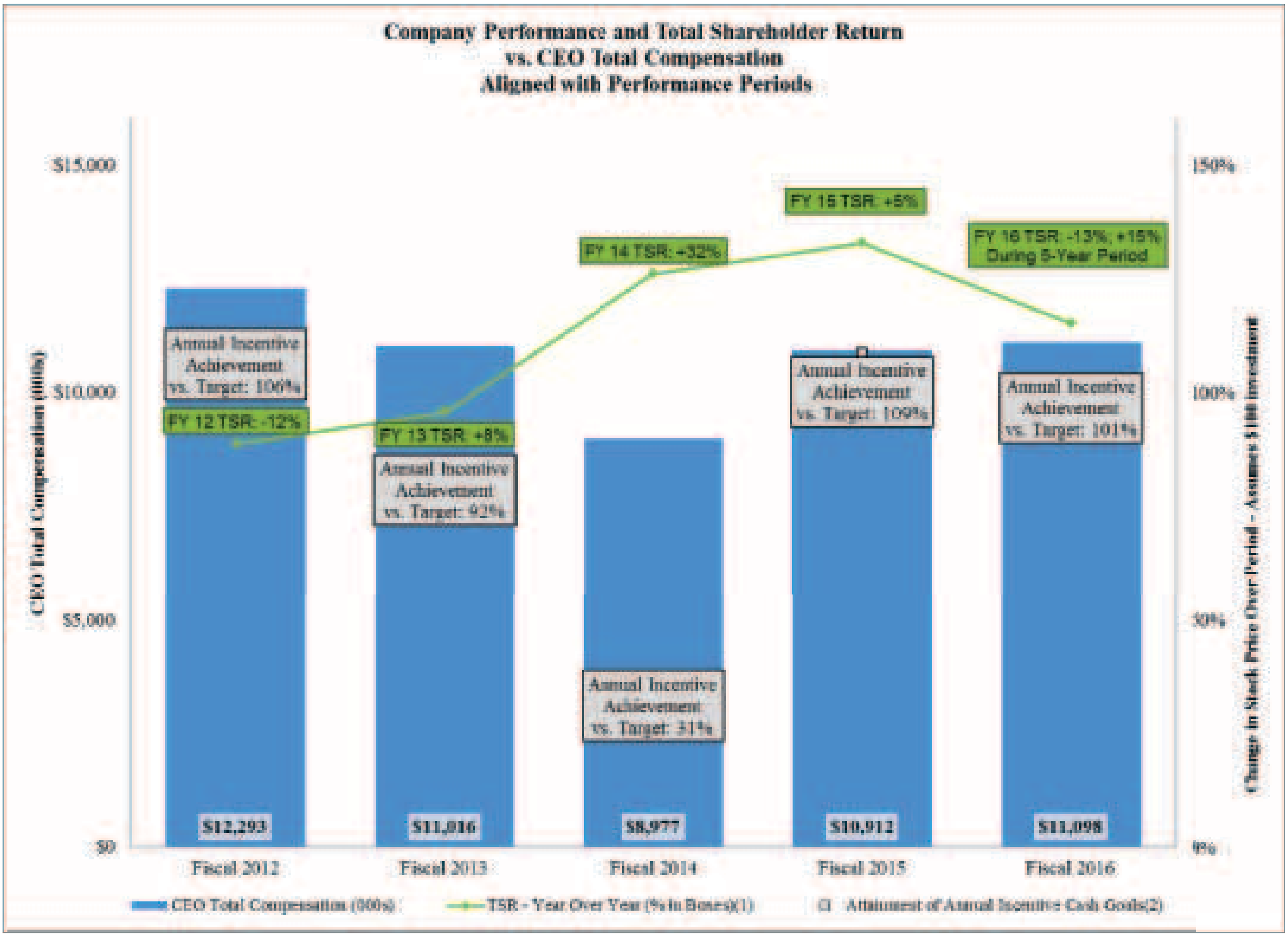
Alignment of Executive Compensation and Corporate Performance

Each March, the Committee makes compensation decisions for the NEOs based on Autodesk's performance and each executive's individual performance for the just-completed fiscal year. Specifically, as described in more detail below, the Committee sets base salaries for the fiscal year in progress and compares performance targets established in prior years with actual performance to fix the appropriate annual bonus awards and vesting of PSUs. To evaluate the alignment of pay and performance, it is necessary to compare the compensation decisions made in one year with the performance of the prior fiscal year, as illustrated by the following table:

Fiscal Year	Performance Period	Timing of Related Committee Decisions
Fiscal 2016	February 1, 2015, to January 31, 2016	March 2016
Fiscal 2015	February 1, 2014, to January 31, 2015	March 2015

Because of this decision-making cycle, the Summary Compensation Table does not truly represent our pay-for-performance linkage. For example, in March 2016, the Committee made decisions about long-term incentive compensation awards for the CEO based on both Autodesk's and his individual performance during the period from February 1, 2015, through January 31, 2016 (fiscal 2016). Since these decisions were made during fiscal 2017, the amounts awarded will begin to appear in next year's Summary Compensation Table; in accordance with Securities and Exchange Commission disclosure rules.

To illustrate the correlation between the Committee's pay decisions and Autodesk performance, the chart and table below display the multi-year relationship between the CEO's total compensation, the Company's TSR, and the percentage of achievement against annual incentive compensation targets.



(1) TSR shown in boxes is calculated by comparing year-over-year changes in the closing price of Autodesk's Common Stock at each fiscal year-end. The green line reflects Autodesk's cumulative total shareholder return, starting with a value of 100% at the beginning of Fiscal 2012 and measured through the end of each fiscal year in the chart.

(2) Percentage of achievement against annual incentive compensation targets is based on billings, subscriptions and deferred revenue for fiscal 2015 and fiscal 2016, revenue, non-GAAP operating margin and earnings per share for fiscal 2014, and revenue and non-GAAP operating margin for prior fiscal years.

CEO total compensation comprises the following elements for the respective periods:

(in thousands)	Fiscal 2012	Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016
Salary	$945	$991	$1,028	$1,060	$1,095
Bonus and Non-Equity Incentive Compensation	$1,301	$1,142	$400	$1,448	$1,383
RSUs (3)	$3,013	$3,447	$2,987	$3,248	$3,200
PSUs (4)	$7,030	$5,432	$4,559	$5,150	$5,337
Other	$4	$4	$3	$6	$83
CEO Total Compensation	$12,293	$11,016	$8,977	$10,912	$11,098

(3) For purposes of this table, restricted stock unit ("RSU") amounts are attributed to the fiscal year prior to the fiscal year in which the awards are approved. For example, the fiscal 2016 RSU amount of $3.2 million reported in this table represents 57,193 RSUs

granted in fiscal 2017 because that RSU grant was based on fiscal 2016 performance. RSU amounts reported represent the grant date fair value using the stock price on the date of grant.

(4) For purposes of this table, performance stock unit ("PSU") amounts are attributed to the fiscal year prior to the fiscal year in which the awards were approved. For example, the fiscal 2016 PSU amount of $5.337 million reported in this table represents the value of 85,790 target PSUs approved in fiscal 2017 relating to specific subscription, ARR, non-GAAP total spend, total subscription renewal rate and Relative TSR objectives, with an assumed value per share of $62.21 based on the Monte Carlo simulation valuation model.

Fiscal 2016 Executive Compensation Decisions

Proxy Materials

Below is a description of the compensation decisions made for the NEOs based on results for the just-completed fiscal year.

Base Salary	**March 2015**: The base salary increases for the NEOs ranged from approximately 0% to 5%. The Committee made these increases to recognize the performance of the NEOs, to remain competitive, and to maintain the desired balance in their compensation mix between cash and equity. **December 2015:** The base salary for Mr. Hanspal was increased by 20% to $550,000 as a result of market data, internal equity and his increased responsibilities in leading the Autodesk Product Group.
Annual Cash Incentive Awards	**March 2016**: Consistent with fiscal 2016 financial results relative to initial expectations, the Committee determined that, based on the performance of billings and subscriptions (or, in the case of the CEO, billings, subscriptions and deferred revenue) objectives, the annual cash incentive awards for our NEOs were paid out at 99.0% of their target opportunity and our CEO was paid out at 100.6% of his target award opportunity (for more discussion of cash awards, see "Annual Short Term Incentive Compensation" below).
Equity Awards	In determining the size of equity awards, the Committee considered the Company's performance; market data for each executive; the individual skills, experience, and performance of each executive; and the optimal mix of cash and equity compensation to ensure that equity awards would motivate the creation of long-term value while satisfying the Committee's retention objectives. **March 2015**: The Committee approved equity awards for NEOs in the form of PSUs and RSUs. Our CEO received 60% of his shares in PSUs and 40% in RSUs; the other NEOs received 50% of their shares in PSUs and 50% in RSUs. The vesting of the PSUs is contingent upon performance against predetermined billings and subscriptions targets and Autodesk's TSR relative to companies in an index of software companies over one-, two-, and three-year performance periods.

Compensation Guiding Principles

The Committee believes that Autodesk's executive compensation program should be designed to attract, motivate, and retain talented executives and should provide a sensible framework that is tied to stockholder returns, Company performance, long-term strategic corporate goals, and individual performance. The general compensation objectives are to:

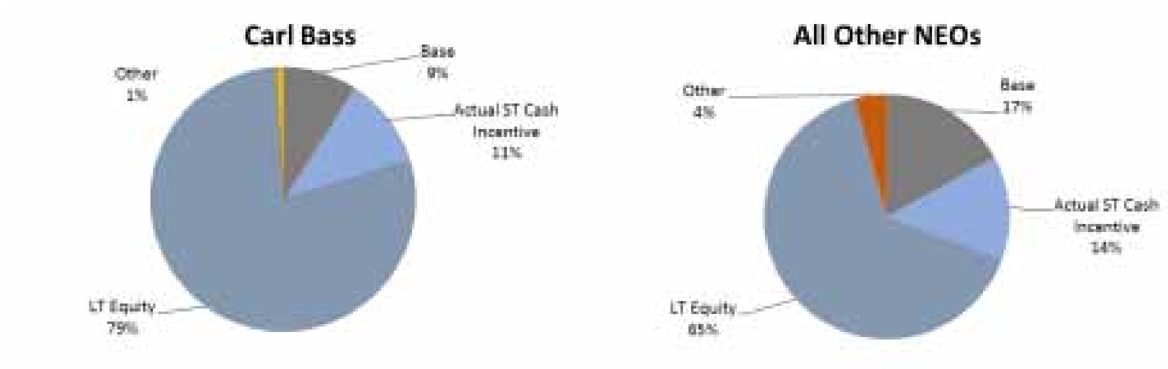
- Recruit and retain the highest caliber of executives through competitive rewards;
- Motivate executive officers to achieve business and financial goals;
- Balance rewards for short- and long-term performance;
- Align rewards with stockholder value creation.

Within this framework, the total compensation for each executive officer varies based on multiple dimensions:

- Whether Autodesk achieves its short-term and long-term financial and non-financial objectives, including execution on its business model transition;
- Autodesk TSR relative to companies in the S&P Computer Software Select Index;
- The specific role and responsibility of the officer;
- Each individual officer's skills, competency, contributions and performance; and
- Internal pay parity considerations.

Our compensation program emphasizes variable compensation with both annual and long-term performance components. In fiscal 2016, 90% of the CEO's and 79% of the other NEOs' total compensation was variable in nature and "at risk." Our cash incentives reward strong annual financial and operational performance, while our equity program rewards strong annual financial and operational performance as well as TSR relative to other software companies over one-, two, and three-year performance periods.

The two charts below demonstrate the pay mix between base salary, earned short-term incentives, and targeted long-term equity compensation for the CEO and the other NEOs.



The Compensation-Setting Process

The Committee reviews and approves all components of each executive officer's compensation.

CEO Pay Decisions

Throughout the year the Committee and the other independent members of the Board, including the Chairman, review the performance of, and provide feedback to the CEO at regularly scheduled meetings and through informal discussions. Annually, the Committee meets and discusses with the other independent members of the Board the performance of the CEO during the year in light of corporate goals and objectives. The Committee takes this assessment into account, along with competitive compensation data and internal pay parity considerations, when recommending the CEO's base salary, target annual incentive awards, and equity awards. The Committee formulates a recommendation on CEO compensation in consultation with its independent consultant, consults with the other independent directors, and then approves the CEO compensation.

Executive Officer Pay Decisions

The CEO makes recommendations to the Committee regarding the base salary, annual cash incentive awards, and equity awards for each executive officer other than himself. These recommendations are based on the CEO's assessment of each executive officer's performance during the year, competitive compensation data, and internal pay parity considerations. The CEO reports on the performance of the executive officers and their business units during the year in light of corporate goals and objectives. The CEO bases his evaluation on his knowledge of each executive officer's performance and from others with knowledge of their performance, including feedback provided by the executive officers and their direct reports. The Human Resources Group assists the CEO in developing each executive officer's performance review and providing market compensation data for each role. In executing the responsibilities set forth in its charter, the Committee relies on a number of resources to provide input to the decision-making process.

Independent consultant. The Committee retained Exequity LLP as its compensation adviser for fiscal 2016. Exequity provided advice and recommendations on many issues: total compensation philosophy; program design, including program goals, components, and metrics; compensation trends in the high technology sector and general market for senior executives; and the compensation of the CEO and the other executive officers. The Committee has considered the independence of Exequity in light of NASDAQ's listing standards for compensation committee independence and the rules of the Securities and Exchange Commission. The Committee requested and received a written confirmation from Exequity addressing the independence of the firm and its senior advisers working with the Committee. The Committee discussed these considerations and concluded that the work performed by Exequity did not raise any conflict of interest.

Management. The Committee also consults with management and Autodesk's Human Resources Group regarding executive and non-executive employee compensation plans, including administration of Autodesk's equity incentive plans.

Competitive Compensation Positioning

To ensure our executive compensation practices are competitive and consistent with the Committee's guiding principles, Exequity and management provide the Committee with compensation data for each executive role. This data is drawn from a group of companies in relevant industries that compete with Autodesk for executive talent (the "compensation peer group"). Where sufficient data for our peer group was not available, market data from similar sized San Francisco Bay Area Software Companies was used. The Committee uses this data, as well as information about broader technology industry compensation practices, when deliberating on the compensation of the executive officers.

The compensation peer group is selected based upon multiple criteria, including industry positioning, competition for talent, company size, financial results and geographic footprint. The Committee reviews the compensation peer group each year to ensure that the comparisons remain meaningful and relevant.

For fiscal 2016 compensation, the compensation peer group included the following companies:

Company	Reported Fiscal Year	Revenue ($'s in Billions)	Market Capitalization as of 1/31/2016 ($'s in billions)
Adobe Systems, Inc.	27-Nov-15	4.80	44.37
Akamai Technologies, Inc.	31-Dec-15	2.20	8.08
CA, Inc.	31-Mar-15	4.26	11.85
Citrix Systems, Inc.	31-Dec-15	3.28	10.84
Electronic Arts, Inc.	31-Mar-15	4.52	20.01
Intuit Inc.	31-Jul-15	4.19	24.88
Juniper Networks, Inc.	31-Dec-15	4.86	9.06
National Instruments Corporation	31-Dec-15	1.23	3.63
Nuance Communications, Inc.	30-Sep-15	1.93	5.37
PTC Inc.	30-Sep-15	1.26	3.39
Red Hat, Inc.	28-Feb-15	1.79	12.79
salesforce.com, inc.	31-Jan-16	6.67	45.66
Synopsys, Inc.	30-Oct-15	2.24	6.50
Autodesk, Inc.	**31-Jan-16**	**2.50**	**10.51**
Autodesk Percentile Ranking		**46%**	**46%**

In September 2015, the Committee reviewed the compensation peer group that would be used for fiscal 2017 compensation decision making. As a result of this review, the Committee determined that each of the current peers were still appropriate but chose to add Mentor Graphics Corporation and NetApp, Inc., given their industry comparability and the fact that they both are competitors for executive talent.

When determining the base salary, incentive targets, equity grants and target total direct compensation opportunity for each of our NEOs, the Committee references the median data from our compensation peer group for each component and in the aggregate. In practice, actual compensation awards may be above or below the median levels, depending on Autodesk's financial and operational performance and each executive officer's experience, skills and performance. The Committee believes that referencing the total compensation packages of the companies in the compensation peer group keeps Autodesk's compensation competitive and within market norms, while also providing flexibility for variances in compensation where appropriate, based on each executive officer's leadership, contributions and particular skills or expertise.

Principal Elements of the Executive Compensation Program

The principal elements of Autodesk's executive compensation program are described below.

Element	Purpose	Operation	Payout Range	Performance Measures
Base Salary	Forms basis for competitive compensation package	Base salary reflects competitive market conditions, individual performance, and internal parity	N / A	None
Short-term Incentive Opportunities	Motivate achievement of short-term growth, profitability and business model transition objectives	Target percentage determined by competitive market practices and internal parity Earned values are determined by the extent to which performance compares to targeted goals established at the beginning of the performance period	0% - 150% of target	FY 16: Performance against billings & subscriptions targets (or, in the case of the CEO, billings, subscriptions and deferred revenue)
Performance Stock Unit awards ("PSUs")	Align compensation with key drivers of the business and relative shareholder return Encourage focus on near-term and long-term strategic objectives	Size of award determined by competitive market practices, corporate and individual performance and internal parity Earned values are determined by the extent to which performance compares to targeted goals established at the beginning of the performance period Vesting over three years	0% - 180% of target shares Change in Autodesk Stock Price	FY 16: Performance against billings and subscriptions targets, adjusted based upon Autodesk TSR relative to companies in the S&P Computer Software Select Index over one-, two- and three year performance periods Autodesk stock price
Restricted Stock Unit Awards ("RSUs")	Encourage focus on long-term shareholder value creation Promote retention	Size of award determined by competitive market practices, corporate and individual performance and internal parity Recipients earn shares if they remain employed through the vesting period Vesting over three years	Change in Autodesk Stock Price	Autodesk stock price

Base Salary

Base salary is used to provide the executive officers with a fixed amount of annual cash compensation. The Committee views base salary as a reliable source of income for the executive officers and an important recruiting and retention tool. The Committee sets base salaries at a competitive level that recognizes the scope, responsibility, and skills required of each position, as well as market conditions and internal pay equity.

In March 2015, the Committee considered an analysis of the base salary for each role, the CEO's assessment of each executive officer's experience, skills and performance level, and Autodesk's performance. For the CEO, the Committee consulted the full Board to conduct a similar assessment of his experience, skills and performance. Based on those factors, the executive officers' base salaries were increased by approximately 0% to 5% for fiscal 2016.

In December 2015, the base salary for Mr. Hanspal was increased by 20% to $550,000 as a result of market data, internal equity and his increased responsibilities in leading the Autodesk Product Group.

In March 2016, the Committee considered an analysis of the base salary for each role, but ultimately elected to keep base salary unchanged in light of the Company's fiscal 2017 restructuring and a desire to keep spending flat.

Annual Short-Term Incentive Compensation

At the beginning of each fiscal year, the Committee establishes target award opportunities, payout metrics and performance targets for the annual cash incentive plans. These plans are intended to motivate and reward participants for achieving company-wide annual financial and non-financial objectives as well as individual objectives.

Target Award Opportunities

The Committee sets the target annual cash incentive award opportunity for each eligible executive officer based on competitive assessments, the executive's particular role, and internal parity considerations. Based on the Committee's review of these factors, the Committee set the fiscal 2016 cash incentive target for each of the NEOs at the same percentage as it was in fiscal 2015. These target opportunities are expressed as a percentage of the NEO's annualized base salary, and range from 50% for Mr. Blum (who also is eligible for commission payments) to 125% for Mr. Bass. A NEO may receive an actual award that is greater or less than the target award opportunity, depending upon Autodesk's performance.

Executive Incentive Plan

In fiscal 2016, bonus awards for each of our NEOs were funded under the Autodesk, Inc. Executive Incentive Plan ("Fiscal 2016 EIP"). Cash bonuses under this plan are generally intended to qualify as tax deductible "performance-based compensation" to the extent allowed under Section 162(m) of the Internal Revenue Code. At the beginning of the fiscal year, the Committee established funding performance thresholds, which, if achieved, would establish maximum Fiscal 2016 EIP funding at 190% of target. For fiscal 2016, the Committee selected billings growth, subscriptions and absolute TSR as the funding metrics. Autodesk's fiscal 2016 performance of 4.7% growth in billings, 2.578 million in subscriptions exceeded the funding threshold while a -18.3% TSR (based on a 31-day average stock price at the beginning and at the end of fiscal 2016) did not exceed the funding thresholds. Overachievement of the billings and subscriptions metrics resulted in the maximum bonus award funding for each executive. The Committee then exercised its negative discretion to reduce the actual bonus awards for each of the participants based on pre-established performance measures (as described below).

Company Performance Measures and Performance

At the beginning of fiscal 2016, the Committee approved Fiscal 2016 EIP performance measures to align our NEOs' bonus opportunities with the Company's strategic priorities of increasing subscriptions, billings and deferred revenue. In its exercise of negative discretion, the Committee considered the performance attainment versus specific targets to determine payouts. For the CEO, the Committee assessed the financial and operational performance of the Company based 56% on billings, 24% on subscriptions, and 20% on deferred revenue against targets set at the beginning of the fiscal year; the final award could range from 0% to 150% of target, depending on achieved performance level. This calculation yielded a bonus payout of 100.6% of target, as shown below:

	Weighting	Actual	Target	Payout Multiplier
Billings	56%	4.7% growth	5.2% growth	99.5%
Subscriptions	24%	2.578 million	2.634 million	97.9%
Deferred Revenue	20%	$1.519 billion	$1.423 billion	106.8%
Total	100%			100.6%

For the other NEOs, the Committee assessed the performance of the Company based 70% on billings and 30% on subscriptions against targets set at the beginning of the fiscal year; the final award could range from 0% to 150% of target award, depending on achieved performance level. This calculation yielded a bonus payout of 99.0% of target, as shown below:

	Weighting	Actual	Target	Payout Multiplier
Billings	70%	4.7% growth	5.2% growth	99.5%
Subscriptions	30%	2.578 million	2.634 million	97.9%
Total	100%			99.0%

Based on these target attainments, in March 2016 the Committee approved short-term incentive awards for the NEOs as follows:

	Short-Term Incentive Target as a Percentage of Base Salary	Short-Term Incentive Target	Short-Term Incentive Payout	Short-Term Incentive Payout as a Percentage of Target
Carl Bass	125%	$1,375,000	$1,383,250	100.6%
R. Scott Herren	75%	$427,500	$423,225	99.0%
Andrew Anagnost	75%	$315,000	$311,850	99.0%
Steve M. Blum (1)	50%	$237,500	$235,125	99.0%
Amar Hanspal (2)	75%	$352,769	$349,241	99.0%

(1) The amounts disclosed for Mr. Blum do not include commissions for fiscal 2016 paid under his Sales Compensation Plan. See the discussion below for details on his sales commission-based awards and total short-term cash incentive.
(2) Short term incentive target and payout for Mr. Hanspal were prorated for his base salary increase in December 2015.

Sales Compensation Plan for Mr. Blum

In addition to receiving the short-term incentive award described above, Mr. Blum was eligible to receive sales commissions. For fiscal 2016, Mr. Blum's sales commission target was set at 50% of his base salary and was tied directly to his performance against pre-established gross billings targets. Given uncertainty relating to Autodesk's evolving business model transition and the market environment that Autodesk was expected to face in fiscal 2016, the Committee believed that the target levels for this objective could reasonably be achieved through diligent efforts.

For fiscal 2016, Autodesk's actual gross billings were approximately 99% of the target level set for Mr. Blum. As a result, Mr. Blum's actual commission-based cash incentive was $235,230 which was at 99.6% of his target level.

The total sales commissions and short-term incentives paid to Mr. Blum for fiscal 2016 were as follows:

	Short-Term Incentive Target	Short-Term Incentive Target as a Percentage of Base Salary	Short-Term Incentive Payout	Short-Term Incentive Payout as a Percentage of Target
Sales Commission	$236,250	50%	$235,230	99.6%
Short-Term Incentive	$237,500	50%	$235,125	99.0%
Total	$473,750	100%	$470,355	99.3%

Beginning in fiscal 2017, Mr. Blum no longer participates in Autodesk's sales compensation plan. Instead, Mr. Blum's fiscal 2017 short-term cash incentives will be based exclusively on the fiscal 2017 EIP. This change reflects Mr. Blum's broader role across the Company and aligns his incentive compensation with other NEOs. As a result of this change, Mr. Blum's base salary, short term incentive target and sales commission target were adjusted while his total target cash compensation remained the same.

Fiscal 2017 Executive Incentive Plan

In fiscal 2017, the bonus awards for each of our NEOs will continue to be determined under the Autodesk, Inc. Executive Incentive Plan. Near the beginning of the fiscal year, the Committee established funding performance thresholds, which, if achieved, would establish maximum Fiscal 2017 EIP funding at 190% of target. For fiscal 2017, the Committee selected net new model subscription additions, new model ARR and total subscription renewal rate as the funding metrics. The Committee believes that the new metrics for fiscal 2017 better reflect the current drivers of success in our business model transformation.

If the funding metrics are achieved, in its exercise of negative discretion, the Committee will consider the performance attainment versus specific targets to determine payouts. The Committee will assess the financial and operational performance of the Company based on the following metrics and weighting:

Performance Metric	CEO Weighting	Other NEO Weighting
Net New Model Subscription Additions	32%	40%
New Model ARR	24%	30%
Non-GAAP Total Spend	12%	15%
Total Subscription Renewal Rate	12%	15%
Deferred Revenue	20%	

The final awards, for our CEO and NEOs, could range from 0% to 150% of target, depending on achieved performance level.

Long-Term Incentive Compensation

Autodesk uses long-term incentive compensation in the form of equity awards to align executive pay opportunities with stockholder value creation, and to motivate and reward executive officers for effectively executing longer-term strategic and operational objectives.

March 2015 Equity Awards

During fiscal 2016, the Committee approved equity awards in the form of PSUs and RSUs for the NEOs. The Committee elected to use a mix of PSUs and RSUs to complement the performance aspects of PSUs with the long-term retention component of RSUs. In fiscal 2016, our CEO received 60% of his awards in PSUs and 40% in RSUs, while the other NEOs received 50% of their awards in PSUs and 50% in RSUs.

In arriving at the total number of PSUs and RSUs to award to an executive officer, the Committee considered Autodesk's performance in fiscal 2015; competitive market data for the executive's position; the historical grants to, and outstanding equity held by, the executive; the individual performance of the executive; and internal pay parity considerations. In particular, the

Committee noted the progress of Autodesk's business model transition, an 18.1% increase in billings, a 21.1% increase in subscriptions, and our annual TSR of 5.4%.

As a result of this analysis, the following equity awards were approved for NEOs in March 2015:

	Target Number of Shares Subject to PSU Award (#)	**Number of Shares Subject to RSU Award (#)**
Carl Bass	81,000	54,000
R. Scott Herren(1)	36,000	N / A
Andrew Anagnost	18,500	18,500
Steve M. Blum	18,500	18,500
Amar Hanspal	18,500	18,500

(1) Mr. Herren received 36,000 RSUs upon joining the Company in November 2014 and 36,000 PSUs in March 2015 in accordance with the terms of his offer letter.

PSU Awards

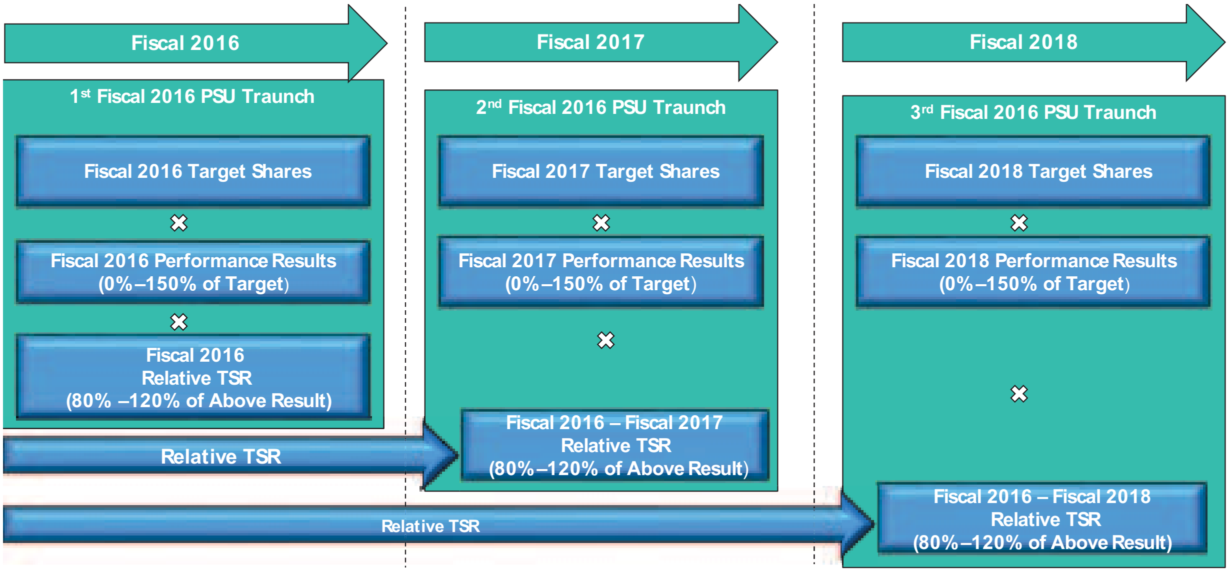
The current PSU design was adopted following extensive stockholder outreach and incorporates a number of features stockholders identified as being most important, namely, multiple performance metrics, TSR relative to peers, and a multi-year measurement period.

The PSU awards provide for a minimum, target and maximum number of shares to be earned based upon predetermined performance criteria. For fiscal 2016 awards, PSU vesting will be contingent upon achievement of performance goals adopted by the Committee ("Performance Results") and Autodesk's TSR compared against companies in the S&P Computer Software Select Index ("Relative TSR") over one-, two- and three-year performance periods. In fiscal 2016, we measured Performance Results based on annual billings and subscriptions. The use of billings and subscriptions goals motivates management to drive Autodesk's ongoing business model transition and this, combined with Relative TSR, aligns these awards with the long-term interests of our stockholders.

The PSUs are split into three traunches:

- Up to one third of the PSUs may vest following year one, depending upon the achievement of Performance Results for year one as well as 1-year Relative TSR (covering year one).
- Up to one third of the PSUs may vest following year two, depending upon the achievement of Performance Results for year two as well as 2-year Relative TSR (covering years one and two).
- Up to one third of the PSUs may vest following year three, depending upon the achievement of Performance Results for year three as well as 3-year Relative TSR (covering years one, two and three).

Performance Results for the relevant performance period could result in PSU attainment of 0% to 150% of target. Once the Performance Results percentage is established, it is multiplied by a percentage ranging from 80% to 120%, depending on Autodesk's Relative TSR for the period. The combined impact of these performance criteria is that PSUs could be earned from 0% to 180% of target. The chart below illustrates the attainment mechanics for the PSUs approved in fiscal 2016.



An executive who has received PSU grants in three successive years will have a portion of the total PSU shares vesting in that third year be based on the combination of 3-year, 2-year and 1-year relative TSR (see "Vesting of PSUs" below for an illustration of this cumulative effect of multiple PSU grants)

RSU Awards

The time-based RSU awards granted to the NEOs in fiscal 2016 vest in three equal annual installments from the date of grant. RSUs help us retain executives in a competitive environment and provide further incentive to focus on longer-term stockholder value creation.

Vesting of PSUs

In March 2016, the Committee reviewed and certified the attainment levels for performance measures for the first traunch of PSUs awarded in March 2015, the second traunch of PSUs awarded in March 2014 and the third traunch of PSUs awarded in March 2013. For each award, the Committee measured the following performance:

Fiscal 2016 billings and subscriptions attainment versus target:

	Weighting	Actual	Target	Payout Multiplier
Billings	70%	4.7% growth	5.2% growth	99.5%
Subscriptions	30%	2.578 million	2.634 million	97.9%
Total	**100%**			**99.0%**

Autodesk TSR relative to companies in the S&P Computer Software Select Index:

- For the March 2013 awards, Relative TSR for fiscal 2014 through fiscal 2016 resulted in a 99% multiplier.
- For the March 2014 awards, Relative TSR for fiscal 2015 through fiscal 2016 resulted in a 96% multiplier.
- For the March 2015 awards, Relative TSR for fiscal 2016 resulted in an 87% multiplier.

The combination of billings, subscriptions, and Relative TSR results yielded the following PSU attainments:

March 2013 3rd Traunch Fiscal 2014 Award	:	Fiscal 2016 Billings and Subscriptions Goal Attainment 99.0%	X	Fiscal 2014 - Fiscal 2016 Relative TSR 99%	=	Percent of PSU Target Award 98.0%
March 2014 2nd Traunch Fiscal 2015 Award	:		X	Fiscal 2015 – Fiscal 2016 Relative TSR 96%	=	Percent of PSU Target Award 95.0%
March 2015 1st Traunch Fiscal 2016 Award	:		X	Fiscal 2016 Relative TSR 87%	=	Percent of PSU Target Award 86.1%

Based on this performance, the PSU awards were earned as follows:

	March 2013 Award 3rd Traunch		March 2014 Award 2nd Traunch		March 2015 Award 1st Traunch	
	Target Number of PSUs	Actual Number of PSUs Earned	Target Number of PSUs	Actual Number of PSUs Earned	Target Number of PSUs	Actual Number of PSUs Earned
Carl Bass	41,580	40,748	30,000	28,500	27,540	23,711
R. Scott Herren(1)	N / A	N / A	N / A	N / A	12,240	10,538
Andrew Anagnost	4,950	4,851	6,600	6,270	6,290	5,415
Steve M. Blum	4,125	4,042	4,950	4,702	6,290	5,415
Amar Hanspal	4,950	4,851	6,600	6,270	6,290	5,415

(1) Mr. Herren joined the Company in November 2014 and did not receive PSUs in March 2013 or March 2014.

March 2016 Equity Awards

In March 2016, the Committee approved a mix of PSUs and RSUs for each of our NEOs. The fiscal 2017 PSU awards are structured in the same manner as the fiscal 2016 PSU awards, except fiscal 2017 financial performance results will be measured by 40% net new model subscription adds, 30% by new model annualized recurring revenue, 15% by non-GAAP total spend and 15% by total subscription renewal rate. The performance will continued to be adjusted based on Autodesk's TSR compared against companies in the S&P Computer Software Select Index over one-, two- and three-year performance periods. The Committee believes the fiscal 2017 performance metrics reflect the current drivers of success in our business model transformation.

Our CEO received 60% of his award in PSUs and 40% in RSUs, while the other NEOs received 50% of their awards in PSUs and 50% in RSUs.

Executive Benefits

Welfare and Other Employee Benefits

Autodesk has established a tax-qualified Section 401(k) retirement plan for all employees who satisfy certain eligibility requirements, including requirements relating to length of service. The plan is intended to qualify under Section 401(a) of the Code so that contributions by employees, and income earned on plan contributions, generally are not taxable to employees until withdrawn.

Other benefits provided to the executive officers are the same as those provided to all of Autodesk's full-time employees. These include medical, dental, and vision benefits, health and dependent care flexible spending accounts, short-term and long-term disability insurance, accidental death and dismemberment insurance, and basic life insurance coverage. Autodesk also makes contributions to health savings plans on behalf of any employee who is a participant in a plan with a high deductible feature.

Perquisites and Other Personal Benefits

Autodesk does not, as a general practice, provide material benefits or special considerations to the executive officers that it does not provide to other employees. However, from time to time, when deemed appropriate by the Committee, certain executive officers receive perquisites and other personal benefits that are competitively prudent or otherwise in Autodesk's best interest.

In connection with Mr. Herren's appointment as Senior Vice President and Chief Financial Officer in fiscal 2015, the Company entered into an offer letter. The offer letter provided Mr. Herren with certain living and relocation assistance, including commuting benefits, a relocation allowance, and home sale and purchase assistance, due to the distance (at the time we hired him) between his home and the Company's headquarters. The amount of those reimbursements was based on actual costs incurred by Mr. Herren, and was consistent with market practice when hiring senior executives in this situation. Please see "Executive Compensation-Summary Compensation Table and Narrative Disclosure," on page 45 for the aggregate amount of such perquisites.

Employment Agreement and Post-Employment Compensation

Employment Agreement with the CEO

The terms and conditions of Mr. Bass' employment are set forth in an employment agreement. This agreement provides general protection for Mr. Bass in the event of termination without cause or resignation for good reason and has been a valuable tool to retain his services and defines the respective rights of the Company and Mr. Bass. The protections afforded to him in the event of a change of control provide Autodesk with an increased level of confidence that he will remain with Autodesk up to and for some period of time after a change of control. This continuity in the event of a change in control may ultimately enhance stockholder value, and discourages benefits simply for consummating a change in control. Details of the agreement with Mr. Bass can be found beginning on page 52.

Change in Control Program

To ensure the continued service of key executive officers in the event of a potential change-in-control of Autodesk, the Board has adopted the Autodesk, Inc. Executive Change in Control Program. Each of the NEOs, among other employees, is a participant in the program. The payments and benefits available under this program are designed to encourage the continued services of the NEOs in the event of a potential change-in-control of Autodesk and to allow for a smooth leadership transition thereafter. Further, these arrangements are intended to provide incentives to the NEOs to execute strategic initiatives that are aligned with shareholder value creation, even if these initiatives may result in the elimination of a NEO's position.

The Executive Change in Control Program provides continuity in the event of a change-in-control transaction, which is designed to further enhance stockholder value. Payment and benefits under the Executive Change in Control Program are provided only in the event of a qualifying termination of employment following a change-in-control ("double trigger"). Autodesk does not offer tax reimbursement or "gross-up" payments under the Executive Change in Control Program.

The material terms and conditions of the Executive Change in Control Program, as well as an estimate of the potential payments and benefits payable in the event of a termination of employment in connection with a change-in-control of Autodesk, are set forth in "Change-in-Control Arrangements and Employment Agreements" below.

Other Compensation Policies

Mandatory Stock Ownership Guidelines

The Board believes that stock ownership by the executive officers is important to tie the risks and rewards inherent in stock ownership to the executive officers; and has adopted mandatory guidelines for stock ownership by executive officers. During fiscal 2016, these mandatory ownership guidelines required all executive officers to hold a fixed number of shares of Autodesk's Common Stock at the appropriate executive officer level. This is intended to create clear guidelines that tie a portion of the executive officer's net worth to the performance of Autodesk's stock price. The current stock ownership guidelines are as follows:

	CEO	Executive Vice President	Senior Vice President
Minimum Number of Shares to be Owned	100,000	30,000	15,000

Executive officers have four years from the later of either (i) December 2013 or (ii) their hire or promotion to a new, higher-level position, to satisfy the required level of stock ownership. For purposes of satisfying the required stock ownership level, shares of Common Stock subject to outstanding RSU and PSU awards are counted as shares owned. As of the end of fiscal 2016, each of the NEOs satisfied the mandatory stock ownership guidelines.

Clawback Policy

Executive officer cash incentive-based compensation may be recovered at the discretion of the Board if an executive officer has engaged in fraudulent or other intentional misconduct and the misconduct caused a material restatement of our financial statements.

Derivatives Trading and Anti-Hedging Policy

Executive officers, members of the Board, and all other employees are prohibited from investing in derivative securities related to Autodesk's Common Stock and engaging in short sales or other short-position transactions in shares of Autodesk's Common Stock. This policy does not restrict ownership of company-granted awards, such as options to purchase shares of Common Stock or PSU or RSU awards, which have been granted by the Committee. Autodesk's insider trading policy prohibits the trading of derivatives or the hedging of Autodesk's common equity securities by all employees, including the executive officers, and members of the Board.

Equity Award Grant Policy

All equity awards granted to the executive officers are approved by the Committee. Approval of the equity awards for the executive officers generally occurs at the Committee's regularly scheduled quarterly meetings.

Regulatory Considerations and Practices

Autodesk continuously reviews and evaluates the impact of the tax laws and accounting practices and related interpretations on the executive compensation program. For example, the Committee considers Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC Topic 718"), which results in recognition of compensation expense for share-based payment awards, and Section 409A of the Code, which affects deferred compensation arrangements, as it evaluates, structures, and implements changes to the program.

Deductibility Limitation

Section 162(m) of the Code generally limits to $1 million the amount of compensation that a company may deduct for federal income tax purposes in any taxable year with respect to the CEO and each of the next three most highly-compensated executive officers (excluding the chief financial officer). Generally, remuneration in excess of $1 million may be deducted only if it is "performance-based compensation" within the meaning of the Code or satisfies the conditions of another exemption from the deduction limit. The compensation income realized upon the exercise of options to purchase shares of Common Stock granted under a stockholder-approved employee stock plan generally will be deductible so long as the options are granted by a committee whose members are non-employee directors and certain other conditions are satisfied.

The Autodesk Executive Incentive Plan and the 2012 Employee Stock Plan are structured with the intention that awards granted under these plans could qualify for tax deductibility. However, to maintain flexibility and promote simplicity in the administration of these arrangements, we may award other compensation under these plans, such as annual incentive cash payments, PSU and RSU awards, that are not designed to qualify for tax deductibility under the Code.

Further, while mindful that the ability to fully deduct compensation paid to senior executives has benefits, the Committee believes that Autodesk should not be constrained by the requirements of Section 162(m) where those requirements would impair flexibility in compensating the executive officers in a manner that can best promote Autodesk's objectives, which aligns the executive officers' interests with the stockholders' interests. Therefore, Autodesk has not adopted a policy that requires all compensation to be deductible. The Committee intends to continue to compensate the executive officers in a manner consistent with Autodesk's best interests and the best interests of the stockholders.

Taxation of Deferred Compensation

Section 409A of the Code imposes significant additional taxes in the event an executive officer, director, or service provider receives "deferred compensation" that does not satisfy the restrictive conditions of the provision. Section 409A applies to a wide range of compensation arrangements, including traditional nonqualified deferred compensation plans, certain equity awards, and severance arrangements. To assist employees with avoiding additional taxes under Section 409A, Autodesk has structured equity awards in a manner intended to comply with the applicable Section 409A conditions.

Taxation of "Golden Parachute" Payments

Sections 280G and 4999 of the Code provide that executive officers and directors who hold significant equity interests and certain other service providers may be subject to an excise tax if, in connection with a change in control, they receive payments or benefits that exceed certain prescribed limits. In addition, the relevant company or a successor may forfeit a deduction on the amounts subject to this additional tax. Autodesk did not provide any executive officer with a "gross-up" or other reimbursement payment for any tax liability the executive might owe as a result of the application of Sections 280G or 4999 during fiscal 2015. In addition, Autodesk has not agreed and is not otherwise obligated to provide any NEO with such a "gross-up" or other reimbursement or to otherwise address the application of Sections 280G or 4999 in connection with payments or benefits arising from a change in control.

Accounting for Stock-Based Compensation

Autodesk follows ASC Topic 718 for stock-based compensation awards. ASC Topic 718 requires Autodesk to measure the compensation expense for all share-based payment awards made to employees (including executive officers) and members of the Board, including options to purchase shares of Common Stock, based on the grant date "fair value" of these awards. Fair value is calculated for accounting purposes and reported in the compensation tables below, even though the executive officers and directors may never realize any value from their awards. ASC Topic 718 also requires Autodesk to recognize the compensation cost of these share-based payment awards in the income statements over the period that an employee or director is required to render service in exchange for the stock option or other award.

Report of the Compensation Committee

The Compensation and Human Resources Committee of the Board of Directors, which is composed solely of independent members of the Board of Directors, assists the Board in fulfilling its responsibilities regarding compensation matters and, pursuant to its Charter, is responsible for determining the compensation of Autodesk's executive officers. The Compensation and Human Resources Committee has reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement as required by Item 402(b) of Regulation S-K with Autodesk's management team. Based on this review and discussion, the Compensation and Human Resources Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION AND HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

Mary T. McDowell, Chair
Scott Ferguson
Thomas Georgens
Stacy J. Smith

Summary Compensation Table and Narrative Disclosure

This narrative discussion, as well as the table and footnotes below, summarizes our named executive officers' compensation for fiscal 2016, 2015 and 2014. The named executive officers are Carl Bass (President and Chief Executive Officer), R. Scott Herren (Senior Vice President and Chief Financial Officer), and the next three most highly compensated individuals who were serving as executive officers of Autodesk on January 31, 2016, the last day of our most recent fiscal year. For information on our compensation objectives, see the discussion under the heading "Compensation Discussion and Analysis."

Salary

Named executive officers are paid a cash-based salary. We did not provide equity or other non-cash items to our named executive officers as salary compensation during fiscal 2016, 2015 and 2014.

Bonus

This column represents payments made to our named executive officers for amounts that relate to: Autodesk and individual performance under the Autodesk, Inc. Incentive Performance Plan for fiscal 2016; signing bonuses, as in the case of Mr. Herren, who received a sign-on bonus paid in two equal $75,000 installments, paid in fiscal 2016 and fiscal 2015; and other miscellaneous amounts, such as payments made in recognition of years of service as part of an Autodesk company-wide program.

Stock Awards

Amounts shown in this column do not reflect compensation actually received by our named executive officers. Instead, the amounts reported represent the aggregate grant date fair values of performance-based restricted stock unit ("PSU") awards and restricted stock unit ("RSU") awards, as determined pursuant to ASC Topic 718. The assumptions used in the valuation of these awards are set forth in Note 1, "Business and Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in our fiscal 2016 Annual Report on Form 10-K filed on March 23, 2016.

Equity and Non-Equity Incentive Plan Compensation

Non-equity incentive plan compensation represents amounts earned for services performed during the relevant fiscal year pursuant to our short-term cash incentive plan (EIP) for all executive officers shown. The amounts shown in the Non-Equity Incentive Plan Compensation column below reflect the total cash amounts awarded. Cash amounts awarded under the EIP are payable in the first quarter of the following fiscal year.

All Other Compensation

This column represents all other compensation for the relevant fiscal year not reported in the previous columns, such as payment of relocation and temporary housing expenses, reimbursement of certain tax expenses, authorized spouse travel and gifts in connection with business trips, Autodesk's matching contributions to pre-tax savings plans, insurance premiums, personal gifts and related tax gross ups. Generally, unless the items included in this category exceed the greater of $25,000 or 10% of the total amount of perquisites received by a given named executive officer, individual perquisites are not separately identified and quantified.

The Summary Compensation Table below presents information concerning the total compensation of our named executive officers for fiscal 2016, 2015 and 2014. Mr. Herren was not an employee in fiscal 2014, so his compensation information is not presented for that period. Mr. Anagnost and Mr. Hanspal were not Named Executive Officers in fiscal 2015 and 2014, so their compensation is not presented for those periods.

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)(e)	Stock Awards ($) (f)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Carl Bass,	2016	1,094,508	—	9,615,521	1,383,250	83,398	12,176,677
President, Chief Executive Officer (a)	2015	1,060,323	—	8,526,158	1,448,428	5,544	11,040,453
	2014	1,027,654	—	6,866,867	399,769	3,000	8,297,290
R. Scott Herren,	2016	570,000	75,000	778,219	423,225	227,826	2,074,270
Senior Vice President and	2015	142,500	75,000	2,079,720	116,805	22,570	2,436,595
Chief Financial Officer (b)							
Andrew Anagnost	2016	416,769	—	2,256,279	311,850	45,938	3,030,836
Senior Vice President,							
Industry Strategy & Marketing (c)							
Steven M. Blum,	2016	472,577	—	2,097,062	470,355	116,429	3,156,423
Senior Vice President,	2015	460,000	—	1,217,421	824,320	57,573	2,559,314
Worldwide Sales and Services (d)	2014	443,700	—	696,093	336,564	20,022	1,496,379
Amar Hanspal,	2016	467,155	—	2,256,279	349,241	9,215	3,081,890
Senior Vice President,							
Autodesk Product Group							

(a) Mr. Bass' fiscal 2016 other compensation includes $40,739 authorized spouse travel and gifts in connection with a business trip, tax gross-ups of $38,442 for certain perquisites, the 401(k) plan match, and standard health benefits.

(b) Mr. Herren's fiscal 2016 other compensation includes $173,480 relocation expenses, $30,834 authorized spouse travel and gifts in connection with a business trip, tax gross-ups of for certain perquisites, the 401(k) plan match, and standard health benefits. Mr. Herren became Senior Vice President and Chief Financial Officer on November 1, 2014. His fiscal 2015 salary and annual incentive compensation are pro-rated for a partial year of service.

(c) Mr. Anagnost's fiscal 2016 other compensation includes tax gross-ups of for certain perquisites, authorized spouse travel and gifts in connection with a business trip, the 401(k) plan match, and standard health benefits.

(d) Mr. Blum's Non-Equity Incentive Plan Compensation consists of amounts earned as sales commissions during fiscal 2016. Commissions and sales bonuses are paid quarterly for the previous quarter's commissions and bonus earned.

		Fiscal 2016
Sales commissions	$	235,230
Short-term cash incentive plan (EIP)		235,125
Total	$	470,355

Mr. Blum's fiscal 2016 other compensation includes $62,893 authorized spouse travel and gifts in connection with a business trip, tax gross-ups of $46,462 for certain perquisites, the 401(k) plan match, and standard health benefits.

(e) Bonus amounts consist of Mr. Herren's $150,000 sign-on bonus paid in two $75,000 installments in fiscal 2016 and fiscal 2015.

(f) Amounts consist of the aggregate grant date value for PSU and RSU awards computed in accordance with FASB ASC Topic 718, based on target levels of achievement (the probable outcome at grant) in the case of PSUs. The assumptions used in the valuation of these awards are set forth in Note 1, "Business and Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K filed on March 23, 2016. The maximum value of PSU awards is capped at 180% of target. The maximum values for PSU awards granted in fiscal 2016 are as follows: Mr. Bass: $11,462,331; Mr. Herren: $1,400,795; Mr. Anagnost: $2,058,640; Mr. Blum: $1,772,050; and Mr. Hanspal: $2,058,640. Actual PSU awards earned in fiscal 2016 by the other named executive officers are shown in "Long-Term Incentive Compensation" in the "Compensation Discussion and Analysis."

Grants of Plan-Based Awards in Fiscal 2016

Grants of plan-based awards reflect grants made to our named executive officers under our non-equity incentive plans and equity compensation plans during fiscal 2016.

The following table includes potential threshold, target and maximum amounts payable under our short-term cash incentive plan (EIP) for performance during fiscal 2016, and do not constitute compensation on top of the amounts included in the Summary Compensation Table. However, these amounts do not reflect amounts actually earned for fiscal 2016. The following table also includes amounts relating to PSUs and RSUs issued under our 2012 Employee Plan. See “Change in Control Arrangements and Employment Agreements” below for a further description of certain terms relating to these awards. See “Annual Incentive Award Decisions" and “Long-Term Incentive Compensation" in the “Compensation Discussion and Analysis” beginning on page 28 for actual amounts earned in fiscal 2016 by the named executive officers and further discussion of the role of plan-based and other awards in our overall executive compensation program.

The following table presents information concerning grants of plan-based awards to each of the named executive officers during fiscal 2016:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (a)			Estimated Future Payouts Under Equity Incentive Plan Awards (b)			All Other Stock Awards: Number of Shares of Stock (#)(c)	Grant Date Fair Value of Stock Awards ($) (d)
		Threshold ($)	Target ($)	Maximum ($)	Threshold ($)	Target (#)	Maximum (#)		
Carl Bass	3/12/2015	—	—	—	—	—	—	54,000	3,247,560
	3/12/2015	—	—	—	—	41,580	74,844	—	2,693,968
	3/12/2015	—	—	—	—	30,000	54,000	—	1,923,000
	3/12/2015	—	—	—	—	27,540	49,572	—	1,750,993
		—	1,375,000	2,612,500	—	—	—	—	—
R. Scott Herren	3/12/2015	—	—	—	—	12,240	22,032	—	778,219
		—	427,500	812,250	—	—	—	—	—
Andrew Anagnost	3/12/2015	—	—	—	—	—	—	18,500	1,112,590
	3/12/2015	—	—	—	—	4,950	8,910	—	320,711
	3/12/2015	—	—	—	—	6,600	11,880	—	423,060
	3/12/2015	—	—	—	—	6,290	11,322	—	399,918
			315,000	598,500	—	—	—	—	—
Steve M. Blum	3/12/2015	—	—	—	—	—	—	18,500	1,112,590
	3/12/2015	—	—	—	—	4,125	7,425	—	267,259
	3/12/2015	—	—	—	—	4,950	8,910	—	317,295
	3/12/2015	—	—	—	—	6,290	11,322	—	399,918
		—	473,750	N/A	—	—	—	—	—
Amar Hanspal	3/12/2015	—	—	—	—	—	—	18,500	1,112,590
	3/12/2015	—	—	—	—	4,950	8,910	—	320,711
	3/12/2015	—	—	—	—	6,600	11,880	—	423,060
	3/12/2015	—	—	—	—	6,290	11,322	—	399,918
		—	352,769	670,261	—	—	—	—	—

(a) Reflects target and maximum dollar amounts payable under the EIP for performance during fiscal 2016, as described in "Compensation Discussion and Analysis—Elements of Executive Compensation Programs." "Threshold" refers to the minimum amount payable for a certain level of performance; "Target" refers to the amount payable if specified performance targets are reached; and "Maximum" refers to the maximum payout possible. Mr. Blum's amount in the "Target" column includes a fiscal 2016 target short-term cash incentive award of $237,500 and target sales commissions of $236,250. Mr. Blum's maximum short-term cash incentive plan award is the same as the maximum for other named executive officers, but sales commissions do not have a preset maximum limit.

(b) Represents shares of our Common Stock subject to each of the PSU awards granted to the named executive officers in fiscal 2016 under our 2012 Employee Plan. These columns show the awards that were possible at the threshold, target and maximum levels of performance. Shares were to be earned based upon annual billings and subscriptions goals for fiscal 2016 adopted by the Compensation Committee (the "Annual Financial Results"), as well as TSR compared against the companies in the S&P Computer Software Select Index ("Relative TSR"). In each case, Annual Financial Results for the relevant performance period could result in PSU attainment, subject to the Relative TSR modifier, of 0%-150% of target. Once that Annual Financial Results percentage is established, it is multiplied by a percentage ranging from 80%-120%, depending on Autodesk's Relative TSR performance for the period. Ultimately, PSUs could be earned from 0%-180% of target. Actual PSU awards earned in fiscal 2016 by the named executive officers under this program are shown in "Long-Term Incentive Compensation" in the "Compensation Discussion and Analysis."

(c) RSUs vest in three equal annual installments beginning on the first anniversary of the date of grant.

(d) Reflects the grant date fair value of each equity award. The assumptions used in the valuation of these awards are set forth in Note 1, "Business and Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K filed on March 23, 2016. These amounts do not correspond to the actual value that will be realized by the named executive officers upon the vesting of RSUs or the sale of the Common Stock underlying such awards.

Outstanding Equity Awards at Fiscal 2016 Year End

The following table presents information concerning outstanding unexercised options and unvested RSU awards for each named executive officer as of January 31, 2016. This table includes options and RSUs granted under the 2012 Employee Plan and the 2008 Employee Stock Plan. Unless otherwise indicated, all options granted to named executive officers vested at the rate of 25% per year over the first four years of the option term and all RSU awards vest in three equal annual installments beginning on the first anniversary of the date of grant.

		Option Awards				Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested ($) (a)	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares That Have Not Vested ($)
Carl Bass	3/24/2011	300,000	—	43.81	3/24/2021	—	—	—	—
	3/21/2013	—	—	—	—	40,748 (b)	1,907,840	—	—
	3/21/2013	—	—	—	—	27,720	1,297,850	—	—
	3/25/2014	—	—	—	—	28,500 (c)	1,334,370	—	—
	3/25/2014	—	—	—	—	40,000	1,872,800	—	—
	3/12/2015	—	—	—	—	23,711 (d)	1,110,149	—	—
	3/12/2015	—	—	—	—	54,000	2,528,280	—	—
R. Scott Herren	11/3/2014	—	—	—	—	24,000	1,123,680	—	—
	3/12/2015	—	—	—	—	10,538 (d)	493,389	—	—
Andrew Anagnost	3/21/2013	—	—	—	—	4,851 (b)	227,124	—	—
	3/21/2013	—	—	—	—	4,950	231,759	—	—
	3/25/2014	—	—	—	—	6,270 (c)	293,561	—	—
	3/25/2014	—	—	—	—	13,200	618,024	—	—
	3/12/2015	—	—	—	—	5,415 (d)	253,530	—	—
	3/12/2015	—	—	—	—	18,500	866,170	—	—
Steve M. Blum	3/24/2011	50,000	—	43.81	3/24/2021	—	—	—	—
	3/21/2013	—	—	—	—	4,042 (b)	189,246	—	—
	3/21/2013	—	—	—	—	4,125	193,133	—	—
	3/25/2014	—	—	—	—	4,702 (c)	220,148	—	—
	3/25/2014	—	—	—	—	9,900	463,518	—	—
	3/12/2015	—	—	—	—	5,415 (d)	253,530	—	—
	3/12/2015	—	—	—	—	18,500	866,170	—	—
Amar Hanspal	3/24/2011	27,500	—	43.81	3/24/2021	—	—	—	—
	3/21/2013	—	—	—	—	4,851 (b)	227,124	—	—
	3/21/2013	—	—	—	—	4,950	231,759	—	—
	3/25/2014	—	—	—	—	6,270 (c)	293,561	—	—
	3/25/2014	—	—	—	—	13,200	618,024	—	—
	3/12/2015	—	—	—	—	5,415 (d)	253,530	—	—
	3/12/2015	—	—	—	—	18,500	866,170	—	—

(a) Market value of RSUs that have not vested is computed by multiplying (i) $46.82, the closing price on the NASDAQ of Autodesk Common Stock on January 29, 2016, the last trading day of fiscal 2016, by (ii) the number of shares of stock underlying RSU awards.

(b) Awards relate to the third year traunch of PSU awards granted on March 21, 2013 under the 2012 Plan. These PSUs were subject to achievement of annual net billings and total subscriptions for fiscal 2016 adopted by the Compensation Committee, as well as TSR compared against the companies in the S&P Computer Software Select Index. The third year traunch of these PSUs were earned as of January 31, 2016 and subject to vest on March 28, 2016.

(c) Award relates to the second year traunch of PSU awards granted on March 25, 2014 under the 2012 Plan. These PSUs were subject to achievement of annual net billings and total subscriptions for fiscal 2016 adopted by the Compensation Committee, as well as TSR compared against the companies in the S&P Computer Software Select Index. The second year traunch of these PSUs were earned as of January 31, 2016 and subject to vest on March 28, 2016.

(d) Awards relate to the first year traunch of PSU awards granted on March 12, 2015 under the 2012 Plan. These PSUs were subject to achievement of annual net billings and total subscriptions for fiscal 2016 adopted by the Compensation Committee, as well as TSR compared against the companies in the S&P Computer Software Select Index. The first year traunch of these PSUs were earned as of January 31, 2016 and subject to vest on March 28, 2016.

Option Exercises and Stock Vested at Fiscal 2016 Year End

The following table presents certain information concerning the vesting of stock awards held by each of the named executive officers during fiscal 2016.

	Option Awards		Stock Awards	
Named Executive Officer	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($) (a)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($) (a)**
Carl Bass	—	—	223,097	13,783,163
R. Scott Herren	—	—	12,000	682,680
Andrew Anagnost	4,000	232,436	33,056	2,052,524
Steve M. Blum	—	—	30,036	1,868,508
Amar Hanspal	14,161	920,465	39,132	2,435,009

(a) For options exercised, reflects the number of shares acquired upon exercise multiplied by the difference between the closing market price of our Common Stock as reported on the NASDAQ on the date of exercise and the exercise price of the underlying stock option. For stock awards vested, reflects the number of shares acquired on vesting of RSUs or PSUs multiplied by the closing market price of our Common Stock as reported on the NASDAQ on the vesting date.

Nonqualified Deferred Compensation for Fiscal 2016

Under our Nonqualified Deferred Compensation Plan, certain United States-based officers (including named executive officers) may defer compensation earned such as salary or awards under the short-term cash incentive plan (EIP). Deferral elections are made by eligible executive officers each year during an "open enrollment" period for amounts to be earned in the following year. Autodesk does not make any contribution for executive officers under the Nonqualified Deferred Compensation Plan. Prior to April 2013, we maintained our Autodesk, Inc. Equity Incentive Deferral Plan, which permitted certain executive officers to defer up to 50% of their EIP award.

The following table presents information regarding non-qualified deferred compensation activity for each listed officer during fiscal 2016:

Named Executive Officer	Executive Contributions (Distributions) in Fiscal Year ($)	Aggregate Earnings/ (Losses) in Fiscal Year ($) (a)	Aggregate Balance at Fiscal Year End ($)
Carl Bass	63,462	(321)	63,141
R. Scott Herren	—	—	—
Andrew Anagnost	(288,946)	(92,469)	2,230,796
Steve M. Blum	124,660	(36,418)	717,786
Amar Hanspal	—	(203)	29,455

(a) None of the earnings or losses in this column are reflected in the Summary Compensation Table because they are not considered preferential or above market.

Proxy Materials

Change-in-Control Arrangements and Employment Agreements

In an effort to ensure the continued service of our key executive officers in the event of a change-in-control, each of our current executive officers, among other employees, participate in an amended and restated Executive Change in Control Program (the "Program") that was approved by the Board in March 2006 and amended most recently in September 2013. Mr. Bass has a change-in-control provision in his employment agreement, as noted below.

Executive Change in Control Program

Under the terms of the Program, if, within sixty days prior or twelve months following a "change in control," an executive officer who participates in the Program is terminated without "cause," or voluntarily terminates his or her employment for "good reason" (as those terms are defined in the Program), the executive officer will receive (among other benefits), following execution of a release and non-solicit agreement:

- An amount equal to one and one-half times the sum of the executive officer's annual base salary and average annual bonus, plus the executive officer's pro-rata bonus, provided the Company bonus targets are satisfied, payable in a lump sum;
- Acceleration of all of the executive officer's outstanding incentive equity awards, including stock options and RSUs; and
- Reimbursement of the total applicable premium cost for medical and dental coverage for the executive officer and his or her eligible spouse and dependents until the earlier of 18 months from the date of termination or when the executive officer becomes covered under another employer's employee benefit plans.
- An executive officer who is terminated for any other reason will receive severance or other benefits only to the extent the executive would be entitled to receive them under our then-existing benefit plans and policies. If the benefits provided under the Program constitute parachute payments under Section 280G of the Code and are subject to the excise tax imposed by Section 4999 of the Code, then such benefits will be (1) delivered in full, or (2) delivered to such lesser extent that would result in no portion of the benefits being subject to the excise tax, whichever results in the executive officer receiving the greatest amount of benefits.

As defined in the Program, a "change in control" occurs if any person acquires 50% or more of the total voting power represented by voting securities, if Autodesk sells all or substantially all its assets, if Autodesk merges or consolidates with another corporation, or if the composition of the Board changes substantially.

Employment Agreement with Carl Bass

In March 2013, Autodesk entered into an amended and restated employment agreement with Carl Bass that provides for, among other things, certain payments and benefits to be provided to Mr. Bass in the event his employment is terminated without "cause" or he resigns for "good reason," including in connection with a "change of control" or following the completion of a Board-requested executive "transition period," as each such term is defined in Mr. Bass's employment agreement.

In the event Mr. Bass's employment is terminated by Autodesk without cause or if Mr. Bass resigns for good reason, and such termination is not in connection with a change of control, Mr. Bass will receive (i) payment of 200% of his then current base salary for 12 months; (ii) payout of his pro-rata bonus for the fiscal year in which termination occurs, provided Autodesk bonus targets are satisfied, to be paid in one lump sum on or before March 15th of the succeeding fiscal year; (iii) fully accelerated vesting of all of his then-outstanding, unvested equity awards (other than any awards that vest in whole or in part based on performance); (iv) with respect to his then outstanding unvested equity awards that vest in whole or in part based on performance, those awards will vest, as if he had remained continuously employed by Autodesk through the end of the 12-month performance period in which his employment is terminated, based on the extent, if any, that the underlying performance criteria for those awards are satisfied for that performance period; (v) a period of not less than 12 months to exercise any vested stock options that were granted to Mr. Bass on or after February 2, 2009 (provided that such options shall expire, if earlier, on the date when they would have expired if his employment had not terminated); and (vi) reimbursement for premiums paid for continued health benefits for Mr. Bass and his eligible dependents until the earlier of 12 months following termination or the date Mr. Bass becomes covered under similar health plans. In addition, Mr. Bass is subject to non-solicitation and non-competition covenants for 12 months following a termination that gives rise to the severance benefits discussed above.

If, in connection with a change of control, Mr. Bass's employment is terminated by Autodesk without cause or if Mr. Bass resigns for good reason, Mr. Bass will receive (i) a lump sum payment in an amount equal to 200% of his then current annual base salary and average annual bonus; (ii) payout of his pro-rata bonus for the fiscal year of Autodesk in which termination occurs provided Autodesk bonus targets are satisfied, to be paid in one lump sum on or before March 15th of the succeeding fiscal year; (iii) fully accelerated vesting of all of his then outstanding unvested equity awards, including awards that would otherwise vest only upon satisfaction of performance criteria; (iv) a period of not less than twelve (12) months to exercise any vested stock options that were granted to Mr. Bass by Autodesk on or after February 2, 2009 (provided that such options shall expire, if earlier, on the date when they would have expired if his employment had not terminated); and (v) reimbursement for premiums paid for continued health benefits for Mr. Bass and his eligible dependents until the earlier of 18 months following termination or the date Mr. Bass becomes covered under similar health plans.

Potential Payments Upon Termination or Change in Control

The tables below list the estimated amount of compensation payable to each of the named executive officers in the event of voluntary termination, involuntary not-for-cause termination, for cause termination, termination following a change in control, and termination in the event of disability or death of the executive. The amounts shown for all named executive officers assume that such termination was effective as of January 31, 2016, and include all components of compensation, benefits and perquisites payable under the Executive Change in Control Program effective during the 2016 fiscal year or, in the case of Mr. Bass, pursuant to his employment agreement, discussed above. Estimated amounts for share-based compensation are based on the closing price of our Common Stock on the NASDAQ on Friday, January 29, 2016, which was $46.82 per share. The actual amounts for all named executive officers to be paid out can only be determined at the time of such executive's separation.

Carl Bass

Executive Benefits and Payments	Voluntary Termination on 1/31/2016 ($)	Involuntary Not For Cause or Voluntary for Good Reason (Except Change in Control) Termination on	For Cause Termination on 1/31/2016 ($)	Involuntary Not for Cause or Voluntary For Good Reason (Change in Control) Termination on	Disability on 1/31/2016 ($)	Death on 1/31/2016 ($)
Compensation:						
Base Salary (1)	—	2,200,000	—	2,200,000	—	—
Short-Term Cash Incentive Plan (EIP) (2)	—	1,383,250	—	3,376,856	1,383,250	—
Equity Awards (3)	—	10,339,729	—	14,247,326	14,247,326	14,247,326
Benefits and perquisites:						
Health Insurance (4)	—	23,410	—	35,116	23,410	—
Disability Income (5)	—	—	—	—	1,756,122	—
Accidental Death or Dismemberment (6)	—	—	—	—	1,100,000	1,100,000
Life Insurance (7)	—	—	—	—	—	2,000,000
Total Executive Benefits and Payments Upon Separation	—	13,946,389	—	19,859,298	18,510,108	17,347,326

R. Scott Herren

Executive Benefits and Payments	Voluntary Termination on 1/31/2016 ($)	Involuntary Not For Cause or Voluntary for Good Reason (Except Change in Control) Termination on	For Cause Termination on 1/31/2016 ($)	Involuntary Not for Cause or Voluntary For Good Reason (Change in Control) Termination on	Disability on 1/31/2016 ($)	Death on 1/31/2016 ($)
Compensation:						
Base Salary (1)	—	—	—	855,000	—	—
Short-Term Cash Incentive Plan (EIP) (2)	—	—	—	1,064,475	—	—
Equity Awards (3)	—	—	—	2,809,200	2,809,200	2,809,200
Benefits and perquisites:						
Health Insurance (4)	—	—	—	30,424	20,283	—
Disability Income (5)	—	—	—	—	2,336,930	—
Accidental Death or Dismemberment (6)	—	—	—	—	1,710,000	1,710,000
Life Insurance (7)	—	—	—	—	—	1,710,000
Total Executive Benefits and Payments Upon Separation	—	—	—	4,759,099	6,876,413	6,229,200

Andrew Anagnost

Executive Benefits and Payments	Voluntary Termination on 1/31/2016 ($)	Involuntary Not For Cause or Voluntary for Good Reason (Except Change in Control) Termination on 1/31/2016 ($)	For Cause Termination on 1/31/2016 ($)	Involuntary Not for Cause or Voluntary For Good Reason (Change in Control) Termination on 1/31/2016 ($)	Disability on 1/31/2016 ($)	Death on 1/31/2016 ($)
Compensation:						
Base Salary (1)	—	—	—	630,000	—	—
Short-Term Cash Incentive Plan (EIP) (2)	—	—	—	685,661	—	—
Equity Awards (3)	—	—	—	3,431,906	3,431,906	3,431,906
Benefits and perquisites:						
Health Insurance (4)	—	—	—	34,674	23,116	—
Disability Income (5)	—	—	—	—	2,553,624	—
Accidental Death or Dismemberment (6)	—	—	—	—	2,000,000	2,000,000
Life Insurance (7)	—	—	—	—	—	2,000,000
Total Executive Benefits and Payments Upon Separation	—	—	—	4,782,241	8,008,646	7,431,906

Steven M. Blum

Executive Benefits and Payments	Voluntary Termination on 1/31/2016 ($)	Involuntary Not For Cause or Voluntary for Good Reason (Except Change in Control) Termination on	For Cause Termination on 1/31/2016 ($)	Involuntary Not for Cause or Voluntary For Good Reason (Change in Control) Termination on	Disability on 1/31/2016 ($)	Death on 1/31/2016 ($)
Compensation:						
Base Salary (1)	—	—	—	712,500	—	—
Short-Term Cash Incentive Plan (EIP) (2)	—	—	—	1,196,664	—	—
Sales Commissions and Bonus (8)	—	—	—	352,845	—	—
Equity Awards (3)	—	—	—	3,045,641	3,045,641	3,045,641
Benefits and perquisites:						
Health Insurance (4)	—	—	—	35,116	23,410	—
Disability Income (5)	—	—	—	—	2,593,567	—
Accidental Death or Dismemberment (6)	—	—	—	—	2,000,000	2,000,000
Life Insurance (7)	—	—	—	—	—	2,000,000
Total Executive Benefits and Payments Upon Separation	—	—	—	5,342,766	7,662,618	7,045,641

Amar Hanspal

Executive Benefits and Payments	Voluntary Termination on 1/31/2016 ($)	Involuntary Not For Cause or Voluntary for Good Reason (Except Change in Control) Termination on	For Cause Termination on 1/31/2016 ($)	Involuntary Not for Cause or Voluntary For Good Reason (Change in Control) Termination on	Disability on 1/31/2016 ($)	Death on 1/31/2016 ($)
Compensation:						
Base Salary (1)	—	—	—	825,000	—	—
Short-Term Cash Incentive Plan (EIP) (2)	—	—	—	787,494	—	—
Equity Awards (3)	—	—	—	3,431,906	3,431,906	3,431,906
Benefits and perquisites:						
Health Insurance (4)	—	—	—	35,116	23,410	—
Disability Income (5)	—	—	—	—	2,492,673	—
Accidental Death or Dismemberment (6)	—	—	—	—	550,000	550,000
Life Insurance (7)	—	—	—	—	—	550,000
Total Executive Benefits and Payments Upon Separation	—	—	—	5,079,516	6,497,989	4,531,906

(1) *Base Salary:* For Mr. Bass, the amounts shown would be paid in accordance with his employment agreement that was in effect as of January 31, 2016. For the other named executive officers, the amounts shown would be paid in accordance with the Executive Change in Control Program effective during the 2016 fiscal year.

(2) *Short-Term Cash Incentive Plan (EIP):* For Mr. Bass, the amounts shown would be paid in accordance with his employment agreement that was in effect as of January 31, 2016. For the other named executive officers, the amounts shown would be paid in accordance with the Executive Change in Control Program effective during the 2016 fiscal year. These amounts are based on the cash value of the short-term cash incentive plan.

(3) *Equity Awards:* Pursuant to the Company's form of RSU and PSU award agreement, in the case of Disability or Death, unvested time-based RSUs vest in full and unvested PSUs vest at target. For Mr. Bass, the amounts shown for other termination scenarios reflect the value of unvested equity awards accelerated in accordance with his employment agreement that was in effect as of January 31, 2016. For the other named executive officers, the amounts shown for other termination scenarios reflect the value of unvested equity awards accelerated in accordance with the Executive Change in Control Program effective during the 2016 fiscal year. Reported values are based on the closing price of our Common Stock on January 29, 2016 ($46.82 per share) for RSUs and PSUs.

(4) *Health Insurance:* For Mr. Bass, in accordance with his employment agreement that was in effect as of January 31, 2016, these amounts represent the cost of continuing coverage for Mr. Bass and his dependents. The amount shown in the Involuntary Not for Cause or Voluntary for Good Reason (Except Change in Control) Termination column reflects twelve months of coverage after separation. The amounts in the Involuntary Not for Cause or Voluntary for Good Reason (Change in Control) Termination column reflect eighteen months of coverage after separation. For the other named executive officers, these amounts represent the cost of continuing coverage for medical and dental benefits for each executive and his or her dependents (i) in the case of the Disability column, for twelve months in accordance with Autodesk's benefits program, and (ii) in the case of the Involuntary Not for Cause or Voluntary for Good Reason (Change in Control) Termination column, for eighteen months after separation in accordance with the Executive Change in Control Program effective during the 2016 fiscal year.

(5) *Disability Income:* Reflects the estimated present value of all future payments to each executive under his or her elected disability program, which represent 100% of base salary for the first 90 days, and then 66-$^{2}/3$% of salary thereafter, with a maximum of $20,000 per month, until the age of 67. These payments would be made by the insurance provider, not by Autodesk.

(6) *Accidental Death or Dismemberment:* Reflects the lump-sum amount payable to each executive or his or her beneficiaries by Autodesk’s insurance provider in the event of the executive’s accidental death. There is also a prorated lump sum payment for dismemberment. The amount shown as payable upon dismemberment is based upon the payout for the most severe dismemberment under the plan.

(7) *Life Insurance:* Reflects the lump-sum amount payable to beneficiaries by Autodesk’s insurance provider in the event of the executive’s death.

(8) *Sales Commissions and Bonus:* For Mr. Blum, amounts reflect the fiscal 2016 sales commissions and bonuses earned.

Compensation of Directors

During fiscal 2016, our non-employee directors were eligible to receive the annual compensation set forth below:

Member of the Board of Directors		$75,000 and RSUs ($250,000 equivalent)
Non-executive Chairman of the Board	an additional	$65,000
Chair of the Audit Committee	an additional	$25,000
Chair of the Compensation and Human Resources Committee	an additional	$20,000
Chair of the Corporate Governance and Nominating Committee	an additional	$10,000

The annual compensation cycle for non-employee directors begins on the date of the annual stockholders' meeting and ends on the date of the next annual stockholders meeting ("Directors' Compensation Cycle"). Director compensation in the tables below represents the portion of annual compensation with respect to service during Autodesk's fiscal 2016.

No later than December 31 of the year prior to a director's re-election to the Board, the director can elect to receive up to 100% of his or her annual fees in the form of RSUs issued at a rate of $1.20 worth of stock for each $1.00 of cash compensation foregone. The RSUs are issued at the beginning of the Directors' Compensation Cycle on the date of the annual meeting of stockholders and will vest on the date of the annual meeting of stockholders in the following year, provided that the recipient is a director on such date. For the period from June 10, 2014 through June 10, 2015, all of our non-employee directors, except Mr. Beveridge, Mr. Georgens, Ms. Rafael and Mr. West, elected to convert 100% of the cash portion of their annual fees to RSUs. Mr. Beveridge, Mr. Georgens, Ms. Rafael and Mr. West did not elect to receive any portion of their annual fees in the form of RSUs and instead received 100% cash. For the period from June 10, 2015 through June 15, 2016, all of our non-employee directors, except Mr. Beveridge, Mr. Georgens, Ms. Rafael and Mr. West, elected to convert 100% of the cash portion of their annual fees to RSUs. Mr. Beveridge, Mr. Georgens, Ms. Rafael and Mr. West did not elect to receive any portion of their annual fees in the form of RSUs and instead received 100% cash. If elected, cash compensation is accrued monthly and paid quarterly, in arrears.

During fiscal 2016, Autodesk's 2012 Outside Directors' Stock Plan provided for the automatic grant of RSUs to our non-employee directors. Upon being elected or appointed to our Board, each non-employee director would be provided an initial grant of RSUs with a grant date value of $450,000 on the date such director joined the Board ("Initial RSUs"), with subsequent annual grants of RSUs with a grant date value of $250,000 on the date of the Annual Meeting ("Subsequent Annual RSUs"). The Initial RSUs vest over a three-year period; Subsequent Annual RSUs vest over a one-year period.

The table below presents information concerning the compensation paid by us to each of our non-employee directors for fiscal 2016. Messrs. Clarke, Ferguson and Hill were not directors of the Company during fiscal 2016 and did not receive compensation from the Company during that period. Mr. Bass, who was an Autodesk employee during fiscal 2016, did not receive additional compensation for his service as a director.

Director	Fees Earned or Paid in Cash ($) (a)	Stock Awards ($) (b)	Total ($)
Crawford W. Beveridge	140,000	249,949	389,949
J. Hallam Dawson (c)	75,000	264,911	339,911
Thomas Georgens	75,000	249,949	324,949
Per-Kristian Halvorsen (c)	85,000	266,933	351,933
Mary T. McDowell	95,000	268,919	363,919
Lorrie M. Norrington	100,000	269,903	369,903
Betsy Rafael	75,000	249,949	324,949
Stacy J. Smith	75,000	264,911	339,911
Steven M. West	75,000	249,949	324,949

(a) Fees Earned or Paid in Cash reflects the dollar amounts of fees earned. As noted above, during fiscal 2016, directors could elect to receive up to 100% of their compensation in the form of RSUs in lieu of cash. The following table represents actual cash received by the directors in fiscal 2016 based on their elections. See footnote (b) for more information regarding the RSUs granted in lieu of cash.

Director	Fees Actually Paid in Cash ($)
Crawford W. Beveridge	140,000
J. Hallam Dawson	—
Thomas Georgens	75,000
Per-Kristian Halvorsen	—
Mary T. McDowell	—
Lorrie M. Norrington	—
Betsy Rafael	75,000
Stacy J. Smith	—
Steven M. West	75,000

(b) The Stock Awards column reflects (i) the grant date fair value of the Initial RSUs and Subsequent Annual RSUs and (ii) the pro-rata grant date fair value of 20% of the stock awards the directors earned during fiscal 2016 in lieu of cash. The 20% represents the premium of $1.20 worth of stock for each $1.00 of cash compensation foregone. The assumptions used in the valuation of these awards are set forth in Note 1, "Business and Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in our fiscal 2016 Annual Report on Form 10-K filed on March 23, 2016. These amounts do not correspond to the actual value that will be realized by the directors upon the vesting of RSUs or the sale of the Common Stock underlying such awards.

(c) Messrs. Dawson and Halvorsen will not be standing for re-election at the 2016 annual meeting of stockholders.

The following table shows the total amounts and fair values, as well as the 20% premium, of RSUs granted on June 10, 2014, in lieu of cash foregone for the June 10, 2014, through June 10, 2015, Directors' Compensation Cycle:

	Restricted Stock Unit			
Director	Total Number of Shares (#)	Number of Shares Representing the 20% Premium (#)	Grant Date Fair Value of Stock Awards ($)	Grant Date Fair Value of the 20% Premium of the Stock Awards ($)
Crawford W. Beveridge	—	—	—	—
J. Hallam Dawson	1,664	277	89,989	14,980
Thomas Georgens	—	—	—	—
Per-Kristian Halvorsen	1,886	314	101,995	16,981
Mary T. McDowell	2,107	351	113,947	18,982
Lorrie M. Norrington	2,218	369	119,949	19,956
Betsy Rafael	—	—	—	—
Stacy J. Smith	1,664	277	89,989	14,980
Steven M. West	—	—	—	—

The following table shows the total amounts and fair values, as well as the 20% premium, of RSUs granted on June 10, 2015, in lieu of cash foregone for the June 10, 2015, through June 15, 2016, Directors' Compensation Cycle:

	Restricted Stock Unit			
Director	Total Number of Shares (#)	Number of Shares Representing the 20% Premium (#)	Grant Date Fair Value of Stock Awards ($)	Grant Date Fair Value of the 20% Premium of the Stock Awards ($)
Crawford W. Beveridge	—	—	—	—
J. Hallam Dawson	1,637	272	89,986	14,952
Thomas Georgens	—	—	—	—
Per-Kristian Halvorsen	1,855	309	101,969	16,986
Mary T. McDowell	2,073	345	113,953	18,965
Lorrie M. Norrington	2,183	363	120,000	19,954
Betsy Rafael	—	—	—	—
Stacy J. Smith	1,637	272	89,986	14,952
Steven M. West	—	—	—	—

The following table shows the total amounts and fair values of Subsequent Annual RSUs and Initial RSUs granted during fiscal 2016.

	Restricted Stock Unit		
Director	Grant Date	Number of Shares (#)	Grant Date Fair Value of Stock Awards ($)
Crawford W. Beveridge	6/10/2015	4,547	249,949
J. Hallam Dawson	6/10/2015	4,547	249,949
Thomas Georgens	6/10/2015	4,547	249,949
Per-Kristian Halvorsen	6/10/2015	4,547	249,949
Mary T. McDowell	6/10/2015	4,547	249,949
Lorrie M. Norrington	6/10/2015	4,547	249,949
Betsy Rafael	6/10/2015	4,547	249,949
Stacy J. Smith	6/10/2015	4,547	249,949
Steven M. West	6/10/2015	4,547	249,949

The aggregate number of each director's stock options and RSUs outstanding at January 31, 2016, was:

Directors	Aggregate Number of Shares Underlying Stock Options Outstanding	Aggregate Number of Shares Underlying Outstanding Restricted Stock Units
Crawford W. Beveridge	28,000	4,547
J. Hallam Dawson	20,000	6,184
Thomas Georgens	—	4,547
Per-Kristian Halvorsen	—	6,402
Mary T. McDowell	24,000	6,620
Lorrie M. Norrington	50,000	6,730
Betsy Rafael	—	4,547
Stacy J. Smith	50,000	6,184
Steven M. West	—	4,547

Proxy Materials

Equity Compensation Plan Information

The following table summarizes the number of outstanding options granted to employees and directors, as well as the number of securities remaining available for future issuance under these plans as of January 31, 2016.

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights (in millions) (#)	(b) Weighted-average exercise price of outstanding options, warrants and rights ($)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (in millions) (#)	
Equity compensation plans approved by security holders	9.3	37.06	62.9	(1)
Total	9.3	37.06	62.9	

(1) Included in this amount are 43.3 million securities available for future issuance under Autodesk’s 1998 Employee Qualified Stock Purchase Plan.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of Autodesk's Common Stock as of March 31, 2016, for each person or entity who is known by Autodesk to own beneficially more than 5% of the outstanding shares of Autodesk Common Stock, each of Autodesk's directors (including the nominees for directors), each of the named executive officers, and all directors and executive officers as a group.

5% Stockholders, Directors and Officers (1)	Common Stock Beneficially Owned (2)	Percentage Beneficially Owned (3)
Principal Stockholders:		
The Vanguard Group, Inc. (4)	19,337,475	8.5%
Clearbridge Investments, LLC (5)	15,757,104	7.0%
BlackRock, Inc. (6)	13,737,429	6.1%
Eminence Capital, LP (7)	13,079,213	5.8%
Sachem Head Capital Management LP (8)	12,890,000	5.7%
Soroban Capital GP LLC (9)	12,800,490	5.7%
Non-Employee Directors:		
Crawford W. Beveridge (10)	51,773	*
Jeff Clarke (11)	—	*
J. Hallam Dawson (12)	73,900	*
Scott Ferguson (13)	12,890,000	5.7%
Tom Georgens	16,608	*
Per-Kristian Halvorsen (14)	23,938	*
Richard (Rick) S. Hill (15)	—	*
Mary T. McDowell (16)	56,940	*
Lorrie M. Norrington (17)	66,074	*
Betsy Rafael	1,361	*
Stacy J. Smith (18)	81,828	*
Steven M. West	33,205	*
Named Executive Officers:		
Carl Bass (19)	422,870	*
R. Scott Herren	14,232	*
Andrew Anagnost	44,697	*
Steven M. Blum (20)	93,869	*
Amar Hanspal (21)	126,462	*
All directors and executive officers as a group (19 individuals) (22)	14,100,851	6.2%

* Represents less than one percent (1%) of the outstanding Common Stock.

(1) Unless otherwise indicated in their respective footnote, the address for each listed person is c/o Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903.

(2) The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Exchange Act, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under Rule 13d-3, beneficial ownership includes any shares the individual or entity has the right to acquire within 60 days of March 31, 2016, through the exercise of any stock option or other right. Unless otherwise indicated in the footnotes, each person or entity has sole voting and investment power (or shares such powers with his or her spouse) with respect to the shares shown as beneficially owned.

(3) The total number of shares of Common Stock outstanding as of March 31, 2016, was 226,326,732.

(4) As of December 31, 2015, the reporting date of The Vanguard Group, Inc.'s most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 10, 2016, The Vanguard Group, Inc. was deemed to have sole voting power with respect to 424,912 shares, sole dispositive power with respect to 18,888,178 shares, shared voting power with respect to 22,400 shares, and

shared dispositive power with respect to 449,297 shares. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

(5) As of December 31, 2015, the reporting date of Clearbridge Investments, LLC's most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 16, 2016, Clearbridge Investments, LLC was deemed to have sole voting power with respect to 15,401,064 shares, sole dispositive power with respect to 15,757,104 shares, and shared voting and shared dispositive power with respect to 0 shares. The address of Clearbridge Investments, LLC is 620 8th Avenue, New York, NY 10018.

(6) As of December 31, 2015, the reporting date of BlackRock, Inc.'s most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on January 25, 2016, BlackRock, Inc. was deemed to have sole voting power with respect to 11,878,306 shares, sole dispositve power with respect to 13,737,429 shares, and shared voting and dispositive power with respect to 0 shares. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10022.

(7) Based on a Schedule 13D/A filed with the SEC on March 11, 2016, pursuant to which (a) Eminence Capital, LP reported to have sole voting and dispositive power with respect to 0 shares and shared voting and dispositive power with respect to 13,079,213 shares, (b) Eminence GP, LLC reported to have sole voting and dispositive power with respect to 0 shares and shared voting and dispositive power with respect to 10,610,020 shares and (c) Ricky C. Sandler reported to have sole voting and dispositive power with respect to 3,375 shares and shared voting and dispositive power with respect to 13,079,213 shares. The address of the reporting persons is 65 East 55th Street, 25th Floor, New York, NY 10022.

(8) Based on a Schedule 13D/A filed with the SEC on March 11, 2016, pursuant to which (a) each of Sachem Head Capital Management LP, Uncas GP LLC, and Scott D. Ferguson reported to have sole voting and dispositive power with respect to 0 shares and shared voting and dispositive power with respect to 12,890,000 shares, and (b) Sachem Head GP LLC reported to have sole voting and dispositive power with respect to 0 shares and shared voting and dispositive power with respect to 7,175,000 shares. The address of the reporting persons is 399 Park Avenue, 32nd Floor, New York, NY 10022.

(9) As of December 31, 2015, the reporting date of Soroban Capital GP LLC's most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 16, 2016, Soroban Capital GP LLC, Soroban Capital Partners LP, Soroban Capital Partners GP LLC and Eric W. Mandelblatt were deemed to have shared voting and dispositive power with respect to 12,800,490 shares, of which Soroban Master Fund LP held shared voting and dispositive power with respect to 12,800,490 shares. None of those parties held sole voting and dispositive power with respect to the shares. The address of Soroban Capital GP LLC, Soroban Capital Partners GP LP, Soroban Capital Partners GP LLC and Eric W. Mandelblatt is 444 Madison Avenue, 21st Floor, New York, NY 10022. The address of Soroban Master Fund, LP is 45 Market Street, Camana Bay, Grand Cayman KY1-1103, Cayman Islands.

(10) Includes 24,000 shares subject to options exercisable within 60 days of March 31, 2016.

(11) Upon appointment to the Board on March 11, 2016, Mr. Clarke was granted 8,042 restricted stock units, none of which vest within 60 days of March 31, 2016.

(12) Includes 20,000 shares subject to options exercisable within 60 days of March 31, 2016. Mr. Dawson will not stand for re-election at the 2016 annual meeting of stockholders.

(13) Based on a Schedule 13D/A filed with the SEC on March 11, 2016. Mr. Ferguson reported to have sole voting and dispositive power with respect to 0 shares and shared voting and dispositive power with respect to 12,890,000 shares. See footnote 8 above for further information. Mr. Ferguson's address is 399 Park Avenue, 32nd Floor, New York, NY 10022. Upon appointment to the Board on March 11, 2016, Mr. Ferguson was granted 8,042 restricted stock units, none of which vest within 60 days of March 31, 2016.

(14) Dr. Halvorsen will not stand for re-election at the 2016 annual meeting of stockholders.

(15) Upon appointment to the Board on March 11, 2016, Mr. Hill was granted 8,042 restricted stock units, none of which vest within 60 days of March 31, 2016.

(16) Includes 24,000 shares subject to options exercisable within 60 days of March 31, 2016.

(17) Includes 50,000 shares subject to options exercisable within 60 days of March 31, 2016.

(18) Includes 50,000 shares subject to options exercisable within 60 days of March 31, 2016.

(19) Includes 300,000 shares subject to options exercisable within 60 days of March 31, 2016. Includes 90,057 shares held by an irrevocable trust, as to which Mr. Bass holds sole voting rights, but no dispositive rights, as special voting trustee. Mr. Bass disclaims beneficial ownership of the shares held in trust except to the extent of his pecuniary interest.

(20) Includes 50,000 shares subject to options exercisable within 60 days of March 31, 2016.

(21) Includes 27,500 shares subject to options exercisable within 60 days of March 31, 2016.

(22) Includes 545,500 shares subject to options exercisable within 60 days of March 31, 2016.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Review, Approval or Ratification of Related Person Transactions

Autodesk's Related Party Transactions Policy states that all transactions between or among Autodesk and its wholly-owned subsidiaries and any Related Party, as defined in the Policy, requires the prior written approval of the Chief Financial Officer. Non-routine transactions with vendors and suppliers to Autodesk and its wholly-owned subsidiaries require the prior written approval of the Corporate Controller. In addition, in accordance with our Code of Business Conduct and the charter for the Audit Committee, our Audit Committee reviews and approves in advance any proposed “related person” transactions. Any related person transaction will be disclosed in an SEC filing as required by the rules of the SEC. For purposes of these procedures, “related person” and “transaction” have the meanings contained in Item 404 of Regulation S-K.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership on Form 3 and changes in ownership on Form 4 or 5 with the SEC and the NASDAQ. Such executive officers, directors and stockholders also are required by SEC rules to furnish us with copies of all Section 16(a) forms that they file.

Based solely on our review of the copies of such reports furnished to us and written representations that no other reports were required to be filed during fiscal 2016, we are not aware of any late Section 16(a) filings, except for one late report on Form 4 due to a clerical error, relating to the sale of shares pursuant to a 10b5-1 trading plan, for Jan Becker.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee is a committee of the Board consisting solely of independent directors as required by the listing standards of the NASDAQ and rules of the SEC. The Audit Committee operates under a written charter approved by the Board, which is available on Autodesk's website at www.autodesk.com under "Investor Relations—Corporate Governance." The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit committees. The Audit Committee reviews and assesses the adequacy of its charter and the Audit Committee's performance on an annual basis.

As described more fully in its charter, the Audit Committee's role includes the oversight of our financial, accounting and reporting processes; our system of internal accounting and financial controls; and oversight of the management of risks associated with the Company's financial reporting, accounting and auditing matters. The Audit Committee oversees the appointment, compensation, engagement, retention, termination and services of our independent registered public accounting firm, Ernst & Young LLP, including conducting a review of its independence; reviewing and approving the planned scope of our annual audit; overseeing Ernst & Young LLP's audit work; reviewing and pre-approving any audit and permissible non-audit services and fees that may be performed by Ernst & Young LLP; reviewing with management and Ernst & Young LLP compliance by Autodesk with establishing and maintaining an adequate system of internal financial and disclosure controls; reviewing our critical accounting policies and the application of accounting principles; monitoring the rotation of partners of Ernst & Young LLP on our audit engagement team as required by regulation; reviewing the Company's treasury policies and tax positions; and overseeing the performance of our internal audit function. The Audit Committee establishes and oversees compliance by Autodesk with the procedures for handling complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting and auditing matters. The Audit Committee's role also includes meeting to review our annual audited financial statements and quarterly financial statements with management and Ernst & Young LLP. The Audit Committee held 10 meetings during fiscal 2016. Management is responsible for the quarterly and annual financial statements and the reporting process, including the systems of internal controls. Ernst & Young LLP is responsible for expressing an opinion on the conformity of our audited financial statements with generally accepted accounting principles. Within this context, the Audit Committee reviewed and discussed the audited financial statements for fiscal 2016 with management and Ernst & Young LLP.

The Audit Committee has received the written disclosures and letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young LLP's communications with the Audit Committee concerning independence, has discussed with Ernst & Young LLP the independence of that firm, and has considered whether the provision of non-audit services was compatible with maintaining the independence of that firm. In addition, the Audit Committee has discussed with Ernst & Young LLP the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16, "Communications with Audit Committees." The Audit Committee also discussed with management and with Ernst & Young LLP the evaluation of Autodesk's internal controls and the effectiveness of Autodesk's internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002.

The Audit Committee discussed with Autodesk's internal and independent auditors the overall scope and plans for their respective audits. In addition, the Audit Committee met with the internal and the independent auditors, with and without management present, on a regular basis in fiscal 2016 and discussed the results of their examinations and the overall quality of Autodesk's financial reporting.

On the basis of these reviews and discussions, the Audit Committee recommended to the Board (and the Board has approved) that Autodesk's audited financial statements be included in Autodesk's Annual Report on Form 10-K for the fiscal year ended January 31, 2016, for filing with the SEC.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Betsy Rafael (Chair)
J. Hallam Dawson
Lorrie M. Norrington
Steven M. West

OTHER MATTERS

The Board does not know of any other matters to be presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting, shares of Common Stock represented by proxy will be voted in accordance with the discretion of the proxy holders.

It is important that your shares be represented at the Annual Meeting, regardless of the number of shares that you hold. Autodesk urges you to vote at your earliest convenience.

THE BOARD OF DIRECTORS

May 2, 2016
San Rafael, California

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2016

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 0-14338

AUTODESK, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-2819853**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. employer Identification No.)**
111 McInnis Parkway, San Rafael, California	**94903**
(Address of principal executive offices)	**(Zip Code)**

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, $0.01 Par Value	**The NASDAQ Stock Market LLC (NASDAQ Global Select Market)**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 ("Exchange Act"). Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 31, 2015, the last business day of the registrant's most recently completed second fiscal quarter, there were approximately 225.6 million shares of the registrant's common stock outstanding that were held by non-affiliates, and the aggregate market value of such shares held by non-affiliates of the registrant (based on the closing sale price of such shares on the NASDAQ Global Select Market on July 31, 2015) was approximately $11.4 billion. Shares of the registrant's common stock held by each executive officer and director have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 9, 2016, the registrant had outstanding 224,493,192 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for registrant's Annual Meeting of Stockholders (the "Proxy Statement"), are incorporated by reference in Part III of this Form 10-K to the extent stated herein. The Proxy Statement will be filed within 120 days of the registrant's fiscal year ended January 31, 2016.

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AUTODESK, INC. FORM 10-K

TABLE OF CONTENTS

FORWARD-LOOKING INFORMATION

The discussion in this Annual Report on Form 10-K contains trend analyses and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are any statements that look to future events and consist of, among other things, our business strategies, anticipated future net revenue, future GAAP and non-GAAP (loss) income per share, operating margin, operating expenses, billings, annualized recurring revenue, annualized revenue per subscription, other future financial results (by product type and geography) and subscriptions, the effectiveness of our efforts to successfully manage transitions to new business models and markets, our expectations regarding the continued transition of our business model, revenue from our channel partners and changes in mix of channel partners, our ability to increase our subscription base, expected market trends, including the growth of cloud, mobile and social computing, the effect of unemployment and availability of credit, the effects of mixed global economic conditions, our expectations for our restructuring, the effects of revenue recognition, our backlog, expected trends in certain financial metrics, including expenses and the predictability and ratability of our revenue over time, the impact of acquisitions and investment activities, expectations regarding our cash needs, the effects of fluctuations in exchange rates and our hedging activities on our financial results, our ability to successfully expand adoption of our products, our ability to gain market acceptance of new businesses and sales initiatives, and the impact of economic volatility and geopolitical activities in certain countries, particularly emerging economy countries, and the effects of potential non-cash charges on our financial results and the resulting effect on our financial results. In addition, forward-looking statements also consist of statements involving expectations regarding product capability and acceptance, continuation of our stock repurchase program, remediations to our controls environment, statements regarding our liquidity and short-term and long-term cash requirements, as well as statements involving trend analyses and statements including such words as "may," "believe," "could," "anticipate," "would," "might," "plan," "expect," and similar expressions or the negative of these terms or other comparable terminology. These forward-looking statements speak only as of the date of this Annual Report on Form 10-K and are subject to business and economic risks. As such, our actual results could differ materially from those set forth in the forward-looking statements as a result of a number of factors, including those set forth below in Item 1A, "Risk Factors," and in our other reports filed with the U.S. Securities and Exchange Commission. We assume no obligation to update the forward-looking statements to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

PART I

ITEM 1. BUSINESS

Note: A glossary of terms used in this Form 10-K appears at the end of this Item 1.

GENERAL

We are a global leader in design software and services, offering customers productive business solutions through powerful technology products and services. We serve customers in the architecture, engineering and construction; manufacturing; and digital media, consumer, and entertainment industries. Our sophisticated software products enable our customers to experience their ideas before they are real. Customers are able to imagine, design, and create their ideas by visualizing, simulating and analyzing real-world performance early in the design process by creating and manipulating digital prototypes. These capabilities allow our customers to foster innovation, optimize and improve their designs, save time and money, improve quality, communicate plans, and collaborate with others. Our professional software products are sold globally, both directly to customers and through a network of resellers and distributors. Additionally, we offer tools and user communities for personal design and creativity. These applications and user communities are available over the Internet and through various digital storefronts, including the Apple App Store and the Google Play Store.

Segments

We report based on four reportable operating segments:

- Architecture, Engineering, and Construction ("AEC"), which accounted for 38% of our net revenue in fiscal 2016;
- Manufacturing ("MFG"), which accounted for 29% of our net revenue in fiscal 2016;

- Platform Solutions and Emerging Business ("PSEB"), which accounted for 27% of our net revenue in fiscal 2016; and

- Media and Entertainment ("M&E"), which accounted for 6% of our net revenue in fiscal 2016.

A summary of our net revenue and results of operations for our business segments is found in Note 13, "Segments," in the Notes to our Consolidated Financial Statements.

Our AEC, MFG, and PSEB segments derive revenue from the sale of licenses and subscriptions for software products and services to customers who design, build, and own buildings, infrastructure, and manufactured products. In addition to software products, the AEC, MFG, and PSEB segments offer a range of services, including consulting, support, and training, largely dedicated to enhancing our ability to sell licenses and subscriptions to our software products. Our M&E segment derives revenue from the sale of licenses and subscriptions for software products to creative professionals, post-production facilities, and broadcasters for a variety of applications, including feature films, television programs, commercials, music and corporate videos, interactive game production, web design, and interactive web streaming. In addition, our animation products produced by our M&E segment are often used by customers of products from our other segments for the visualization of their designs.

The principal products and services of these segments include the following:

- Flagship products, which accounted for approximately 45% of our net revenue in fiscal 2016, are our core individual horizontal, vertical, and model-based design products including AutoCAD, AutoCAD LT, AutoCAD Mechanical, AutoCAD Civil 3D, AutoCAD Architecture, AutoCAD Map, Autodesk Maya, and 3ds Max.

- Suites, which accounted for approximately 37% of our net revenue in fiscal 2016, are a combination of products that target a specific user objective (product design, building design, etc.) and support a set of workflows for that objective, including Autodesk Building Design Suites, Autodesk Product Design Suites, Autodesk Infrastructure Design Suites, and AutoCAD Design Suites.

- New and Adjacent products, which accounted for approximately 18% of our net revenue in fiscal 2016, are new product offerings as well as products that are not considered flagship or suites, including Delcam, Moldflow, Alias Design, Vault, and Autodesk Creative Finishing products.

Corporate Information

We were incorporated in California in April 1982 and were reincorporated in Delaware in May 1994. Our principal executive office is located at 111 McInnis Parkway, San Rafael, California 94903, and the telephone number at that address is (415) 507-5000. Our internet address is www.autodesk.com. The information posted on our website is not incorporated into this Annual Report on Form 10-K. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge on the Investor Relations portion of our web site at www.autodesk.com as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The public may also read and copy any material we file with the SEC at the SEC's Public Reference Room at 100 F Street N.E. Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1 (800) SEC-0330.

PRODUCTS

The principal product offerings from Autodesk's different segments are as follows:

AEC

Our AEC software products help to improve the way building, civil infrastructure, process plant and construction projects are designed, built, and used. A broad portfolio of solutions enables greater efficiency, accuracy, and sustainability across the entire project lifecycle. Our AEC solutions include advanced technology for building information modeling ("BIM"), AutoCAD-based design and documentation productivity software, sustainable design analysis applications, collaboration, and project management solutions. BIM, an integrated process for building and infrastructure design, analysis, documentation, and construction, uses consistent, coordinated information to improve communication and collaboration between the extended project team. AEC provides a comprehensive portfolio of BIM solutions that help customers deliver projects faster and more economically, while minimizing environmental impact. The segment's principal product offerings included the following during fiscal 2016:

- *Autodesk Building Design Suites*

Autodesk Building Design Suites ("BDS") give the power of BIM or computer-aided design ("CAD"), with tools for modeling, visualization, and documentation. With a comprehensive set of tools, BDS gives customers the ability to manage all phases of design and construction. Three editions of BDS are available to meet each customer's particular business needs and offer the depth and breadth of the Autodesk portfolio.

- *Autodesk Infrastructure Design Suites*

The Infrastructure Design Suites are the BIM for Infrastructure design solution that combines intelligent, model-based tools to help the user to gain more accurate, accessible, and actionable insight. With unique access to the Autodesk infrastructure software portfolio, users can benefit throughout the execution and lifecycle of transportation, land, and water projects. Three editions of Infrastructure Design Suites are available to meet each customer's particular business needs and offer the depth and breadth of the Autodesk portfolio.

- *AutoCAD Civil 3D*

AutoCAD Civil 3D products provide a surveying, design, analysis, and documentation solution for civil engineering, including land development, transportation, and environmental projects. Using a model-centric approach that automatically updates documentation as design changes are made, AutoCAD Civil 3D products enable civil engineers, designers, drafters, and surveyors to significantly boost productivity and deliver higher-quality designs and construction documentation faster. With AutoCAD Civil 3D products, the entire project team works from the same consistent, up-to-date model so they stay coordinated throughout all project phases.

- *AutoCAD Map 3D*

AutoCAD Map 3D software provides direct access to data needed for infrastructure planning, design, and management activities. AutoCAD Map 3D software helps professionals working on transportation, land development, water, and power projects to more easily create, manage, and analyze design geographic information system and asset data.

- *Autodesk Revit*

Purpose-built for BIM, the Autodesk Revit products collect information about a building project and allow this information to be coordinated across all other representations of the project, so that every drawing sheet, 2D and 3D view and schedule is based on internally consistent and complete information from the same underlying building database. The Autodesk Revit products, including AutoCAD Revit Architecture Suite, AutoCAD Revit MEP Suite, and AutoCAD Revit Structure Suite, provide an intuitive, sophisticated, model-based design and documentation system for architects; mechanical, electrical, and plumbing ("MEP") engineers; structural engineers; design-build teams; and other design and building industry professionals.

MFG

Our MFG segment provides manufacturers in automotive and transportation, industrial machinery, consumer products and building products with comprehensive digital engineering solutions that bring together data from all phases of the product development and production life cycle creating a single digital model based on Autodesk Inventor software. Our solutions are scalable, attainable, cost-effective, and allow for real-world simulation, enabling a broad group of manufacturers to realize benefits with minimal disruption to existing workflows. In addition, Autodesk is redefining the product development process with the introduction of a cloud-based Product Innovation Platform consisting of next generation technologies like Fusion 360 and PLM 360. These solutions support manufacturers' transformation to "agile" based product development processes versus the traditional "waterfall" cycle conventional PLM technologies offer. MFG’s principal product offerings included the following during fiscal 2016:

- *Autodesk Product Design Suites*

Autodesk Product Design Suites ("PDS") is a comprehensive solution for digital prototyping, delivering 3D design, visualization and simulation tools to complete the entire engineering process. The digital prototyping capabilities of PDS can help customers design better products, reduce development costs and get to market faster. Two editions of PDS are available to meet each customer's particular business needs and offer the depth and breadth of the Autodesk portfolio.

- *AutoCAD Mechanical*

AutoCAD Mechanical software is purpose-built to accelerate the mechanical design process. AutoCAD Mechanical software offers users significant productivity gains and helps save hours of design time by including all the functionality of AutoCAD software, in addition to comprehensive libraries of standards-based parts and tools for automating common design tasks.

- *Autodesk Delcam*

The Autodesk Delcam family of products provides CAD and computer-aided manufacturing ("CAM") software for the manufacturing industry. PowerMILL, Delcam's leading product, is a CAM software solution allowing production of complex shapes, providing our customers with advanced toolpath strategies to minimize machining times and maximize component quality.

- *Autodesk Moldflow*

The Autodesk Moldflow family of injection molding simulation software provides tools that help manufacturers optimize the design of plastic parts and injection molds, and study the injection molding process.

- *Autodesk Inventor*

Autodesk Inventor allows manufacturers to go beyond 3D design to digital prototyping by giving engineers a comprehensive and flexible set of tools for 3D mechanical design, simulation, analysis, tooling, visualization, and documentation. With Autodesk Inventor, engineers can integrate AutoCAD drawings and model-based design data into a single digital model, creating a virtual representation of a final product that enables them to validate the form, fit, and function of the product before it is ever built.

- *Autodesk PLM 360*

PLM 360 is a cloud-based product lifecycle management ("PLM") application that automates key tasks related to the management of processes, projects, and people. Because PLM 360 is on the cloud, software deployment, management and organizational access to data can be achieved instantly compared to traditional PLM technologies.

- *Autodesk Fusion 360*

Fusion 360 offers a cloud-based product development environment comprising CAD, CAM, and computer-aided engineering ("CAE") software which enables an integrated concept-to-production toolset. Fusion 360 enables manufacturers to integrate industrial design, mechanical engineering, simulation and manufacturing workflows, in a single solution that supports data management and collaboration on the cloud.

PSEB

Our PSEB segment includes our design platform product, AutoCAD. AutoCAD underpins our design product offerings for all the industries we serve. For example, our AEC and MFG segments offer tailored versions of AutoCAD software for their respective industries. AutoCAD also provides a platform for our developer partners to build custom solutions for a range of diverse design-oriented markets. PSEB's revenue primarily includes revenue from sales of licenses of our design products, AutoCAD and AutoCAD LT, as well as the AutoCAD Design Suite and many other design and consumer products. The segment’s principal product offerings included the following during fiscal 2016:

- *AutoCAD*

AutoCAD software, which is our largest single revenue-generating product, is a customizable and extensible CAD application for professional design, drafting, detailing, and visualization. AutoCAD software provides digital tools that can be used independently and in conjunction with other specific applications in fields ranging from construction to manufacturing, civil engineering, and process plant design.

- *AutoCAD LT*

AutoCAD LT software is purpose built for professional drafting and detailing. AutoCAD LT includes document sharing capability without the need for software customization or certain advanced functionality found in AutoCAD. Users can share all design data with team members who use AutoCAD or other Autodesk products built on AutoCAD. AutoCAD LT software is our second largest revenue-generating product.

M&E

Our M&E segment consists of two product groups: Animation and Creative Finishing. Animation products are sold as software only and provide tools for digital sculpting, modeling, animation, effects, rendering, and compositing for design visualization, visual effects and games production. Creative Finishing products are sold as software solutions for editing, finishing and visual effects design and color grading. Principal product offerings in our M&E segment's Animation and Creative Finishing product groups included the following during fiscal 2016:

Animation

- *Autodesk Maya*

Autodesk Maya software provides 3D modeling, animation, effects, rendering and compositing solutions that enable film and video artists, game developers, and design visualization professionals to digitally create engaging, lifelike images, realistic animations and simulations, extraordinary visual effects, and full length animated feature films.

- *Autodesk 3ds Max*

Autodesk 3ds Max software provides 3D modeling, animation, and rendering solutions that enable game developers, design visualization professionals and visual effects artists to digitally create realistic images, animations, and complex scenes and to digitally communicate abstract or complex mechanical, architectural, engineering, and construction concepts.

Creative Finishing

- *Autodesk Flame and Autodesk Lustre*

Autodesk Flame software is an interactive real-time design, finishing, grading, and visual effects solution for supervised post-production. Autodesk Lustre software is a high-performance color grading solution used by artists for creative look development and final color and lighting effects for both film and television.

PRODUCT DEVELOPMENT AND INTRODUCTION

The technology industry is characterized by rapid technological change in computer hardware, operating systems, and software. In addition, our customers' requirements and preferences rapidly evolve, as do their expectations of the performance of our software. To keep pace with these changes, we maintain a vigorous program of new product development to address demands in the marketplace for our products.

The software industry is undergoing a transition from the personal computer to cloud, social, and mobile computing. In fiscal 2016, we continued to successfully implement a strategic transition of our business model announced in fiscal 2014. We accelerated our move to the cloud and expanded our flexible product license offerings. We continued to expand desktop subscription for a broader range of our product portfolio, expanded our token-based licensing program to more enterprise customers, and continued to expand our industry-leading cloud-based offerings, including the launch of our North American eStore which creates a better customer experience and can meaningfully increase the volume of our online business. These offerings are designed to give our customers even more value and flexibility to use our products, and also to attract new types of customers, such as project-based users and small businesses that have more variable needs. Further, to support our transition, effective February 1, 2016, we discontinued the sale of new commercial seats of most individual software products, which are now exclusively available by desktop subscription, and we plan to discontinue selling perpetual licenses of suites products effective August 1, 2016.

We dedicate considerable technical and financial resources to research and development to further enhance our existing products and to create new products and technologies to expand our market opportunity. For example, in fiscal 2016, we began investing in an Internet of Things ("IoT") platform integrated with our cloud infrastructure. IoT will allow our customers to develop applications for predictive maintenance, improved design quality, and smarter connected design systems. We believe that IoT will play an increasingly important role for our customers as the buildings and products they design contain embedded sensors and computation. IoT provides a unique opportunity for our customers to connect designing, making, and using. We anticipate ongoing investment in IoT to both serve existing customers and expand market opportunity.

Research and development expenditures were $790.0 million or 32% of fiscal 2016 net revenue, $725.2 million or 29% of fiscal 2015 net revenue and $611.1 million or 27% of fiscal 2014 net revenue. Our software is primarily developed internally; however, we also use independent firms and contractors to perform some of our product development activities. Additionally, we acquire products or technology developed by others by purchasing or licensing products and technology from third parties. We continually review these investments in an effort to ensure that we are generating sufficient revenue or gaining a competitive advantage to justify their costs.

The majority of our research and product development is performed in the United States, China, Singapore, and Canada. However, we employ experienced software developers in many of our other locations. Translation and localization of our products are performed in a number of local markets, principally Singapore and Switzerland. We generally localize and translate our products into German, French, Italian, Spanish, Russian, Japanese, Korean, and simplified and traditional Chinese.

We plan to continue to manage significant product development operations internationally over the next several years. We believe that our ability to conduct research and development at various locations throughout the world allows us to optimize product development, lower costs, and integrate local market knowledge into our development activities. We continually assess the significant costs and challenges, including intellectual property protection, against the benefits of our international development activities.

In addition, our business and our customers benefit from our relationships with a network of over 4,100 third-party developers who develop and sell their own products that further enhance the range of integrated solutions available to our customers.

For further discussion regarding risks from our product development and introduction efforts, see Item 1A, "Risk Factors."

MARKETING AND SALES

We license or sell our products and services globally, primarily through indirect channels consisting of distributors and resellers. To a lesser extent we also transact directly with a select set of customers who are primarily large corporations. Our indirect channel model includes both a two-tiered distribution structure, where distributors sell to resellers, and a one-tiered structure, where Autodesk sells directly to resellers. We have a network of approximately 2,000 resellers and distributors worldwide. For fiscal 2016, approximately 79% of our revenue was derived from indirect channel sales through distributors and resellers, and we expect that the majority of our revenue will continue to be derived from indirect channel sales in the future. We anticipate that our channel mix will change to support our new business model and are proactively working with our channel partners to ensure a smooth transition. We employ a variety of incentive programs and promotions to align our reseller channel with our business strategies. Sales through our largest distributor, Tech Data Corporation and its affiliates, accounted for 25%, 25%, and 24% of our net revenue for fiscal years 2016, 2015, and 2014, respectively. We believe our business is not substantially dependent on Tech Data. Our customers through Tech Data are the resellers and end users who purchase our software licenses and services. Should any of the agreements between us and Tech Data be terminated for any reason, we believe the resellers and end users who currently purchase our products through Tech Data would be able to continue to do so under substantially the same terms from one of our many other distributors without substantial disruption to our revenue. No other distributor, reseller, or direct customer accounted for 10% or more of our revenue.

Our customer-related operations are divided into three geographic regions, the Americas; Europe, Middle East, and Africa ("EMEA"), and Asia Pacific ("APAC"). Each geographic region is supported by global marketing and sales organizations. These organizations develop and manage overall marketing and sales programs and work closely with a network of domestic and international sales offices. Fiscal 2016 net revenue in the Americas, EMEA, and APAC was $972.8 million (39%), $934.6 million (37%), and $596.7 million (24%), respectively. We intend to continue to make our products available in foreign languages. We believe that international sales will continue to comprise the majority of our total net revenue. Adverse economic conditions and currency exchange rates in the countries that contribute a significant portion of our net revenue, including emerging economies, may have an adverse effect on our business in those countries and our overall financial performance. A summary of our financial information by geographic location is found in Note 13, "Segments," in the Notes to Consolidated

Financial Statements. Our international operations and sales subject us to a variety of risks; see Item 1A, "Risk Factors," for further discussion.

We also work directly with reseller and distributor sales organizations, computer manufacturers, other software developers, and peripherals manufacturers in cooperative advertising, promotions, and trade-show presentations. We employ mass-marketing techniques such as webcasts, seminars, telemarketing, direct mailings, sponsorships, advertising in business and trade journals, and social media. We have a worldwide user group organization and we have created online user communities dedicated to the exchange of information related to the use of our products.

We generate revenue through several subscription-based business models in addition to perpetual use software license sales. The largest is our maintenance program, under which customers who own a perpetual use license for the most recent version of the underlying product are able to purchase maintenance that provides them with unspecified upgrades when-and-if-available and are able to download e-Learning courses and receive online support over a one year or multi-year maintenance service period. We also offer more flexible term-based license offerings to our customers.

Our ability to effectively distribute our products depends in part upon the financial and business condition of our distributor and reseller networks. The loss of, or a significant reduction in, business with any one of our major distributors or large resellers could harm our business; see Item 1A, "Risk Factors," for further discussion.

CUSTOMER AND RESELLER SUPPORT

We provide technical support and training to customers through a multi-tiered support model, augmented by direct programs designed to address certain specific customer needs. Most of our customers receive support and training from the resellers and distributors from which they purchased subscriptions or licenses for our products or services, with Autodesk in turn providing second tier support to the resellers and distributors. Other customers are supported directly via self-service using the Autodesk Knowledge Network which guides customers to answers in our online support assets, support forums, webinars or to support representatives using a number of different modalities such as social media, phone, email and webchat. We also support our resellers and distributors through technical product training, sales training classes, webinars and other knowledge sharing programs.

EDUCATION, SUSTAINABILITY, AND PHILANTHROPIC PROGRAMS

Education

Autodesk is committed to helping fuel a lifelong passion for design in students of all ages. We offer free educational licenses of Autodesk software worldwide to students, educators, and educational institutions. In fiscal 2016, we initiated Project Ignite, a free and open learning platform delivering a unique package of technology, learning content, and services created specifically for the classroom. The Project Ignite learning platform additionally offers classroom bundles, which include hardware such as 3D printers and electronics kits along with professional development and training services to help educators.

Through Autodesk Design Academy, we provide secondary and postsecondary school markets hundreds of standards-aligned class projects to support design-based disciplines in Science, Technology, Engineering, Digital Arts, and Math (STEAM) while using Autodesk's professional-grade 3D design, engineering and entertainment software used in industry. Beginning in the second quarter of fiscal 2016, we also made Autodesk Design Academy curricula available on iTunes U. Our intention is to make Autodesk software ubiquitous and the design software of choice for those poised to become the next generation of professional users.

Sustainability Programs

To help our customers imagine, design, and create a better world, our Sustainability Programs focus our efforts where we can have the greatest impact: providing sustainability solutions, delivering sustainable design learning and training opportunities, expanding access to technology, and leading by example with our sustainable business practices. This benefits our customers, who use our products and services to improve design decisions to have long-term positive social and environmental impacts. Through the Autodesk Foundation, the Autodesk Technology Impact Program, and the Autodesk Entrepreneur Program, we're helping nonprofits and entrepreneurs design high-impact solutions to social and environmental challenges by providing them with funding, training, and easy access to our professional software suites at either no charge or for a small license fee.

Climate Change

Autodesk recognizes inherent opportunities related to climate change, which have potential to expand our business. Opportunities driven by changes in regulation, changes in building code, physical climate parameters and other climate-related developments can directly and indirectly create more demand for existing and new Autodesk products and services in the short and long-term. Opportunities relating to Autodesk's leadership on climate action can further improve our reputation in the marketplace.

Climate Change Management Actions

To drive continued progress and meet growing demand, we continue to expand the solutions, education, and support we offer, helping customers secure a competitive advantage for a low carbon future by designing high-performance buildings, resilient cities and infrastructure, and more efficient transportation and products. To continue to grow this market, we provide software and support to early stage entrepreneurs and start-up companies who are designing clean technologies. We plan to expand these offerings in the future based upon demand and opportunity in response to challenges posed by climate change.

Internally, we are investing in best practices to mitigate our greenhouse gas emissions and climate change risk through investments in renewable energy, energy efficiency, disaster management and recovery strategies, and materials innovation. We are on track to meet our science-based greenhouse gas reduction target of 43% absolute emissions by 2020.

Climate Change Governance

Ultimately, our CEO, Carl Bass, has the highest level of direct responsibility for addressing our climate-change related risks and opportunities. Autodesk has established an Environmental Core Team which reports indirectly to Mr. Bass. The Environmental Core Team has direct responsibility for setting and implementing the corporate sustainability strategy, including the climate change strategy.

Emissions Performance & Other Key Performance Indicators

Autodesk has reduced its greenhouse gas emissions for its operational boundary by 27% from our fiscal year 2009 baseline to 76,700 metric tons of carbon dioxide equivalent. This reduction was accomplished through increased investment in renewable energy, LEED certification and energy efficiency in our global real estate portfolio, and continued transition from physical software delivery to cloud and electronic software delivery. More information about our sustainability commitment can be found in our annual sustainability reports, which we have published on our website since 2008.

Philanthropy

The Autodesk Foundation (the "Foundation"), a privately funded 501(c)(3) charity organization established and solely funded by us, leads our philanthropic efforts. The purpose of the Foundation is twofold: to support employees to create a better world at work, at home, and in the community by matching employee's volunteer time and/or donations to nonprofit organizations; and to support organizations and individuals using design to drive positive social and environmental impact. In the latter case, we use grant funding, software donations, and training to accomplish this goal, selecting the most impactful and innovative organizations around the world, thus, leading to a better future for our planet. On our behalf, the Foundation also administers a discounted software donation program to nonprofit organizations, social and environmental entrepreneurs, and others who are developing design solutions that will shape a more sustainable future.

DEVELOPER PROGRAMS

One of our key strategies is to maintain an open-architecture design of our software products to facilitate third-party development of complementary products and industry-specific software solutions. This approach enables customers and third parties to customize solutions for a wide variety of highly specific uses. We offer several programs that provide strategic investment funding, technological platforms, user communities, technical support, forums, and events to developers who develop add-on applications for our products. For example, we have established the Autodesk Spark program to support ideas that push the boundaries of 3D printing and nurture the companies that will advance innovations within 3D printing hardware and software. We have also created the Autodesk Forge program to support innovators that build solutions to facilitate the development of a single connected ecosystem for the future of how things are designed, made, and used. Through our programs, over 4,100 developers in the Autodesk Developer Network create interoperable products that further enhance the range of integrated solutions available to our customers.

COMPETITION

The markets for our products are highly competitive and subject to rapid change. We strive to increase our competitive separation by investing in research and development, allowing us to bring new products to market and create exciting new versions of existing products that offer compelling efficiencies for our customers. We also compete through investments in marketing and sales to more effectively reach new customers and better serve existing customers.

Our competitors include large, global, publicly traded companies; small, geographically focused firms; startup firms; and solutions produced in-house by their users. Our primary global competitors in the PSEB, AEC, and MFG segments include Adobe Systems Incorporated, ANSYS, Inc., AVEVA Group plc, Bentley Systems, Incorporated, Dassault Systèmes S.A. and its subsidiary Dassault Systèmes SolidWorks Corp., Environmental Systems Research Institute, Inc. (ESRI), Intergraph Corporation, a wholly owned subsidiary of Hexagon AB, MSC Software Corporation, Nemetschek AG, PTC, 3D Systems, Siemens PLM, and Trimble Navigation Limited.

Our M&E segment also competes with a wide range of different companies from large, global, publicly-traded companies to small private entities. Large organizations that produce products that compete in some or all of our markets include Adobe Systems Incorporated, Apple Inc., Avid Technology, Inc., SONY Corporation, and Technicolor, among others. The media and entertainment market is highly fragmented with complex interdependencies between many of the larger businesses. As a result, some of our competitors also own subsidiaries that are our customers or our partners in developing or bringing to market some of our solutions. In addition to traditional competitors in developed economies, we encounter new competitors in emerging economies.

The software industry has limited barriers to entry, and the availability of computing power with continually expanding performance at progressively lower prices contributes to the ease of market entry. The industry is presently undergoing a platform shift from the personal computer to cloud and mobile computing. This shift further lowers barriers to entry and poses a disruptive challenge to established software companies. The design software market is characterized by vigorous competition in each of the vertical markets in which we compete, both from existing competitors and by entry of new competitors with innovative technologies. Competition is increasingly enhanced by consolidation of companies with complementary products and technologies and the possibility that competitors in one vertical segment may enter other vertical segments that we serve. In addition, some of our competitors in certain markets have greater financial, technical, sales and marketing, and other resources than we do. Because of these and other factors, competitive conditions in these industries are likely to continue to intensify in the future. Increased competition could result in price reductions, reduced net revenue and profit margins, and loss of market share, any of which could harm our business. See Item 1A, “Risk Factors,” for further discussion of risks regarding competition.

We believe that our future results depend largely upon our ability to better serve customers by offering new products, including cloud and mobile computing products, whether by internal development or acquisition, and to continue to provide existing product offerings that compete favorably with respect to ease of use, reliability, performance, range of useful features, continuing product enhancements, reputation, price, and training.

INTELLECTUAL PROPERTY AND LICENSES

We maintain an active program to legally protect our investment in technology through intellectual property rights. We protect our intellectual property through a combination of patent, copyright, trademark and trade secret protections, confidentiality procedures, and contractual provisions. The nature and extent of legal protection associated with each such intellectual property right depends on, among other things, the type of intellectual property right and the given jurisdiction in which such right arises. We believe that our intellectual property rights are valuable and important to our business, including each of our segments.

Nonetheless, our intellectual property rights may not be successfully asserted in the future or may be invalidated, circumvented or challenged. In addition, the laws and enforcement of the laws of various foreign countries where our products are distributed do not protect our intellectual property rights to the same extent as U.S. laws. Enforcement of intellectual property rights against alleged infringers can sometimes lead to costly litigation and counterclaims. Our inability to protect our proprietary information could harm our business.

From time to time, we receive claims alleging infringement of a third party's intellectual property rights, including patents. Disputes involving our intellectual property rights or those of another party have in the past and may in the future lead to, among other things, costly litigation or product shipment delays, which could harm our business.

We retain ownership of software we develop. Desktop software is licensed to users pursuant to 'click through' or signed license agreements containing restrictions on duplication, disclosure, and transfer. Cloud software and associated services are provided to users pursuant to on-line or signed terms of service agreements containing restrictions on access and use.

We believe that because of the limitations of laws protecting our intellectual property and the rapid, ongoing technological changes in both the computer hardware and software industries, we must rely principally upon software engineering and marketing skills to continually maintain and enhance our competitive market position.

While we have recovered some revenue resulting from the unauthorized use of our software products, we are unable to measure the full extent to which piracy of our software products exists. We believe, however, that software piracy is and can be expected to be a persistent problem that negatively impacts our revenue and financial results. We believe that our transition from perpetual use software licenses to a subscription-based business model combined with the change from desktop to cloud-based computing will shift the incentives and means by which software is pirated.

In addition, through various licensing arrangements, we receive certain rights to intellectual property of others. We expect to maintain current licensing arrangements and to secure licensing arrangements in the future, as needed and to the extent available on reasonable terms and conditions, to support continued development and sales of our products and services. Some of these licensing arrangements require or may require royalty payments and other licensing fees. The amount of these payments and fees may depend on various factors, including but not limited to: the structure of royalty payments, offsetting considerations, if any, and the degree of use of the licensed technology.

See Item 1A, "Risk Factors," for further discussion of risks related to protecting our intellectual property.

PRODUCTION AND SUPPLIERS

The production of our AEC, MFG, PSEB, and certain M&E software products and services involves duplication or hosting of software media. As we progress through our business model transition, the way that we deliver software has evolved. For certain cloud-based products, we use a combination of co-located hosting facilities as well as infrastructure-as-a-service providers like Amazon Web Services. For other products, we offer customers an electronic software download option for both initial product fulfillment as well as product updates for maintenance subscribers. Customers who choose electronic fulfillment receive the latest version of the software from our vendor's secure servers. Customers may also obtain our software through media such as DVDs and USB flash drives available from multiple sources. The purchase of media and the transfer of the software programs onto media for distribution to customers are performed by us and by licensed subcontractors. Packaging materials are produced to our specifications by outside sources. Production is performed in leased facilities operated by independent third-party contractors. To date, we have not experienced any material difficulties or delays in the production of our software and documentation.

EMPLOYEES

As of January 31, 2016, we employed approximately 9,500 people. None of our employees in the United States are represented by a labor union. In certain foreign countries, our employees are represented by work councils. We have never experienced any work stoppages and believe our employee relations are good. Reliance upon employees in other countries entails various risks and changes in these foreign countries, such as government instability or regulation unfavorable to foreign-owned businesses, which could negatively impact our business in the future. In February 2016, we announced a restructuring plan that will result in the termination of approximately 10% of the Company's workforce, or approximately 925 employees, in fiscal 2017. Through the restructuring, we seek to reduce expenses, streamline the organization, and reallocate resources to align more closely with the Company's needs going forward.

ACQUISITIONS

Over the past three years, we acquired new technology or supplemented our technology by purchasing businesses or technology related assets focused in specific markets or industries. For the fiscal years ended January 31, 2016, 2015, and 2014, we acquired a number of companies and technology related assets, some of which were accounted for as business combinations. The following were key acquisitions for fiscal years 2016, 2015, and 2014:

Date of closing	Company	Details
November 2015	netfabb GmbH ("netfabb")	The acquisition of netfabb GmbH ("netfabb") provides Autodesk with software solutions that reduce production costs and increase efficiency in 3D printing and additive manufacturing. netfabb was integrated, and the related goodwill has been assigned to, Autodesk's PSEB reportable segment.
June 2014	Shotgun Software Inc. ("Shotgun")	The acquisition of Shotgun provides a cloud-based production management solution that enables digital studios to track, schedule, review, and collaborate on projects and images. Shotgun was integrated, and the related goodwill has been assigned to, Autodesk's M&E reportable segment.
May 2014	Within Technologies Limited ("Within")	The acquisition of Within will accelerate Autodesk's development of tools and technologies for advanced manufacturing, including 3D printing. Within was integrated into, and the related goodwill has been assigned to, Autodesk's PSEB reportable segment.
February 2014	Delcam plc ("Delcam")	The acquisition of Delcam provides Autodesk a range of design, manufacturing and inspection software that enables automated CADCAM solutions for a variety of industries, ranging from aerospace to toys and sports equipment. Delcam was integrated into, and the related goodwill has been assigned to, Autodesk's MFG reportable segment.
November 2013	Graitec SA ("Graitec")	The acquisition of Graitec (including Graitec's Advance Steel and Advance Concrete product lines, and associated employees) enhanced Autodesk's offerings for structural engineering and expanded our portfolio of technology for BIM for structural fabrication and detailing. Graitec was integrated into Autodesk's AEC segment.

BACKLOG

We typically ship products shortly after receipt of an order, which is common in the software industry. Our backlog consists of current software license product orders which have not yet shipped. The category of current software license product orders which we have not yet shipped consists of orders from customers with approved credit status for currently available software products.

Backlog was $31.4 million at January 31, 2016 compared to $40.4 million at January 31, 2015. The actual amount of backlog at any particular time may not be a meaningful indicator of future business prospects as this amount is impacted by a number of factors not related to future trends or events such as the order fulfillment process, the method of software delivery or the linearity of our business within the fiscal period.

GLOSSARY OF TERMS

ARR (Annualized Recurring Revenue)—Represents the annualized value of our average monthly recurring revenue for the preceding three months. The "maintenance" captures ARR relating to traditional maintenance attached to perpetual licenses, including Delcam. The "new model" captures ARR relating to desktop, cloud services, enterprise, and Shotgun product offerings. Recurring revenue acquired with the acquisition of a business may cause variability in the comparison of this calculation.

ARPS (Annualized Revenue Per Subscription)—Is calculated by dividing our annualized recurring revenue by total subscriptions.

Billings—Amounts billed to customers during the current fiscal period net of any partner incentives, hedge gains or other discounts.

BIM (Building Information Modeling)—BIM describes a model-based technology linked with a database of project information, and is the process of generating and managing information throughout the life cycle of a building. BIM is used as a digital representation of the building process to facilitate exchange and interoperability of information in digital formats.

Constant currency growth rates—We attempt to represent the changes in the underlying business operations by eliminating fluctuations caused by changes in foreign currency exchange rates as well as eliminating hedge gains or losses recorded within the current and comparative periods. Our constant currency methodology removes all hedging gains and losses from the calculation.

Flagship—Autodesk flagship products are our core design products. Flagship includes the following products: 3ds Max, AutoCAD, AutoCAD LT, AutoCAD vertical products (such as AutoCAD Architecture and Mechanical), Civil 3D, Inventor products (individual), Map 3D, Maya, and Revit products (individual).

License and Other revenue—License and other revenue consists of two components: product license revenue and other revenue. Product license revenue includes software license revenue from the sale of seat licenses, term-based licenses from our desktop subscription and enterprise offerings, and product revenue for Creative Finishing. Other revenue includes revenue from consulting, training, Autodesk Developers Network and Creative Finishing customer support, and is recognized over time, as the services are performed.

Maintenance—Our maintenance program provides our customers with a cost effective and predictable budgetary option to obtain the productivity benefits of our new releases and enhancements when and if released during the term of their contracts. Under our maintenance program, customers are eligible to receive unspecified upgrades when and if available, downloadable training courses and online support. We recognize maintenance revenue over the term of the agreements, generally between one and three years.

New and Adjacent—Autodesk new and adjacent products include Autodesk's new product offerings as well as products that are not included in flagship or suites. New and adjacent includes the following services and products: Autodesk Alias Design products, Autodesk 360 products, Autodesk Consulting, Autodesk Simulation, Autodesk Simulation Multiphysics, Autodesk Buzzsaw, Autodesk CF Design, Autodesk Constructware, Autodesk Consumer products, Autodesk Creative Finishing products, Delcam products, Autodesk Moldflow products, Autodesk Navisworks, Autodesk Scaleform, Autodesk Vault products, and all other products.

Product Innovation Platform—Represents a single connected ecosystem advancing the way products are designed, made, and used. The Autodesk Product Innovation Platform enables companies to take advantage of the rapid changes taking place in manufacturing.

Recurring Revenue—Represents the revenue for the period from our maintenance, desktop, cloud services and enterprise license offerings, including portions of revenue allocated to license & other revenue for those offerings. It excludes revenue from Autodesk Consulting Services, and subscription revenue related to education offerings, consumer product offerings, select Creative Finishing product offerings, Autodesk Buzzsaw, Autodesk Constructware, and third party products. Recurring revenue acquired with the acquisition of a business is captured and may cause variability in the comparison of this calculation.

Suites—Autodesk design suites are a combination of products that target a specific user objective (product design, building design, etc.) and support a set of workflows for that objective. Our current design and creation suites include: AutoCAD Design Suite, Autodesk Building Design Suite, Autodesk Entertainment Creation Suite, Autodesk Factory Design Suite, Autodesk Infrastructure Design Suite, Autodesk Plant Design Suite, and Autodesk Product Design Suite.

Subscription revenue—Autodesk subscription revenue consists of three components: (1) maintenance revenue from our software products; (2) maintenance revenue from our term-based desktop subscription and enterprise offerings; and (3) revenue from our cloud service offerings.

Total Subscriptions—Consists of subscriptions from our maintenance, desktop, cloud service and enterprise license offerings that are active and paid as of the quarter end date. For certain cloud-based and enterprise license offerings, subscriptions represent the monthly average activity reported within the last three months of the quarter end date. Total subscriptions do not include data from education offerings, consumer product offerings, select Creative Finishing product offerings, Autodesk Buzzsaw, Autodesk Constructware, and third party products. Subscriptions acquired with the acquisition of a business are captured once the data conforms to our subscription count methodology and when added, may cause variability in the comparison of this calculation. New model subscriptions consist of desktop, cloud service and enterprise license offerings, and subscriptions from Autodesk Shotgun product offerings. Maintenance subscriptions consist of maintenance subscriptions and subscriptions from Autodesk Delcam product offerings.

ITEM 1A. RISK FACTORS

We operate in a rapidly changing environment that involves significant risks, a number of which are beyond our control. In addition to the other information contained in this Form 10-K, the following discussion highlights some of these risks and the possible impact of these factors on our business, financial condition, and future results of operations. If any of the following risks actually occur, our business, financial condition, or results of operations may be adversely impacted, causing the trading price of our common stock to decline. In addition, these risks and uncertainties may impact the "forward-looking" statements described elsewhere in this Form 10-K and in the documents incorporated herein by reference. They could affect our actual results of operations, causing them to differ materially from those expressed in "forward-looking" statements.

Global economic and political conditions may further impact our business, financial results and financial condition.

As our business has expanded globally, we have increasingly become subject to risks arising from adverse changes in global economic and political conditions. The past several years were characterized by weak global economic conditions, volatile credit markets, volatile exchange rates, relatively high unemployment, increased government deficit spending and debt levels, uncertainty about certain governments' abilities to repay such debt or to address certain fiscal issues, and volatility in many financial instrument markets. If economic growth in countries where we do business slows, such as in Japan or in emerging economies, or if such countries experience further economic recessions, customers may delay or reduce technology purchases. This could result in reductions in sales of our products and services, longer sales cycles and slower adoption of our technologies.

Over the past several years, many of our customers have experienced tighter credit, negative financial news and weaker financial performance of their businesses and have reduced their workforces, thereby reducing the number of licenses and the number of maintenance contracts they purchase from us. In addition, a number of our customers rely, directly and indirectly, on government spending. Current debt balances of many countries without proportionate increases in revenues have caused many countries to reduce spending and in some cases have forced those countries to restructure their debt in an effort to avoid defaulting under those obligations. This has not only impacted those countries but others that are holders of such debt and those assisting in such restructuring.

These actions may impact, and over the past several years have negatively impacted, our business, financial results and financial condition. Moreover, our financial performance may be negatively impacted by:

- lack of credit available to and the insolvency of key channel partners, which may impair our distribution channels and cash flows;
- counterparty failures negatively impacting our treasury functions, including timely access to our cash reserves and third-party fulfillment of hedging transactions;
- counterparty failures negatively affecting our insured risks;
- inability of banks to honor our existing line of credit, which could increase our borrowing expenses or eliminate our ability to obtain short-term financing; and
- decreased borrowing and spending by our end users on small and large projects in the industries we serve, thereby reducing demand for our products.

Uncertainty about current and future economic and political conditions on us, our customers and partners, makes it difficult for us to forecast operating results and to make decisions about future investments.

Further macro-economic degradation, a slower economic recovery in industries important to our business or adverse exchange rate movements, may adversely affect our business, financial results and financial condition.

If we fail to successfully manage our business model transition to cloud-based products and more flexible product licenses, our results of operations could be negatively impacted.

To address the industry transition from personal computer to cloud, mobile, and social computing, we have accelerated our move to the cloud and are offering more flexible product licenses. To support our transition, we discontinued licensing upgrades effective March 6, 2015, discontinued selling new perpetual licenses of most individual software products effective February 1, 2016, and plan to discontinue selling new perpetual licenses of suites effective

August 1, 2016. As a result, we expect to derive an increasing portion of our revenues in the future from subscriptions. This subscription model prices and delivers our products in a way that differs from the historical perpetual pricing and delivery methods. These changes reflect a significant shift from perpetual license sales and distribution of our software in favor of providing our customers the right to access certain of our software in a hosted environment or use downloaded software for a specified subscription period. During our transition, revenue, billings, gross margin, operating margin, net income (loss), earnings (loss) per share, deferred revenue, and cash flow from operations will be impacted as more revenue is recognized ratably rather than up front and as new offerings bring a wider variety of price points.

Our ability to achieve our financial objectives is subject to risks and uncertainties. The new offerings require a considerable investment of technical, financial, legal, and sales resources, and a scalable organization. Market acceptance of such offerings is affected by a variety of factors, including but not limited to: security, reliability, performance, current license terms, customer preference, social/community engagement, customer concerns with entrusting a third party to store and manage their data, public concerns regarding privacy and the enactment of restrictive laws or regulations. Whether our business model transition will prove successful and will accomplish our business and financial objectives is subject to numerous uncertainties, including but not limited to: customer demand, attach and renewal rates, channel acceptance, our ability to further develop and scale infrastructure, our ability to include functionality and usability in such offerings that address customer requirements, tax and accounting implications, pricing, and our costs. In addition, the metrics we use to gauge the status of our business model transition may evolve over the course of the transition as significant trends emerge. If we are unable to successfully establish these new offerings and navigate our business model transition in light of the foregoing risks and uncertainties, our results of operations could be negatively impacted.

Our strategy to develop and introduce new products and services exposes us to risks such as limited customer acceptance, costs related to product defects, and large expenditures, each of which may not result in additional net revenue or could result in decreased net revenue.

Rapid technological changes, as well as changes in customer requirements and preferences, characterize the software industry. Just as the transition from mainframes to personal computers transformed the industry 30 years ago, we believe our industry is undergoing a similar transition from the personal computer to cloud, mobile, and social computing. Customers are also reconsidering the manner in which they license software products, which requires us to constantly evaluate our business model and strategy. In response, we are focused on providing solutions to enable our customers to be more agile and collaborative on their projects. We are also developing consumer products for digital art, personal design and creativity, and home design. We devote significant resources to the development of new technologies. In addition, we frequently introduce new business models or methods that require a considerable investment of technical and financial resources such as our introduction of flexible license and service offerings. It is uncertain whether these strategies will prove successful or whether we will be able to develop the necessary infrastructure and business models more quickly than our competitors. We are making such investments through further development and enhancement of our existing products and services, as well as through acquisitions of new product lines. Such investments may not result in sufficient revenue generation to justify their costs and could result in decreased net revenue. If we are not able to meet customer requirements, either with respect to our software or hardware products or the manner in which we provide such products, or if we are not able to adapt our business model to meet our customers' requirements, our business, financial condition or results of operations may be adversely impacted.

In particular, a critical component of our growth strategy is to have customers of our AutoCAD and AutoCAD LT products expand their portfolios to include our other offerings and cloud-based services. We want customers using individual Autodesk products to expand their portfolio with our other offerings and cloud-based services, and we are taking steps to accelerate this migration. At times, sales of licenses of our AutoCAD and AutoCAD LT or individual Autodesk flagship products have decreased without a corresponding increase in suites product or cloud-based services revenue or without purchases of customer seats to our suites. Should this continue, our results of operations will be adversely affected. Also, adoption of our cloud and mobile computing offerings and changes in the delivery of our software and services to our customers, such as desktop subscription (formally referred to as rental) offerings, will change the way in which we recognize revenue relating to our software and services, with a potential negative impact on our financial performance. The accounting impact of these offerings and other business decisions are expected to result in an increase in the percentage of our ratable revenue, as well as recurring revenue, making for a more predictable business over time, while potentially reducing our upfront perpetual revenue stream.

Our executive management team must act quickly, continuously, and with vision, given the rapidly changing customer expectations and technology advancements inherent in the software industry, the extensive and complex efforts required to create useful and widely accepted products and the rapid evolution of cloud computing, mobile devices, new computing platforms, and other technologies, such as consumer products. Although we have articulated a strategy that we believe will fulfill these challenges, if we fail to execute properly on that strategy or adapt that strategy as market conditions evolve, we may fail to meet our customers' expectations, fail to compete with our competitors' products and technology, and lose the confidence of our channel partners and employees. This in turn could adversely affect our business and financial performance.

Our entry into 3D printing presents many of the risks described above concerning developing and introducing new products as well as new risks for us. The manufacturing and 3D printing markets are highly competitive and some of our competitors have superior experience and resources to us. We have limited experience designing, developing, and selling hardware products and no experience developing and selling printers. The market for 3D printing is nascent and may not develop as rapidly as we expect. Our sale of 3D printers could subject us to product and other liability that we do not currently face. If any of these risks materialize, it could adversely affect our business and financial performance as well as our reputation and brand.

Revenue from our offerings may be difficult to predict during our business model transition.

The discontinuance of our perpetual licenses for most individual software products on February 1, 2016 and for perpetual suites on August 1, 2016 will result in the loss of future up-front licensing revenue. This also will freeze growth of our maintenance subscription revenue because there will be no further opportunities to attach maintenance licensing once we cease the sale of suites licenses. We expect our maintenance subscription revenue to decline over time, but it may decline more quickly than anticipated due to low maintenance renewals. At the same time, our new model subscription revenue may not grow as rapidly as anticipated. Our new model subscription pricing allows customers to use our offerings at a lower initial cost when compared to the sale of a perpetual license. Although our new model subscriptions are designed to increase the number of customers who purchase offerings and create a recurring revenue stream that is more predictable over time, it creates risks related to the timing of revenue recognition and expected reductions in cash flows in the near term.

We may not be able to predict subscription renewal rates and their impact on our future revenue and operating results.

Our customers are not obligated to renew their subscriptions for our offerings, and they may elect not to renew. We cannot assure renewal rates, or the mix of subscriptions renewals. Customer renewal rates may decline or fluctuate due to a number of factors, including offering pricing, competitive offerings, customer satisfaction, and reductions in customer spending levels or customer activity due economic downturns or financial markets uncertainty. If our customers do not renew their subscriptions or if they renew on less favorable terms, our revenues may decline.

Actions that we are taking to restructure our business in alignment with our business model transition strategy may be costly and may not be as effective as anticipated.

During the first quarter of fiscal 2017, we commenced a company-wide restructuring plan to accelerate the Company's move to the cloud and its transition to a subscription-based business model. Through the restructuring, we seek to reduce expenses, streamline the organization, and reallocate resources to align more closely with the Company's needs going forward. As a result of these actions, we have incurred and will incur additional costs in the short term that have the effect of reducing our operating margins. If we are unable to realize the expected outcomes from the restructuring efforts, our business and operating results may be harmed.

Our software is highly complex and may contain undetected errors, defects or vulnerabilities, each of which could harm our business and financial performance.

The software products that we offer are complex, and despite extensive testing and quality control, may contain errors, defects or vulnerabilities. Some errors, defects and vulnerabilities in our software products may only be discovered after the product or service has been released. Any errors, defects or vulnerabilities could result in the need for corrective releases to our software products, damage to our reputation, loss of revenue, an increase in product returns or lack of market acceptance of our products, any of which would likely harm our business and financial performance.

We are dependent on international revenue and operations, exposing us to significant regulatory, global economic, intellectual property, collections, currency exchange rate, taxation, political instability and other risks, which could adversely impact our financial results.

We are dependent on our international operations for a significant portion of our revenue. International net revenue represented 68% and 71% of our net revenue in fiscal 2016 and 2015, respectively. Our international revenue, including that from emerging economies, is subject to general economic and political conditions in foreign markets, including conditions in foreign markets resulting from economic and political conditions in the U.S. Our revenue is also impacted by the relative geographical and country mix of our revenue over time. At times, these factors adversely impact our international revenue, and consequently our business as a whole. Our dependency on international revenue makes us much more exposed to global economic and political trends, which can negatively impact our financial results, even if our results in the U.S. are strong for a particular period. Further, a significant portion of our earnings from our international operations may not be freely transferable to the U.S. due to remittance restrictions, adverse tax consequences or other factors. Our intent is that amounts related to foreign earnings permanently reinvested outside the U.S. will remain outside the U.S., and we will meet our U.S. liquidity needs through ongoing cash flows, external borrowings (such as our 2012 and 2015 Notes), or both. However, if, in the future, amounts held by foreign subsidiaries are needed to fund our operations in the U.S., or to service our external borrowings, the repatriation of such amounts to the U.S. could result in a significant incremental tax liability in the period in which the decision to repatriate occurs and payment of any such tax liability would reduce the cash available to fund our operations.

We anticipate that our international operations will continue to account for a significant portion of our net revenue, and, as we expand our international development, sales and marketing expertise, will provide significant support to our overall efforts in countries outside of the U.S. Risks inherent in our international operations include:

- economic volatility;
- fluctuating currency exchange rates, including risks related to any hedging activities we undertake;
- unexpected changes in regulatory requirements and practices;
- delays resulting from difficulty in obtaining export licenses for certain technology;
- different purchase patterns as compared to the developed world;
- tariffs, quotas, and other trade barriers and restrictions;
- operating in locations with a higher incidence of corruption and fraudulent business practices, particularly in emerging economies;
- increasing enforcement by the U.S. under the Foreign Corrupt Practices Act, adoption of stricter anti-corruption laws in certain countries, including the United Kingdom;
- difficulties in staffing and managing foreign sales and development operations;
- local competition;
- longer collection cycles for accounts receivable;
- potential changes in tax laws, including possible U.S. and foreign tax law changes that, if enacted, could significantly impact how multinational companies are taxed;
- tax arrangements with foreign governments, including our ability to meet and renew the terms of those tax arrangements;
- laws regarding the management of and access to data and public networks;
- possible future limitations upon foreign owned businesses;
- increased financial accounting and reporting burdens and complexities;

- inadequate local infrastructure;
- greater difficulty in protecting intellectual property;
- software piracy; and
- other factors beyond our control, including popular uprisings, terrorism, war, natural disasters, and diseases.

Some of our business partners also have international operations and are subject to the risks described above. Even if we are able to successfully manage the risks of international operations, our business may be adversely affected if our business partners are not able to successfully manage these risks.

Existing and increased competition and rapidly evolving technological changes may reduce our revenue and profits.

The software industry has limited barriers to entry, and the availability of computing devices with continually expanding performance at progressively lower prices contributes to the ease of market entry. The industry is presently undergoing a platform shift from the personal computer to cloud and mobile computing. This shift further lowers barriers to entry and poses a disruptive challenge to established software companies. The markets in which we compete are characterized by vigorous competition, both by entry of competitors with innovative technologies and by consolidation of companies with complementary products and technologies. In addition, some of our competitors in certain markets have greater financial, technical, sales and marketing, and other resources. Furthermore, a reduction in the number and availability of compatible third-party applications, or our inability to rapidly adapt to technological and customer preference changes, including those related to cloud computing, mobile devices, and new computing platforms, may adversely affect the sale of our products. Because of these and other factors, competitive conditions in the industry are likely to intensify in the future. Increased competition could result in price reductions, reduced net revenue and profit margins and loss of market share, any of which would likely harm our business.

We are exposed to fluctuations in currency exchange rates that could negatively impact our financial results and cash flows.

Because we conduct a substantial portion of our business outside the U.S. and we make certain business and resource decisions based on assumptions about foreign currency, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve and economic conditions change, and they could have a material adverse impact on our financial results and cash flows.

We use derivative instruments to manage a portion of our cash flow exposure to fluctuations in foreign currency exchange rates. As part of our risk management strategy, we use foreign currency contracts to manage a portion of our exposures of underlying assets, liabilities, and other obligations, which exist as part of our ongoing business operations. These foreign currency instruments have maturities that extend for one to twelve months in the future, and provide us with some protection against currency exposures. However, our attempts to hedge against these risks may not be completely successful, resulting in an adverse impact on our financial results.

The fluctuations of currencies in which we conduct business can both increase and decrease our overall revenue and expenses for any given fiscal period. Although our foreign currency cash flow hedge program extends beyond the current quarter in order to reduce our exposure to foreign currency volatility, we do not attempt to completely mitigate this risk, and in any case, will incur transaction fees in adopting such hedging programs. Such volatility, even when it increases our revenues or decreases our expenses, impacts our ability to accurately predict our future results and earnings.

A breach of security in our products, services or computer systems may compromise the integrity of our products or services, harm our reputation, create additional liability and adversely impact our financial results.

We make significant efforts to maintain the security and integrity of our source code and computer systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. These threats include but are not limited to identity theft, unauthorized access, DNS attacks, wireless network attacks, viruses and worms, advanced persistent threat (APT), application centric attacks, peer-to-peer attacks, phishing, backdoor trojans and distributed denial of service (DDoS) attacks. Any of the foregoing could attack our products, services or computer systems. Despite significant efforts to create security barriers to such programs, it is virtually impossible for us to entirely eliminate this risk. Like all software, our software is vulnerable to cyber attacks. In the past, hackers have targeted our software, and they may do so in the future. The impact of cyber attacks could disrupt the proper functioning of our software products or services, cause errors in the output of our customers' work, allow unauthorized access to sensitive, proprietary or confidential information of ours or our customers, and other destructive outcomes. Moreover, as we continue to invest in new lines of consumer products and services we are exposed to increased security risks and the potential for unauthorized access to, or improper use of, the information of our consumer users. If any of the foregoing were to occur, our reputation may suffer, customers may stop buying our products or services, we could face lawsuits and potential liability, and our financial performance could be negatively impacted.

Changes in laws or regulations related to the Internet, local data storage or related to privacy and data security concerns may impact our business or expose us to increased liability.

The future success of our business depends upon the continued use of the Internet as a primary medium for commerce, communication, and business applications. Federal, state, or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting data privacy and the transmission of certain types of content using the Internet. For example, the State of California has adopted legislation requiring operators of commercial websites and mobile applications that collect personal information from California residents to conspicuously post and comply with privacy policies that satisfy certain requirements. Several other U.S. states have adopted legislation requiring companies to protect the security of personal information that they collect from consumers over the Internet, and more states may adopt similar legislation in the future. Additionally, the Federal Trade Commission has used its authority under Section 5 of the Federal Trade Commission Act to bring actions against companies for failing to maintain adequate security for personal information collected from consumers over the Internet and for failing to comply with privacy-related representations made to Internet users. The U.S. Congress has at various times proposed federal legislation intended to protect the privacy of Internet users and the security of personal information collected from Internet users that would impose additional compliance burdens upon companies collecting personal information from Internet users, and the U.S. Congress may adopt such legislation in the future. The European Union also has adopted various directives regulating data privacy and security and the transmission of content using the Internet involving residents of the European Union, including those directives known as the Data Protection Directive, the E-Privacy Directive, and the Privacy and Electronic Communications Directive, and may adopt similar directives in the future. Other countries, including Canada and several Latin American and Asian countries, have constitutional protections for, or have adopted legislation protecting, individuals' personal information. Additionally, some federal, state, or foreign governmental bodies have established laws that seek to censor the transmission of certain types of content over the Internet or require that individuals be provided with the ability to permanently delete all electronic personal information, such as the German Multimedia Law of 1997 and the California “Eraser law” for minors. Additionally, some foreign governmental bodies (such as Russia and China) have established laws or have proposed laws that seek to require local data storage.

In addition, new laws and industry self-regulatory codes have been enacted and more are being considered that may affect our ability to reach current and prospective customers, to understand how our products and services are being used, to respond to customer requests allowed under the laws, and to implement our new business models effectively. These new laws and regulations would similarly affect our competitors as well as our customers.

Given the variety of global privacy and data protection regimes, it is possible we may find ourselves subject to inconsistent obligations. For instance, the USA Patriot Act is considered by some to be in conflict with certain directives of the European Union. Situations such as these require that we make prospective determinations regarding compliance with conflicting regulations. Increased enforcement of existing laws and regulations, as well as any laws, regulations or changes that may be adopted or implemented in the future, could limit the growth of the use of public cloud applications or communications generally, result in a decline in the use of the Internet and the viability of Internet-based applications, and require us to implement of additional technological safeguards.

In addition, in October 2015 the European Court of Justice issued a ruling immediately invalidating the U.S.-EU Safe Harbor Framework, which facilitated personal data transfers to the U.S. in compliance with applicable EU data protection laws. In February of 2016, The European Commission and the United States agreed on a new framework for transatlantic data flows: the EU-US Privacy Shield. Autodesk is currently awaiting additional guidance from European regulators on how the EU-US Privacy Shield will be implemented. We continue to comply with the previous Safe Harbor principles and rely on other legal mechanisms for data transfers.

Increasing regulatory focus on privacy issues could impact our new business models and expose us to increased liability.

Governments, privacy advocates and class action attorneys are increasingly scrutinizing how companies collect, process, use, store, share or transmit personal data. Any perception of our practices or products as an invasion of privacy, whether or not consistent with current regulations and industry practices, may subject us to public criticism, class action lawsuits, reputational harm or claims by regulators, industry groups or other third parties, all of which could disrupt our business and expose us to increased liability.

We rely on third-parties to provide us with a number of operational services, including hosting and delivery and certain of our customer services and other operations and processing of data; any interruption or delay in service from these third parties, breaches of security or privacy could expose us to liability, harm our reputation and adversely impact our financial performance.

We rely on hosted computer services from third parties for services that we provide our customers and computer operations for our internal use. As we gather customer data and host certain customer data in third-party facilities, a security breach could compromise the integrity or availability or result in the theft of customer data. In addition, our operations could be negatively affected in the event of a security breach, and we could be subject to the loss or theft of confidential or proprietary information, including source code.

Unauthorized access to this data may be obtained through break-ins, breaches of our secure networks by unauthorized parties, employee theft or misuse, or other misconduct. We rely on a number of third party suppliers in the operation of our business for the provision of various services and materials that we use in the operation of our business and production of our products. We may from time to time rely on a single or limited number of suppliers, or upon suppliers in a single country, for these services or materials. The inability of such third parties to satisfy our requirements could disrupt our business operations or make it more difficult for us to implement our business strategy. If any of these situations were to occur, our reputation could be harmed, we could be subject to third party liability, including under data protection and privacy laws in certain jurisdictions, and our financial performance could be negatively impacted.

If we do not maintain good relationships with the members of our distribution channel, or achieve anticipated levels of sell-through, our ability to generate revenue will be adversely affected. If our distribution channel suffers financial losses, becomes financially unstable or insolvent, or is not provided the right mix of incentives to sell our products, our ability to generate revenue will be adversely affected.

We sell our software products both directly to end-users and through a network of distributors and resellers. For fiscal 2016 and fiscal 2015, approximately 79% and 83% of our revenue was derived from indirect channel sales through distributors and resellers and we expect that the majority of our revenue will continue to be derived from indirect channel sales in the future. Our ability to effectively distribute our products depends in part upon the financial and business condition of our distributor and reseller network. Computer software distributors and resellers typically are not highly capitalized, have previously experienced difficulties during times of economic contraction and experienced difficulties during the past several years. We have processes to ensure that we assess the creditworthiness of distributors and resellers prior to our sales to them. In the past we have taken steps to support them, and may take additional steps in the future, such as extending credit terms and providing temporary discounts. These steps, if taken, could harm our financial results. If our distributors and resellers were to become insolvent, they would not be able to maintain their business and sales, or provide customer support services, which would negatively impact our business and revenue.

We rely significantly upon major distributors and resellers in both the U.S. and international regions, including the distributor Tech Data Corporation and its global affiliates ("Tech Data"). Tech Data accounted for 25% of our total net revenue for both fiscal 2016 and 2015, respectively. Although we believe that we are not substantially dependent on Tech Data, if Tech Data were to experience a significant disruption with its business or if our relationship with Tech Data were to significantly deteriorate, it is possible that our ability to sell to end users would be, at least temporarily, negatively impacted. This could in turn negatively impact our financial results.

Over time, we have modified and will continue to modify aspects of our relationship with our distributors and resellers, such as their incentive programs, pricing to them and our distribution model to motivate and reward them for aligning their businesses with our strategy and business objectives. Changes in these relationships and underlying programs could negatively impact their business and harm our business. In addition, the loss of or a significant reduction in business with those distributors or resellers or the failure to achieve anticipated levels of sell-through with any one of our major international distributors or large resellers could harm our business. In particular, if one or more of such distributors or resellers were unable to meet their obligations with respect to accounts payable to us, we could be forced to write off such accounts and may be required to delay the recognition of revenue on future sales to these customers. These events could have a material adverse effect on our financial results.

A significant portion of our revenue is generated through maintenance revenue; decreases in maintenance renewal rates would negatively impact our future revenue and financial results.

Our maintenance customers have no obligation to attach maintenance to their initial license or renew their maintenance contract after the expiration of their initial maintenance period, which is typically one year. The discontinuance of our perpetual licenses for most individual software products on February 1, 2016 and for perpetual suites on August 1, 2016 will result in the loss of future maintenance attach opportunities and freeze maintenance growth. Once we discontinue new perpetual suites we expect customers' renewal rates will decline or fluctuate over time as a result of a number of factors, including the overall global economy, the health of their businesses, and the perceived value of the maintenance program. If our customers do not renew their maintenance contract for our products, our maintenance revenue will decline and our financial results will suffer.

We recognize maintenance revenue ratably over the term of the maintenance contracts, which is predominantly one year, but may also range up to five years. Decreases in maintenance billings will negatively impact future maintenance revenue, however future maintenance revenue will also be impacted by other factors such as the amount, timing and mix of contract terms of future billings.

Our financial results fluctuate within each quarter and from quarter to quarter making our future revenue and financial results difficult to predict.

Our quarterly financial results have fluctuated in the past and will continue to do so in the future. These fluctuations could cause our stock price to change significantly or experience declines. We also provide investors with quarterly and annual financial forward-looking guidance that could prove to be inaccurate as a result of these fluctuations. In addition to the other factors described in this Part I, Item 1A, some of the factors that could cause our financial results to fluctuate include:

- general market, economic, business, and political conditions in particular geographies, including Europe, APAC, and emerging economies;
- failure to produce sufficient revenue, billings or subscription growth, and profitability;
- failure to achieve anticipated levels of customer acceptance to our business model transition, including the impact of the end of upgrades and perpetual licenses;
- weak or negative growth in one or more of the industries we serve, including AEC, manufacturing, and digital media and entertainment markets;
- restructuring or other accounting charges and unexpected costs or other operating expenses;
- changes in revenue recognition or other accounting guidelines employed by us and/or established by the Financial Accounting Standards Board or other rule-making bodies;
- fluctuations in foreign currency exchange rates and the effectiveness of our hedging activity;
- failure to achieve and maintain cost reductions and productivity increases;
- dependence on and the timing of large transactions;
- changes in product mix, pricing pressure or changes in product pricing;
- changes in billings linearity;
- the ability of governments around the world to adopt fiscal policies, meet their financial and debt obligations, and to finance infrastructure projects;

- lower growth or contraction of our maintenance program;
- failure to expand our AutoCAD and AutoCAD LT customer base to related design products and services;
- our inability to rapidly adapt to technological and customer preference changes, including those related to cloud computing, mobile devices, new computing platforms, and 3D printing;
- the timing of the introduction of new products by us or our competitors;
- the success of new business or sales initiatives and increasing our portfolio of product suites;
- the financial and business condition of our reseller and distribution channels;
- failure to accurately predict the impact of acquired businesses or to identify and realize the anticipated benefits of acquisitions, and successfully integrate such acquired businesses and technologies;
- perceived or actual technical or other problems with a product or combination of products;
- unexpected or negative outcomes of matters and expenses relating to litigation or regulatory inquiries;
- increases in cloud services-related expenses;
- security breaches and potential financial penalties to customers and government entities;
- timing of additional investments in the development of our platform or deployment of our services;
- timing of product releases and retirements;
- changes in tax laws or regulations, tax arrangements with foreign governments or accounting rules, such as increased use of fair value measures;
- changes in sales compensation practices;
- failure to effectively implement our copyright legalization programs, especially in developing countries;
- failure to achieve sufficient sell-through in our channels for new or existing products;
- renegotiation or termination of royalty or intellectual property arrangements;
- interruptions or terminations in the business of our consultants or third-party developers;
- the timing and degree of expected investments in growth and efficiency opportunities;
- failure to achieve continued success in technology advancements;
- catastrophic events or natural disasters;
- regulatory compliance costs;
- potential goodwill impairment charges related to prior acquisitions;
- failure to appropriately estimate the scope of services under consulting arrangements; and
- adjustments arising from ongoing or future tax examinations.

We have also experienced fluctuations in financial results in interim periods in certain geographic regions due to seasonality or regional economic or political conditions. In particular, our financial results in Europe during our third quarter are usually affected by a slower summer period, and our Asia Pacific operations typically experience seasonal slowing in our third and fourth quarters.

Our operating expenses are based in part on our expectations for future revenue and are relatively fixed in the short term. Accordingly, any revenue shortfall below expectations has had, and in the future could have, an immediate and significant adverse effect on our profitability. Greater than anticipated expenses or a failure to maintain rigorous cost controls would also negatively affect profitability.

Our business could suffer as a result of risks, costs, charges and integration risks associated with strategic acquisitions and investments.

We regularly acquire or invest in businesses, software products and technologies that are complementary to our business through acquisitions, strategic alliances or equity or debt investments. The risks associated with such acquisitions include, among others, the difficulty of assimilating products, operations and personnel, inheriting liabilities such as intellectual property infringement claims, the failure to realize anticipated revenue and cost projections, the requirement to test and assimilate the internal control processes of the acquired business in accordance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, and the diversion of management's time and attention. For example, we face risks relating to our fiscal 2017 integration of our Delcam subsidiaries, which previously operated autonomously.

In addition, such acquisitions and investments involve other risks such as:

- the inability to retain customers, key employees, vendors, distributors, business partners, and other entities associated with the acquired business;
- the potential that due diligence of the acquired business or product does not identify significant problems;
- exposure to litigation or other claims in connection with, or inheritance of claims or litigation risk as a result of, an acquisition, including but not limited to, claims from terminated employees, customers, or other third parties;
- the potential for incompatible business cultures;
- significant higher than anticipated transaction or integration-related costs;
- potential additional exposure to fluctuations in currency exchange rates; and
- the potential impact on relationships with existing customers, vendors, and distributors as business partners as a result of acquiring another business.

We may not be successful in overcoming such risks, and such acquisitions and investments may negatively impact our business. In addition, such acquisitions and investments have in the past and may in the future contribute to potential fluctuations in our quarterly financial results. These fluctuations could arise from transaction-related costs and charges associated with eliminating redundant expenses or write-offs of impaired assets recorded in connection with acquisitions and investments. These costs or charges could negatively impact our financial results for a given period, cause quarter to quarter variability in our financial results or negatively impact our financial results for several future periods.

Because we derive a substantial portion of our net revenue from a small number of products, including our AutoCAD-based software products and suites, if these products are not successful, our revenue will be adversely affected.

We derive a substantial portion of our net revenue from sales of licenses of a limited number of our products, including AutoCAD software, products based on AutoCAD, which include our suites that serve specific markets and products that are interoperable with AutoCAD. Any factor adversely affecting sales of these products, including the product release cycle, market acceptance, product competition, performance and reliability, reputation, price competition, economic and market conditions and the availability of third-party applications, would likely harm our financial results. During fiscal 2016 and 2015, combined revenue from our AutoCAD and AutoCAD LT products, not including suites having AutoCAD or AutoCAD LT as a component, represented 24% and 28% of our total net revenue, respectively.

If we are not able to adequately protect our proprietary rights, our business could be harmed.

We rely on a combination of patent, copyright and trademark laws, trade secret protections, confidentiality procedures and contractual provisions to protect our proprietary rights. Despite such efforts to protect our proprietary rights, unauthorized parties from time to time have copied aspects of our software products or have obtained and used information that we regard as proprietary. Policing unauthorized use of our software products is time-consuming and costly. We are unable to measure the extent to which piracy of our software products exists and we expect that software piracy will remain a persistent problem, particularly in emerging economies. Furthermore, our means of protecting our proprietary rights may not be adequate.

Additionally, we actively protect the secrecy of our confidential information and trade secrets, including our source code. If unauthorized disclosure of our source code occurs, we could potentially lose future trade secret protection for that source code. The loss of future trade secret protection could make it easier for third-parties to compete with our products by copying functionality, which could adversely affect our financial performance and our reputation. We also seek to protect our confidential information and trade secrets through the use of non-disclosure agreements with our customers, contractors, vendors and partners. However, it is possible that our confidential information and trade secrets may be disclosed or published without our authorization. If this were to occur, it may be difficult and/or costly for us to enforce our rights, and our financial performance and reputation could be negatively impacted.

We may face intellectual property infringement claims that could be costly to defend and result in the loss of significant rights.

As more software patents are granted worldwide, the number of products and competitors in our industry segments grows and the functionality of products in different industry segments overlaps, we expect that software product developers will be increasingly subject to infringement claims. Infringement or misappropriation claims have in the past been, and may in the future be, asserted against us, and any such assertions could harm our business. Additionally, certain patent holders without products have become more aggressive in threatening and pursuing litigation in attempts to obtain fees for licensing the right to use patents. Any such claims or threats, whether with or without merit, have been and could in the future be time-consuming to defend, result in costly litigation and diversion of resources, cause product shipment delays or require us to enter into royalty or licensing agreements. In addition, such royalty or license agreements, if required, may not be available on acceptable terms, if at all, which would likely harm our business.

From time to time we realign or introduce new business and sales initiatives; if we fail to successfully execute and manage these initiatives, our results of operations could be negatively impacted.

As part of our effort to accommodate our customers' needs and demands and the rapid evolution of technology, we from time to time evolve our business and sales initiatives such as realigning our development and marketing organizations, and expanding our portfolio of suites and our offering of software as a service, and realigning our internal resources in an effort to improve efficiency. We may take such actions without clear indications that they will prove successful, and at times, we have been met with short-term challenges in the execution of such initiatives. Market acceptance of any new business or sales initiative is dependent on our ability to match our customers' needs at the right time and price. Often we have limited prior experience and operating history in these new areas of emphasis. If any of our assumptions about expenses, revenue or revenue recognition principles from these initiatives proves incorrect, or our attempts to improve efficiency are not successful, our actual results may vary materially from those anticipated, and our financial results will be negatively impacted.

If we fail to remediate the material weakness identified in our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 or are unable to implement and maintain effective internal control over financial reporting in the future, the accuracy and timeliness of our financial and operating reporting may be adversely affected and could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

In connection with the preparation of our Condensed Consolidated Financial Statements for the fiscal quarter ended October 31, 2015, our management concluded that a material weakness exists in our internal control over financial reporting related to our controls over the technical review of our reconciliation of our deferred tax accounts and the effective tax rate. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Management initiated remediation plans including the following:

- enhancing our technical accounting review for complex income tax considerations;
- enhancing our income tax controls to include specific activities to ensure proper classification of deferred taxes;
- supplementing our accounting and tax professionals with the engagement of an internationally recognized accounting firm to assist us in the technical review regarding the application of tax rules around deferred tax assets and liabilities; and
- assessed and reorganized the structure of our tax function to enhance the level of documentation, technical oversight and review

There can be no assurance that our remedial measures will be sufficient to address the material weakness or that our internal control over financial reporting will not be subject to additional material weaknesses in the future. If the remedial measures that we take are insufficient to address our material weakness or if additional material weaknesses or significant deficiencies in our internal control are discovered or occur in the future, our Condensed Consolidated Financial Statements may contain material misstatements, and we could be required to restate our financial results. Additionally, we may encounter problems or delays in implementing any changes necessary for management to make a favorable assessment of our internal control over financial reporting. If we cannot favorably assess the effectiveness of our internal control over financial reporting, investors could lose confidence in our financial reports and the price of our common stock could decline.

Net revenue, billings, earnings or subscriptions shortfalls or the volatility of the market generally may cause the market price of our stock to decline.

The market price for our common stock has experienced significant fluctuations and may continue to fluctuate significantly. The market price for our common stock may be affected by a number of factors, including the other factors described in this Part I, Item 1A and the following:

- shortfalls in our expected financial results, including net revenue, billings, earnings, subscriptions, or other key performance metrics;
- results and future projections related to our business model transition, including the impact of the end of upgrades and perpetual licenses;
- quarterly variations in our or our competitors' results of operations;
- general socio-economic, political or market conditions;
- changes in estimates of future results or recommendations or confusion on the part of analysts and investors about the short-term and long-term impact to our business resulting from our business model transition;
- uncertainty about certain governments' abilities to repay debt or effect fiscal policy;
- the announcement of new products or product enhancements by us or our competitors;
- unusual events such as significant acquisitions, divestitures, regulatory actions, and litigation;
- changes in laws, rules, or regulations applicable to our business;
- outstanding debt service obligations; and
- other factors, including factors unrelated to our operating performance, such as instability affecting the economy or the operating performance of our competitors.

Significant changes in the price of our common stock could expose us to costly and time-consuming litigation. Historically, after periods of volatility in the market price of a company's securities, a company becomes more susceptible to securities class action litigation. This type of litigation is often expensive and diverts management's attention and resources.

Our business could be adversely affected if we are unable to attract and retain key personnel.

Our success and ability to invest and grow depend largely on our ability to attract and retain highly skilled technical, professional, managerial, sales, and marketing personnel. Historically, competition for these key personnel has been intense. The loss of services of any of our key personnel (including key personnel joining our company through acquisitions), the inability to retain and attract qualified personnel in the future, or delays in hiring required personnel, particularly engineering and sales personnel, could make it difficult to meet key objectives, such as timely and effective product introductions and financial goals.

Our investment portfolio consists of a variety of investment vehicles in a number of countries that are subject to interest rate trends, market volatility, and other economic factors. If general economic conditions decline, this could cause the credit ratings of our investments to deteriorate, illiquidity in the financial marketplace, and we may experience a decline in interest income, and an inability to sell our investments, leading to impairment in the value of our investments.

It is our policy to invest our cash, cash equivalents and marketable securities in highly liquid instruments with, and in the custody of, financial institutions with high credit ratings and to limit the amounts invested with any one institution, type of security and issuer. However, we are subject to general economic conditions, interest rate trends and volatility in the financial marketplace that can affect the income that we receive from our investments, the net realizable value of our investments (including our cash, cash equivalents and marketable securities) and our ability to sell them. In the U.S., for example, the yields on our portfolio securities are very low due to general economic conditions. Any one of these factors could reduce our investment income, or result in material charges, which in turn could impact our overall net income (loss) and earnings (loss) per share.

From time to time we make direct investments in privately held companies. Privately held company investments are considered inherently risky. The technologies and products these companies have under development are typically in the early stages and may never materialize, which could result in a loss of all or a substantial part of our initial investment in these companies. The evaluation of privately held companies is based on information that we request from these companies, which is not subject to the same disclosure regulations as U.S. publicly traded companies, and as such, the basis for these evaluations is subject to the timing and accuracy of the data received from these companies.

A loss on any of our investments may cause us to record an other-than-temporary impairment charge. The effect of this charge could impact our overall net income (loss) and earnings (loss) per share. In any of these scenarios, our liquidity may be negatively impacted, which in turn may prohibit us from making investments in our business, taking advantage of opportunities and potentially meeting our financial obligations as they come due.

We are subject to legal proceedings and regulatory inquiries, and we may be named in additional legal proceedings or become involved in regulatory inquiries in the future, all of which are costly, distracting to our core business and could result in an unfavorable outcome, or a material adverse effect on our business, financial condition, results of operations, cash flows or the trading prices for our securities.

We are involved in legal proceedings and receive inquiries from regulatory agencies. As the global economy has changed and our business has evolved, we have seen an increase in litigation activity and regulatory inquiries. Like many other high technology companies, the number and frequency of inquiries from U.S. and foreign regulatory agencies we have received regarding our business and our business practices, and the business practices of others in our industry, have increased in recent years. In the event that we are involved in significant disputes or are the subject of a formal action by a regulatory agency, we could be exposed to costly and time consuming legal proceedings that could result in any number of outcomes. Any claims or regulatory actions initiated by or against us, whether successful or not, could result in expensive costs of defense, costly damage awards, injunctive relief, increased costs of business, fines or orders to change certain business practices, significant dedication of management time, diversion of significant operational resources, or otherwise harm our business. In any of these cases, our financial results, results of operations, cash flows or the trading prices for our securities could be negatively impacted.

Changes in existing financial accounting standards or practices, or taxation rules or practices may adversely affect our results of operations.

Changes in existing accounting or taxation rules or practices, new accounting pronouncements or taxation rules, or varying interpretations of current accounting pronouncements or taxation practice could have a significant adverse effect on our results of operations or the manner in which we conduct our business. Further, such changes could potentially affect our reporting of transactions completed before such changes are effective.

For example, the U.S.-based Financial Accounting Standards Board ("FASB") is currently working together with the International Accounting Standards Board ("IASB") on several projects to further align accounting principles and facilitate more comparable financial reporting between companies who are required to follow U.S. Generally Accepted Accounting Principles ("GAAP") under SEC regulations and those who are required to follow International Financial Reporting Standards ("IFRS") outside of the U.S. These efforts by the FASB and IASB may result in different accounting principles under GAAP that may result in materially different financial results for us in areas including, but not limited to principles for recognizing revenue and lease accounting.

It is not clear if or when these potential changes in accounting principles may become effective, whether we have the proper systems and controls in place to accommodate such changes and the impact that any such changes may have on our consolidated financial position, results of operations and cash flows. In addition, as we evolve and change our business and sales models, we are currently unable to determine how these potential changes may impact our new models, particularly in the area of revenue recognition.

We are investing in resources to update and improve our information technology systems. Should our investments not succeed, or if delays or other issues with new or existing internal technology systems disrupt our operations, our business model transition could be compromised and our business could be harmed.

We rely on our network and data center infrastructure, technology systems and our websites for our development, marketing, operational, support, sales, accounting and financial reporting activities. We continually invest resources to update and improve these systems and environments in order to meet the growing and evolving requirements of our business and customers. In particular, our transition to cloud-based products and a subscription only business model requires considerable investment in the development of technologies, and back office systems for technical, financial, compliance and sales resources to enable a scalable organization.

Such improvements are often complex, costly and time consuming. In addition, such improvements can be challenging to integrate with our existing technology systems, or uncover problems with our existing technology systems. Unsuccessful implementation of hardware or software updates and improvements could result in disruption in our business operations, loss of revenue, errors in our accounting and financial reporting or damage to our reputation and compromise our business model transition.

In preparing our financial statements we make certain assumptions, judgments and estimates that affect amounts reported in our consolidated financial statements, which, if not accurate, may significantly impact our financial results.

We make assumptions, judgments and estimates for a number of items, including the fair value of financial instruments, goodwill, long-lived assets and other intangible assets, the realizability of deferred tax assets and the fair value of stock awards. We also make assumptions, judgments and estimates in determining the accruals for employee related liabilities including commissions, bonuses, and sabbaticals; and in determining the accruals for uncertain tax positions, partner incentive programs, product returns reserves, allowances for doubtful accounts, asset retirement obligations and legal contingencies. These assumptions, judgments and estimates are drawn from historical experience and various other factors that we believe are reasonable under the circumstances as of the date of the consolidated financial statements. Actual results could differ materially from our estimates, and such differences could significantly impact our financial results.

Our financial results could be negatively impacted if our tax positions are overturned by tax authorities.

We are a U.S.-based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. Our effective tax rate is primarily based on our expected geographic mix of earnings, statutory rates, intercompany transfer pricing, and enacted tax rules. Significant judgment is required in determining our effective tax rate and in evaluating our tax positions on a worldwide basis. We believe our tax positions, including intercompany transfer pricing policies, are consistent with the tax laws in the jurisdictions in which we conduct our business. It is possible that these positions may be overturned by jurisdictional tax authorities and may have a significant impact on our effective tax rate.

We rely on third party technologies and if we are unable to use or integrate these technologies, our product and service development may be delayed and our financial results negatively impacted.

We rely on certain software that we license from third parties, including software that is integrated with internally developed software and used in our products to perform key functions. These third-party software licenses may not continue to be available on commercially reasonable terms, and the software may not be appropriately supported, maintained or enhanced by the licensors. The loss of licenses to, or inability to support, maintain and enhance any such software could result in increased costs, or in delays or reductions in product shipments until equivalent software can be developed, identified, licensed and integrated, which would likely harm our business.

Disruptions with licensing relationships and third party developers could adversely impact our business.

We license certain key technologies from third parties. Licenses may be restricted in the term or the use of such technology in ways that negatively affect our business. Similarly, we may not be able to obtain or renew license agreements for key technology on favorable terms, if at all, and any failure to do so could harm our business.

Our business strategy has historically depended in part on our relationships with third-party developers who provide products that expand the functionality of our design software. Some developers may elect to support other products or may experience disruption in product development and delivery cycles or financial pressure during periods of economic downturn. In particular markets, such disruptions have in the past, and would likely in the future, negatively impact these third-party developers and end users, which could harm our business.

Additionally, technology created by outsourced product development, whether outsourced to third parties or developed externally and transferred to us through business or technology acquisitions, have certain additional risks such as effective integration into existing products, adequate transfer of technology know-how and ownership and protection of transferred intellectual property.

As a result of our strategy of partnering with other companies for product development, our product delivery schedules could be adversely affected if we experience difficulties with our product development partners.

We partner with certain independent firms and contractors to perform some of our product development activities. We believe our partnering strategy allows us to, among other things, achieve efficiencies in developing new products and maintaining and enhancing existing product offerings. Our partnering strategy creates a dependency on such independent developers. Independent developers, including those who currently develop products for us in the U.S. and throughout the world, may not be able or willing to provide development support to us in the future. In addition, use of development resources through consulting relationships, particularly in non-U.S. jurisdictions with developing legal systems, may be adversely impacted by, and expose us to risks relating to, evolving employment, export and intellectual property laws. These risks could, among other things, expose our intellectual property to misappropriation and result in disruptions to product delivery schedules.

Our business may be significantly disrupted upon the occurrence of a catastrophic event.

Our business is highly automated and relies extensively on the availability of our network and data center infrastructure, our internal technology systems and our websites. We also rely on hosted computer services from third parties for services that we provide to our customers and computer operations for our internal use. The failure of our systems or hosted computer services due to a catastrophic event, such as an earthquake, fire, flood, tsunami, weather event, telecommunications failure, power failure, cyber attack or war, could adversely impact our business, financial results and financial condition. We have developed disaster recovery plans and maintain backup systems in order to reduce the potential impact of a catastrophic event, however there can be no assurance that these plans and systems would enable us to return to normal business operations. In addition, any such event could negatively impact a country or region in which we sell our products. This could in turn decrease that country's or region's demand for our products, thereby negatively impacting our financial results.

If we were required to record an impairment charge related to the value of our long-lived assets, or an additional valuation allowance against our deferred tax assets, our results of operations would be adversely affected.

Our long-lived assets are tested for impairment if indicators of impairment exist. If impairment testing shows that the carrying value of our long-lived assets exceeds their estimated fair values, we would be required to record a non-cash impairment charge, which would decrease the carrying value of our long-lived assets, as the case may be, and our results of operations would be adversely affected. Our deferred tax assets include net operating loss and tax credit carryforwards that can be used to offset taxable income and reduce income taxes payable in future periods. Each quarter, we assess the need for a valuation allowance, considering both positive and negative evidence to determine whether all or a portion of the deferred tax assets are not more likely than not to be realized and determined during our second quarter of fiscal 2016 that our U.S. deferred tax assets were no longer more likely than not to be realized. Changes in the amount of the valuation allowance could result in a material noncash expense or benefit in the period in which the valuation allowance is adjusted and our results of operations could be materially affected. We will continue to perform these tests and any future adjustments may have a material effect on our financial condition and results of operations.

We issued $1.5 billion aggregate principal amount of unsecured notes in debt offerings and have an existing $400.0 million revolving credit facility, and expect to incur other debt in the future, which may adversely affect our financial condition and future financial results.

In December 2012, we issued 1.95% notes due December 15, 2017 in an aggregate principal amount of $400.0 million and 3.6% notes due December 15, 2022 in an aggregate principal amount of $350.0 million. In June 2015, we issued 3.125% notes due June 15, 2020 in an aggregate principal amount of $450.0 million and 4.375% notes due June 15, 2025 in an aggregate principal amount of $300.0 million. As the debt matures, we will have to expend significant resources to either repay or refinance these notes. If we decide to refinance the notes, we may be required to do so on different or less favorable terms or we may be unable to refinance the notes at all, both of which may adversely affect our financial condition.

We also have a $400.0 million revolving credit facility. As of January 31, 2016, we had no outstanding borrowings on the line of credit. Although we have no current plans to borrow under this credit facility, we may use the proceeds of any future borrowing for general corporate purposes, or for future acquisitions or expansion of our business. Our existing and future levels of indebtedness may adversely affect our financial condition and future financial results by, among other things:

- increasing our vulnerability to adverse changes in general economic, industry and competitive conditions;
- requiring the dedication of a greater than expected portion of our expected cash from operations to service our indebtedness, thereby reducing the amount of expected cash flow available for other purposes, including capital expenditures and acquisitions; and
- limiting our flexibility in planning for, or reacting to, changes in our business and our industry.

We are required to comply with the covenants set forth in our unsecured notes and revolving credit facility. Our ability to comply with these covenants may be affected by events beyond our control. If we breach any of the covenants and do not obtain a waiver from the note holders or lenders, then, subject to applicable cure periods, any outstanding indebtedness may be declared immediately due and payable. In addition, changes by any rating agency to our credit rating may negatively impact the value and liquidity of our securities. Under certain circumstances, if our credit ratings are downgraded or other negative action is taken, the interest rate payable by us under our revolving credit facility could increase. Downgrades in our credit ratings could also restrict our ability to obtain additional financing in the future and could affect the terms of any such financing.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

We lease 2,043,000 square feet of office space in 143 locations in the United States and internationally through our foreign subsidiaries. In addition, we own 107,000 square feet of office space in six locations internationally through our foreign subsidiaries. Our executive offices and corporate headquarters are located in leased office space in San Rafael, California. Our San Rafael facilities consist of 220,000 square feet under leases that have expiration dates ranging from December 2017 to December 2019. We and our foreign subsidiaries lease additional space in various locations throughout the world for local sales, product development, and technical support personnel. In February 2016, we announced a restructuring plan that will result in the consolidation of certain leased facilities.

All facilities are in good condition. Our facilities, excluding those in restructuring, are operating at capacities averaging 82% occupancy worldwide as of January 31, 2016. We believe that our existing facilities and offices are adequate to meet our requirements for the foreseeable future. See Note 8, "Commitments and Contingencies," in the Notes to Consolidated Financial Statements for more information about our lease commitments.

ITEM 3. LEGAL PROCEEDINGS

We are involved in a variety of claims, suits, investigations, and proceedings in the normal course of business activities including claims of alleged infringement of intellectual property rights, commercial, employment, piracy prosecution, business practices, and other matters. In our opinion, resolution of pending matters is not expected to have a material adverse impact on our consolidated results of operations, cash flows, or financial position. Given the unpredictable nature of legal proceedings, there is a reasonable possibility that an unfavorable resolution of one or more such proceedings could in the future materially affect our results of operations, cash flows, or financial position in a particular period, however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Select Market under the symbol ADSK. The following table lists the intraday high and low sales prices for each quarter in the last two fiscal years.

	High	Low
Fiscal 2016		
First Quarter	$ 65.00	$ 53.02
Second Quarter	59.42	49.50
Third Quarter	55.82	42.06
Fourth Quarter	65.78	45.04
Fiscal 2015		
First Quarter	$ 58.68	$ 44.76
Second Quarter	57.59	46.09
Third Quarter	58.75	48.38
Fourth Quarter	63.00	53.89

Dividends

We did not declare any cash or stock dividends in either fiscal 2016 or fiscal 2015. We anticipate that, for the foreseeable future, we will not pay any cash or stock dividends.

Stockholders

As of January 31, 2016, the number of common stockholders of record was 458. Because many of our shares of common stock are held by brokers or other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by the record holders.

Issuer Purchases of Equity Securities

Autodesk's stock repurchase program is largely to help offset the dilution from the issuance of stock under our employee stock plans and for such other purposes as may be in the interests of Autodesk and its stockholders, and has the effect of returning excess cash generated from our business to stockholders. The number of shares acquired and the timing of the purchases are based on several factors, including general market and economic conditions, the number of employee stock option exercises and restricted stock unit issuances, the trading price of Autodesk common stock, cash on hand and available in the United States, cash requirements for acquisitions, and Company defined trading windows. During the three and twelve months ended January 31, 2016, we repurchased 1.6 million and 8.5 million shares, respectively, of our common stock. At January 31, 2016, 6.3 million shares remained available for repurchase under the repurchase program approved by the Board of Directors. This program does not have a fixed expiration date. See Note 9, "Stockholders' Equity," in the Notes to Consolidated Financial Statements for further discussion.

The following table provides information about the repurchase of common stock in open-market transactions during the quarter ended January 31, 2016:

(Shares in millions)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs(2)
November 1- November 30	0.2	$ 62.95	0.2	7.7
December 1 - December 31	1.3	62.16	1.3	6.4
January 1 - January 31	0.1	59.84	0.1	6.3
Total	1.6	$ 62.16	1.6	

(1) Represents shares purchased in open-market transactions under the stock repurchase program approved by the Board of Directors.
(2) These amounts correspond to the plan approved by the Board of Directors in June 2012 that authorizes the repurchase of 30.0 million shares. The plan does not have a fixed expiration date.

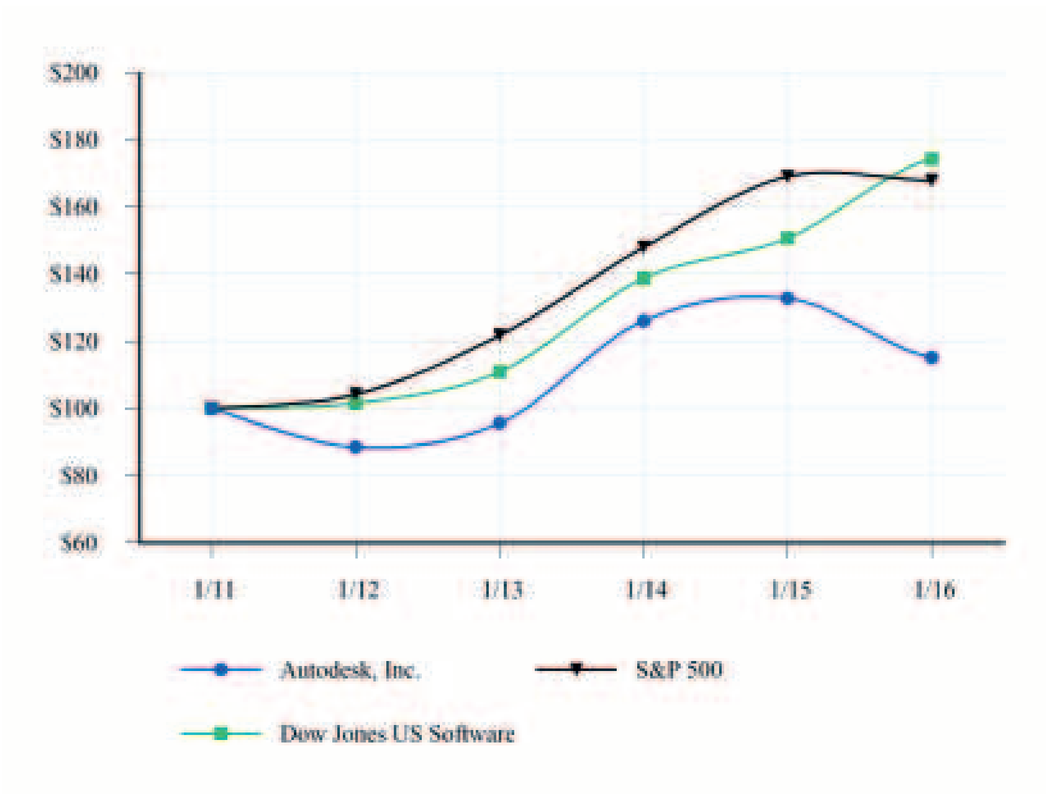
Sales of Unregistered Securities

There were no sales of unregistered securities during the three months ended January 31, 2016.

Company Stock Performance

The following graph shows a five-year comparison of cumulative total return (equal to dividends plus stock appreciation) for our Common Stock, the Standard & Poor's 500 Stock Index, and the Dow Jones U.S. Software Index. The following graph and related information will not be deemed to be "soliciting material" or to be "filed" with the SEC, nor will such information be incorporated by reference into any filing pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into such filing.

Comparison of Five Year Cumulative Total Stockholder Return (1)



(1) Assumes $100 invested on January 31, 2011, in Autodesk's stock, the Standard & Poor's 500 Stock Index, and the Dow Jones U.S. Software Index, with reinvestment of all dividends. Total stockholder returns for prior periods are not an indication of future investment returns.

ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data is not necessarily indicative of results of future operations, and should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the consolidated financial statements and related notes thereto included in Item 8 of this Form 10-K to fully understand factors that may affect the comparability of the information presented below. The financial data for the fiscal years ended January 31, 2016 and 2015 are derived from, and are qualified by reference to, the audited consolidated financial statements that are included in this Form 10-K. The Consolidated Statement of Operations and the Consolidated Statement of Cash Flows data for the year ended January 31, 2014 are derived from, and are qualified by reference to, the audited consolidated financial statements that are included in this Form 10-K. The Consolidated Balance Sheet data for the fiscal year ended January 31, 2014 and the remaining financial data for the fiscal years ended January 31, 2013 and 2012 are derived from audited, consolidated financial statements which are not included in this Form 10-K.

	Fiscal year ended January 31,				
	2016	2015	2014	2013	2012
	(In millions, except per share data)				
For the Fiscal Year:					
Net revenue	$ 2,504.1	$ 2,512.2	$ 2,273.9	$ 2,312.2	$ 2,215.6
Income from operations	1.3	120.7	284.8	305.9	355.6
Net (loss) income	(330.5)	81.8	228.8	247.4	285.3
Cash flow from operations	414.0	708.1	563.5	559.1	573.5
Common Stock Data:					
Basic net (loss) income per share	$ (1.46)	$ 0.36	$ 1.02	$ 1.09	$ 1.25
Diluted net (loss) income per share	(1.46)	0.35	1.00	1.07	1.22
Dividends paid per share	—	—	—	—	—
At Year End:					
Total assets (1)	$ 5,515.3	$ 4,909.7	$ 4,589.9	$ 4,302.4	$ 3,227.8
Long-term liabilities	2,304.7	1,294.5	1,262.0	1,221.5	390.8
Stockholders' equity	1,619.6	2,219.2	2,261.5	2,043.2	1,882.9

(1) Effective in the second quarter of fiscal 2016, Autodesk elected to retrospectively adopt ASU 2015-03, regarding Subtopic 835-30 "Interest - Imputation of Interest". The adoption resulted in the reclassification of debt issuance costs from other assets to a reduction of long term notes payable, net for the prior periods presented.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion in our MD&A and elsewhere in this Form 10-K contains trend analyses and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are any statements that look to future events and consist of, among other things, our business strategies, including those discussed in "Strategy" and "Overview of Fiscal 2015" and "Business Outlook" below, anticipated future net revenue, future GAAP and non-GAAP net (loss) income per share, operating margin, operating expenses, billings, annualized recurring revenue, annualized revenue per subscription, other future financial results (by product type and geography) and subscriptions, the effectiveness of our efforts to successfully manage transitions to new business models and markets, our expectations regarding the continued transition of our business model, our ability to increase our subscription base, expected market trends, including the growth of cloud, mobile, and social computing, the effect of unemployment and availability of credit, our expectations for our restructuring, the effects of mixed global economic conditions, the effects of revenue recognition, our backlog, expected trends in certain financial metrics, including expenses, the impact of acquisitions and investment activities, expectations regarding our cash needs, the effects of fluctuations in exchange rates and our hedging activities on our financial results, our ability to successfully expand adoption of our products, our ability to gain market acceptance of new businesses and sales initiatives, our ability to successfully increase sales of product suites as part of our overall sales strategy, the impact of economic volatility and geopolitical activities in certain countries, particularly emerging economy countries, and the effects of potential non-cash charges on our financial results and the resulting effect on our financial results. In addition, forward-looking statements also consist of statements involving expectations regarding product capability and acceptance, continuation of our stock repurchase program, remediations to our controls environment, statements regarding our liquidity and short-term and long-term cash requirements, as well as statements involving trend analyses and statements including such words as "may," "believe," "could," "anticipate," "would," "might," "plan," "expect," and similar expressions or the negative of these terms or other comparable terminology. These forward-looking statements speak only as of the date of this Annual Report on Form 10-K and are subject to business and economic risks. As such, our actual results could differ materially from those set forth in the forward-looking statements as a result of the factors set forth above in Item 1A, "Risk Factors," and in our other reports filed with the U.S. Securities and Exchange Commission. We assume no obligation to update the forward-looking statements to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

Strategy

Autodesk's vision is to help people imagine, design, and create a better world. We do this by developing software and services for the world's designers, architects, engineers, digital artists, professionals, and non-professionals alike—the people who imagine, design, and create the world's products, buildings, infrastructure, films, and games. Autodesk serves professional customers in three primary markets: architecture, engineering, and construction; manufacturing; and digital media and entertainment.

Our goal is to provide our customers with the world's most innovative, and engaging design software and services. Our product and services portfolio allows our customers to digitally visualize, simulate, and analyze their projects, helping them to better understand the consequences of their design decisions; save time, money, and resources; and become more innovative.

Autodesk was founded during the platform transition from mainframes and engineering workstations to personal computers. We developed and sustained a compelling value proposition based upon desktop software for the personal computer. Just as the transition from mainframes to personal computers transformed the industry over 30 years ago, we believe our industry is undergoing a similar transition from the personal computer to cloud, mobile, and social computing. To address this transition we have accelerated our move to the cloud and mobile devices and are offering more flexible licensing. For example, Autodesk BIM 360, PLM 360, Fusion 360, and AutoCAD360 Pro, some of our cloud based offerings, provide tools, including mobile and social capabilities, to help streamline design, collaboration, and data management processes. We believe that customer adoption of these new offerings will continue to grow as customers across a range of industries begin to take advantage of the scalable computing power and flexibility provided through these new services.

Our strategy is to lead the industries we serve to cloud based technologies and business models. This entails both a technological shift and a business model shift. We now have term-based license offerings, including desktop subscriptions, for certain products and flexible enterprise offerings. These offerings are designed to give our customers even more flexibility with how they use our products and service offerings and to address new types of customers such as project-based users and small businesses. As part of this transition, we discontinued licensing upgrades effective March 6, 2015, discontinued selling new perpetual licenses of most individual software products effective February 1, 2016, and plan to discontinue selling new perpetual licenses of suites effective August 1, 2016.

With the discontinuation of the sale of most perpetual licenses, we are accelerating our transition away from selling a hybrid of perpetual licenses and term-based offerings toward a single subscription model. During the transition, billings, revenue, gross margin, operating margin, earnings (loss) per share, deferred revenue, and cash flow from operations will be impacted as more revenue is recognized ratably rather than up front and as new offerings bring a wider variety of price points.

As we progress through the business model transition, billings and reported revenue will become less relevant to measure the success of the business as perpetual license sales are discontinued in favor of subscription offerings, which have considerably lower up-front prices. Annualized recurring revenue ("ARR") and subscription additions will better reflect business momentum and provide additional transparency into the transition. To further analyze progress, we will also disaggregate our growth in these metrics between the original maintenance subscription model ("maintenance") and the new desktop, cloud and mobile, and enterprise flexible license agreements ("new model"). We expect maintenance subscriptions to peak as perpetual license sales end this year, and we expect them to decline slowly over time.

Another key element of our strategy is increasing our global penetration. Emerging economies, such as Brazil, Russia, India, and China, represent a construction and manufacturing opportunity. Emerging economies face many of the challenges that our design technology can help address, including infrastructure build-out and innovative design and manufacturing. However, conducting business in these countries presents significant challenges, including economic volatility, geopolitical risk, local competition, limited intellectual property protection, poorly developed business infrastructure, scarcity of talent, software piracy, and different purchase patterns as compared to the developed world. We believe that our move to the new model increases the number of potential markets for Autodesk. By connecting all of the participants in the process of designing and making things, we can sell new offerings into the construction and manufacturing spaces. In fiscal 2016, revenue from emerging economies decreased 4% as compared to fiscal 2015 and represented 15% of our total net revenue for both fiscal 2016 and fiscal 2015, respectively.

Today, complex challenges such as globalization, urbanization, and sustainable design are driving our customers to new levels of performance and competitiveness, and we are committed to helping them address those challenges and take advantage of new opportunities. To achieve these goals, we are capitalizing on two of our strongest competitive advantages: our ability to bring advanced technology to mainstream markets, and the breadth and depth of our product portfolio.

We bring powerful new design capabilities to volume markets. Our products are designed to be easy-to-learn and use, and to provide customers with a low cost of deployment, a low total cost of access to our software offerings, and a rapid return on investment. In addition, our software architecture allows for extensibility and integration with other products. The breadth of our technology and product line gives us a unique competitive advantage because it allows our customers to address a wide variety of problems in ways that transcend industry and disciplinary boundaries. This is particularly important in helping our customers address the complex challenges mentioned above. We also believe that our technological leadership and global brand recognition have positioned us well for long-term growth and industry leadership.

In addition to the competitive advantages afforded by our technology, our large global network of distributors, resellers, third-party developers, customers, educational institutions, educators, and students is a key competitive advantage. This network of partners and relationships provides us with a broad and deep reach into volume markets around the world. Our distributor and reseller network is extensive and provides our customers with the resources to purchase, deploy, learn, and support our products quickly and easily. We have a significant number of registered third-party developers who create products that work well with our products and extend them for a variety of specialized applications.

Autodesk is committed to helping fuel a lifelong passion for design in students of all ages. We offer free educational licenses of Autodesk software worldwide to students, educators, and educational institutions. In fiscal 2016, we initiated Project Ignite, a free and open learning platform delivering a unique package of technology, learning content, and services created specifically for the classroom. The Project Ignite learning platform additionally offers classroom bundles, which include hardware such as 3D printers and electronics kits along with professional development and training services to help educators. Through Autodesk Design Academy, we provide secondary and postsecondary school markets hundreds of standards-aligned class projects to support design-based disciplines in Science, Technology, Engineering, Digital Arts, and Math (STEAM) while using Autodesk's professional-grade 3D design, engineering and entertainment software used in industry. Beginning in the second quarter of fiscal 2016, we have also made Autodesk Design Academy curricula available on iTunes U. Our intention is to make Autodesk software ubiquitous and the design software of choice for those poised to become the next generation of professional users.

Our strategy includes improving our product functionality and expanding our product offerings through internal development as well as through the acquisition of products, technology, and businesses. Acquisitions often increase the speed at which we can deliver product functionality to our customers; however, they entail cost and integration challenges and may, in certain instances, negatively impact our operating margins. We continually review these trade-offs in making decisions regarding acquisitions. We currently anticipate that we will continue to acquire products, technology, and businesses as compelling opportunities become available.

Our strategy depends upon a number of assumptions to successfully make the transition toward new cloud and mobile platforms, including the related technology and business model shifts; making our technology available to mainstream markets; leveraging our large global network of distributors, resellers, third-party developers, customers, educational institutions, and students; improving the performance and functionality of our products; and adequately protecting our intellectual property. If the outcome of any of these assumptions differs from our expectations, we may not be able to implement our strategy, which could potentially adversely affect our business. For further discussion regarding these and related risks see Part I, Item 1A, “Risk Factors.”

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements are prepared in conformity with U.S. generally accepted accounting principles. In preparing our Consolidated Financial Statements, we make assumptions, judgments, and estimates that can have a significant impact on amounts reported in our Consolidated Financial Statements. We base our assumptions, judgments, and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. We regularly reevaluate our assumptions, judgments, and estimates. Our significant accounting policies are described in Note 1, “Business and Summary of Significant Accounting Policies,” in the Notes to Consolidated Financial Statements. We believe that of all our significant accounting policies, the following policies involve a higher degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

Revenue Recognition. We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable, and collection is probable. However, determining whether and when some of these criteria have been satisfied often involves assumptions and judgments that can have a significant impact on the timing and amount of revenue we report.

For multiple element arrangements containing only software and software-related elements, we allocate the sales price among each of the deliverables using the residual method, under which revenue is allocated to undelivered elements based on our vendor-specific objective evidence (“VSOE”) of fair value. VSOE is the price charged when an element is sold separately or a price set by management with the relevant authority. If we do not have VSOE of an undelivered software license, we defer revenue recognition on the entire sales arrangement until all elements for which we do not have VSOE are delivered. If we do not have VSOE for undelivered maintenance or services, the revenue for the arrangement is recognized over the longest contractual service period in the arrangement. We are required to exercise judgment in determining whether VSOE exists for each undelivered element based on whether our pricing for these elements is sufficiently consistent.

For multiple elements arrangements involving non-software elements, including cloud subscription services, our revenue recognition policy is based upon the accounting guidance contained in ASC 605, *Revenue Recognition*. For these arrangements, we first allocate the total arrangement consideration based on the relative selling prices of the software group of elements as a whole and to the non-software elements. We then further allocate consideration within the software group to the respective elements within that group using the residual method as described above. We exercise judgment and use estimates in connection with the determination of the amount of revenue to be recognized in each accounting period.

We allocate the total arrangement consideration among the various elements based on a selling price hierarchy. The selling price for a deliverable is based on its VSOE if available, third-party evidence ("TPE") if VSOE is not available, or the best estimated selling price ("BESP") if neither VSOE nor TPE is available. BESP represents the price at which Autodesk would transact for the deliverable if it were sold regularly on a standalone basis. To establish BESP for those elements for which neither VSOE nor TPE are available, we perform a quantitative analysis of pricing data points for historical standalone transactions involving such elements for a twelve-month period. As part of this analysis, we monitor and evaluate the BESP against actual pricing to ensure that it continues to represent a reasonable estimate of the standalone selling price, considering several other external and internal factors including, but not limited to, pricing and discounting practices, contractually stated prices, the geographies in which we offer our products and services, and the type of customer (i.e. distributor, value-added reseller, and direct end user, among others). We analyze BESP at least annually or on a more frequent basis if a significant change in our business necessitates a more timely analysis or if we experience significant variances in our selling prices.

In situations when we have multiple contracts with a single counterparty, we use the guidance in ASC 985-605 to evaluate both the form and the substance of the arrangements to determine if they should be combined and accounted for as one arrangement or as separate arrangements.

Our assessment of the likelihood of collection is also a critical factor in determining the timing of revenue recognition. If we do not believe that collection is probable, the revenue will be deferred until the earlier of when collection is deemed probable or payment is received.

Our indirect channel model includes both a two-tiered distribution structure, where distributors sell to resellers, and a one-tiered structure where Autodesk sells directly to resellers. Our product license revenue from distributors and resellers are generally recognized at the time title to our product passes to the distributor, in a two-tiered structure, or reseller, in a one-tiered structure, provided all other criteria for revenue recognition are met. This policy is predicated on our ability to estimate sales returns, among other criteria. We are also required to evaluate whether our distributors and resellers have the ability to honor their commitment to make fixed or determinable payments, regardless of whether they collect payment from their customers. Our policy also presumes that we have no significant performance obligations in connection with the sale of our product licenses by our distributors and resellers to their customers. If we were to change any of these assumptions or judgments, it could cause a material increase or decrease in the amount of revenue that we report in a particular period.

As part of the indirect channel model, we have a partner incentive program that uses quarterly attainment of monetary rewards to motivate distributors and resellers to achieve mutually agreed upon business goals in a specified time period. A portion of these incentives reduce license and other revenue in the current period. The remainder, which relates to incentives on our Subscription Program, is recorded as a reduction to deferred revenue in the period the subscription transaction is billed and subsequently recognized as a reduction to subscription revenue over the contract period. These incentive balances do not require significant assumptions or judgments. The reserves associated with the partner incentive program are treated on the balance sheet as either contra account receivable (when due to distributors and direct resellers) or accounts payable (when due to indirect resellers).

Marketable Securities. As described in Note 2, "Financial Instruments," in the Notes to the Consolidated Financial Statements, our investments in marketable securities are measured at the end of each reporting period and reported at fair value. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In determining the fair value of our investments we are sometimes required to use various alternative valuation techniques. Inputs to valuation techniques are either observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. These two types of inputs have created the following fair value hierarchy:

- Level 1 - Quoted prices for identical instruments in active markets;
- Level 2 - Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and
- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

This hierarchy requires us to minimize the use of unobservable inputs and to use observable market data, if available, when determining fair value. This is generally true for our cash and cash equivalents and the majority of our marketable securities, which we consider to be Level 1 assets and Level 2 assets. However, determining the fair value of marketable securities when observable inputs are not available (Level 3) requires significant judgment. For example, we use probability weighted discounted cash flow models, in which some of the inputs are unobservable in the market, to estimate the fair value of our convertible debt securities. These assumptions are inherently subjective and involve significant management judgment. Whenever possible, we use observable market data and rely on unobservable inputs only when observable market data is not available, when determining fair value.

All of Autodesk's marketable securities are subject to a periodic impairment review. We recognize an impairment charge when a decline in the fair value of its investments below the cost basis is judged to be other-than-temporary. Autodesk considers various factors in determining whether to recognize an impairment charge, including the length of time and extent to which the fair value has been less than Autodesk's cost basis, the financial condition and near-term prospects of the investee, and Autodesk's intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in the market value.

Business Combinations. We allocate the fair value of the consideration transferred to the assets and liabilities acquired, as well as to in-process research and development based on their estimated fair values at the acquisition date. Any residual purchase price is recorded as goodwill. The purchase price allocation requires us to make significant estimates and assumptions, especially at the acquisition date with respect to intangible assets and deferred revenue obligations.

Although we believe the assumptions and estimates we have made are reasonable, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Examples of critical estimates used in valuing certain of the intangible assets we have acquired or may acquire in the future include but are not limited to:

- future expected cash flows from sales, maintenance agreements, and acquired developed technologies;
- the acquired company's trade name and customer relationships as well as assumptions about the period of time the acquired trade name and customer relationships will continue to be used in the combined company's product portfolio;
- expected costs to develop the in-process research and development into commercially viable products and estimated cash flows from the projects when completed; and
- discount rates used to determine the present value of estimated future cash flows.

These estimates are inherently uncertain and unpredictable, and if different estimates were used the purchase price for the acquisition could be allocated to the acquired assets and liabilities differently from the allocation that we have made. In addition, unanticipated events and circumstances may occur which may affect the accuracy or validity of such estimates, and if such events occur we may be required to record a charge against the value ascribed to an acquired asset or an increase in the amounts recorded for assumed liabilities.

Goodwill. When we acquire a business, a portion of the consideration transferred is typically allocated to acquired technology and other identifiable intangible assets, such as customer relationships and developed technology. The excess of the consideration transferred over the net of the acquisition-date fair value of identifiable assets acquired and liabilities assumed is recorded as goodwill. The amounts allocated to acquired technology and other intangible assets represent our estimates of their fair values at the acquisition date. We amortize the acquired technology and other intangible assets with finite lives over their estimated useful lives. The estimation of acquisition-date fair values of intangible assets and their useful lives requires us to make assumptions and judgments, including but not limited to an evaluation of macroeconomic conditions as they relate to our business, industry and market trends, projections of future cash flows, and appropriate discount rates.

We test goodwill for impairment annually in our fourth fiscal quarter or sooner should events or changes in circumstances indicate potential impairment. An optional assessment of qualitative factors of impairment ("optional assessment") can be performed prior to necessitating a two-step quantitative impairment test. Should the optional assessment be performed for any given fiscal year, qualitative factors to consider include cost factors; financial performance; legal, regulatory, contractual, political, business, or other factors; entity specific factors; industry and market considerations, macroeconomic conditions, and other relevant events and factors affecting the reporting unit. If, after assessing the totality of events or circumstances, it is more likely than not that the fair value of the reporting unit is greater than its carrying value, then performing the two-step impairment test is unnecessary.

Under the two-step quantitative impairment test, we use discounted cash flow models that include assumptions regarding projected cash flows. Variances in these assumptions could have a significant impact on our conclusion as to whether goodwill is impaired, or the amount of any impairment charge. Impairment charges, if any, result from instances where the fair values of net assets associated with goodwill are less than their carrying values. As changes in business conditions and our assumptions occur, we may be required to record impairment charges.

For our annual impairment assessment in fiscal 2016, we utilized the optional assessment for the following reporting units: Platform Solutions and Emerging Business (“PSEB”), Manufacturing ("MFG"), Architecture, Engineering, and Construction ("AEC"), and Media and Entertainment (“M&E”). Based on a review of the qualitative factors described above, we determined that it was more likely than not that the fair value of each of the reporting units exceeded the carrying value. As a result, we concluded that performing the two-step impairment test was not necessary, and therefore the goodwill of our PSEB, MFG, AEC, and M&E reporting units were not impaired during the fiscal year ended January 31, 2016.

For the Delcam reporting unit, we deemed the two-step impairment test was necessary and used a discounted cash flow model which included assumptions regarding projected cash flows. Based on this testing, we estimated fair value was 16% in excess of the carrying value for Delcam, and therefore the goodwill was not impaired during the fiscal year ended January 31, 2016.

Estimating the fair value of the reporting units requires the use of estimates and significant judgments regarding future cash flows that are based on a number of factors including actual operating results, forecasted billings, revenue, and spend targets, discount rate assumptions, and long-term growth rate assumptions. The estimates and judgments described above could adversely change in future periods and we cannot provide absolute assurance that all of the targets will be achieved, which could lead to future impairment charges.

Realizability of Long-Lived Assets. We assess the realizability of our long-lived assets and related intangible assets, other than goodwill, annually during the fourth fiscal quarter, or sooner should events or changes in circumstances indicate the carrying values of such assets may not be recoverable. We consider the following factors important in determining when to perform an impairment review: significant under-performance of a business or product line relative to budget; shifts in business strategies which affect the continued uses of the assets; significant negative industry or economic trends; and the results of past impairment reviews. When such events or changes in circumstances occur, we assess recoverability of these assets.

We assess recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If impairment indicators were present based on our undiscounted cash flow models, which include assumptions regarding projected cash flows, we would perform a discounted cash flow analysis to assess impairments on long-lived assets. Variances in these assumptions could have a significant impact on our conclusion as to whether an asset is impaired or the amount of any impairment charge. Impairment charges, if any, result in situations where any fair values of these assets are less than their carrying values.

In addition to our recoverability assessments, we routinely review the remaining estimated useful lives of our long-lived assets. Any reduction in the useful life assumption will result in increased depreciation and amortization expense in the quarter when such determinations are made, as well as in subsequent quarters.

We will continue to evaluate the values of our long-lived assets in accordance with applicable accounting rules. As changes in business conditions and our assumptions occur, we may be required to record impairment charges.

Income Taxes. We account for income taxes under the asset and liability approach. Under this method, deferred tax assets, including those related to tax loss carryforwards and credits, and deferred tax liabilities are determined based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. We recognize the tax benefit for an uncertain tax position when it meets a more likely than not threshold. We recognize potential accrued interest and penalties related to unrecognized tax benefits as income tax expense.

A valuation allowance is recorded to reduce deferred tax assets when management cannot conclude that it is more likely than not that the net deferred tax asset will be recovered. The valuation allowance is determined by assessing both positive and negative evidence to determine whether it is more likely than not that deferred tax assets are recoverable; such assessment is required on a jurisdiction-by-jurisdiction basis. Significant judgment is required in determining whether the valuation allowance should be recorded against deferred tax assets. In assessing the need for valuation allowance, we consider all available evidence including past operating results and estimates of future taxable income. Beginning in the second quarter of fiscal 2016, we considered recent cumulative losses in the United States arising from the Company’s business model transition as a significant source of negative evidence. Considering this negative evidence and the absence of sufficient positive objective evidence that we would generate sufficient taxable income in our United States tax jurisdiction to realize the deferred tax assets, we determined that is was not more likely than not that the Company would realize US federal and state deferred tax assets and recorded a valuation allowance on our federal and state deferred tax assets. As we continually strive to optimize our overall business model, tax planning strategies may become feasible and prudent whereby management may determine that it is more likely than not that the federal and state deferred tax assets will be realized; therefore, we will continue to evaluate the realizability of our net deferred tax assets each quarter, both in the US and in foreign jurisdictions, based on all available evidence, both positive and negative.

Stock-Based Compensation. We measure stock-based compensation cost at the grant date fair value of the award, and recognize expense ratably over the requisite service period, which is generally the vesting period. We estimate the fair value of certain stock-based payment awards (including grants of employee stock purchases related to the employee stock purchase plan) using either the Black-Scholes-Merton option-pricing model or a binomial-lattice model (e.g., Monte Carlo simulation model). To determine the grant-date fair value of our stock-based payment awards, we use a Black-Scholes model or the quoted stock price on the date of grant, unless the awards are subject to market conditions, in which case we use the Monte Carlo simulation model. The Monte Carlo simulation model utilizes multiple input variables to estimate the probability that market conditions will be achieved. These variables include our expected stock price volatility over the expected term of the award, actual and projected employee stock option exercise behaviors, the risk-free interest rate for the expected term of the award, and expected dividends. The variables used in these models are reviewed on a quarterly basis and adjusted, as needed. Share-based compensation cost for restricted stock is measured on the closing fair market value of our common stock on the date of grant. The value of the portion of the award that is ultimately expected to vest is recognized as expense in our Consolidated Statements of Operations.

Legal Contingencies. As described in Part I, Item 3, “Legal Proceedings” and Part II, Item 8, Note 8, “Commitments and Contingencies,” in the Notes to Consolidated Financial Statements, we are periodically involved in various legal claims and proceedings. We routinely review the status of each significant matter and assess our potential financial exposure. If the potential loss from any matter is considered probable and the amount can be reasonably estimated, we record a liability for the estimated loss. Because of inherent uncertainties related to these legal matters, we base our loss accruals on the best information available at the time. As additional information becomes available, we reassess our potential liability and may revise our estimates. Such revisions could have a material impact on future quarterly or annual results of operations.

Recently Issued Accounting Standards

See Part II, Item 8, Note 1, “Business and Summary of Significant Accounting Policies,” in the Notes to Consolidated Financial Statements for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition.

Overview of Fiscal 2016

	Fiscal Year Ended January 31, 2016	As a % of Net Revenue	Fiscal Year Ended January 31, 2015	As a % of Net Revenue
		(in millions)		
Net Revenue	$ 2,504.1	100%	$ 2,512.2	100%
Cost of revenue	370.7	15%	342.1	14%
Gross Profit	2,133.4	85%	2,170.1	86%
Operating expenses	2,132.1	85%	2,049.4	82%
Income from Operations	$ 1.3	—%	$ 120.7	5%

We are undergoing a business model transition in which we will discontinue selling new perpetual licenses in favor of subscriptions and flexible license arrangements. During the transition, billings, revenue, gross margin, operating margin, EPS, deferred revenue, and cash flow from operations will be impacted as more revenue is recognized ratably rather than up front and as new offerings bring a wider variety of price points. In order to help better understand our financial performance during and after the transition, we have introduced several new metrics including recurring revenue, total subscriptions, ARR, and annualized revenue per subscription ("ARPS"). ARR and ARPS are performance metrics and should be viewed independently of revenue, deferred revenue, and net billings as ARR and ARPS are not intended to be combined with any of these items.

During fiscal 2016, net revenue decreased slightly as compared to the prior fiscal year, gross profit decreased 2%, and income from operations decreased 99%. Contributing to the year over year decrease in income from operations during fiscal 2016 was an increase in both operating expenses and cost of revenue and a decrease in license and other revenue, partially offset by an increase in subscription revenue. Areas of revenue growth year-over-year included increases in our AEC segment, highlighted by an increase in our flexible enterprise offerings, our MFG segment, fueled by growth in Delcam and AutoCAD Mechanical, and the Americas geographic area. We also experienced growth in our total subscriptions and billings during fiscal 2016, as compared to fiscal 2015, primarily due to strong maintenance renewals and growth in new offerings such as desktop subscriptions and enterprise offerings. Offsetting these areas of growth were year-over-year revenue declines in our PSEB segment, many of our major products, particularly AutoCAD LT, and the EMEA and APAC geographic areas.

Income from operations for fiscal 2016 was negatively impacted by increased spend primarily from higher employee-related and cloud-related costs, as well as increased spending on other key initiatives.

The reasons for these changes are discussed below under the heading "Results from Operations."

Revenue Analysis

Revenue from flagship products represented 45% and 48% of total net revenue during fiscal 2016 and fiscal 2015, respectively. Revenue from flagship products decreased by 5% as compared to the prior fiscal year. Revenue from suites represented 37% and 36% of total net revenue for fiscal 2016 and fiscal 2015, respectively, and remained flat compared to the prior fiscal year. Revenue from new and adjacent products represented 18% and 16% of total net revenue during fiscal 2016 and fiscal 2015, respectively. Revenue from new and adjacent products increased by 12% as compared to fiscal 2015.

We rely significantly upon major distributors and resellers in both the U.S. and international regions, including Tech Data Corporation and its global affiliates (collectively, "Tech Data"). Tech Data accounted for 25% of our consolidated net revenue during both fiscal 2016 and 2015, respectively. We believe our business is not substantially dependent on Tech Data. Our customers through Tech Data are the resellers and end users who purchase our software licenses and services. Should any of the agreements between Tech Data and us be terminated for any reason, we believe the resellers and end users who currently purchase our products through Tech Data would be able to continue to do so under substantially the same terms from one of our many other distributors without substantial disruption to our revenue.

Operating Margin Analysis

Income from operations decreased 99% in fiscal 2016 due to an $82.7 million or 4% increase in our operating expenses and a $28.6 million or 8% increase in cost of revenue, as compared to fiscal 2015. Our operating margin decreased to 0% for fiscal 2016 from 5% for fiscal 2015. The increase in cost of revenue was driven by employee related expenses as a result of increased employee headcount and product support costs. Also contributing to the increase in cost of revenue was an increase in cloud and hosting related costs in support of our business model transition. The increase in operating expenses between fiscal 2016 and 2015 was driven by higher employee related costs due to increased headcount and an increase in IT costs. Also impacting the increase in operating expenses during fiscal 2016 as compared to fiscal 2015 was an increase stock based compensation expense as a result of higher fair market value of awards granted.

Further discussion regarding the cost of revenue and operating expense activities are discussed below under the heading "Results of Operations."

Business Model Transition Metrics

Recurring revenue represents the revenue for the period from our maintenance, desktop, cloud services and enterprise license offerings, including portions of revenue allocated to license & other revenue for those offerings. It excludes revenue from Autodesk Consulting Services, and subscription revenue related to education offerings, consumer product offerings, select Creative Finishing product offerings, Autodesk Buzzsaw, Autodesk Constructware, and third party products. Recurring revenue acquired with the acquisition of a business is captured and may cause variability in the comparison of this calculation. Recurring revenue is a statistical measure rather than a non-GAAP measure and is not meant as a substitute for net revenues.

During fiscal 2016, recurring revenue was 54% of total net revenue as compared to 46% of total net revenue for fiscal 2015.

The following table outlines our subscriptions, ARR and ARPS metrics as of fiscal years ended January 31, 2016 and January 31, 2015:

	Balance at		(Decrease)/Increase compared to prior fiscal year	
(in thousands)	**January 31, 2016**	**January 31, 2015**		**%**
Maintenance Subscriptions	2,151.0	2,013.3	137.7	7 %
New Model Subscriptions	427.2	220.4	206.8	94 %
Total Subscriptions	2,578.2	2,233.7	344.5	15 %
(in millions)				
Maintenance ARR	$ 1,121.4	$ 1,103.8	$ 17.6	2 %
New Model ARR	255.0	151.6	103.4	68 %
Total ARR	$ 1,376.4	$ 1,255.4	$ 121.0	10 %
(ARR divided by Subscriptions)				
Maintenance ARPS	$ 521	$ 548	$ (27)	(5)%
New Model ARPS	597	688	(91)	(13)%
Total ARPS	$ 534	$ 562	$ (28)	(5)%

Year-over-year maintenance subscriptions increased 7% as of January 31, 2016 as compared to the same period in the prior fiscal year. Year-over-year new model subscriptions increased 94% as of January 31, 2016 as compared to the same period in the prior fiscal year, primarily due to 292% growth in Desktop subscriptions over the corresponding period. Also contributing to the overall subscription growth was an increase in maintenance renewal rates.

Total Subscriptions ARR increased 10% as of January 31, 2016 as compared to the same period in the prior fiscal year primarily due to a 68% increase in New Model ARR driven by desktop license subscriptions and our flexible enterprise offerings. Also contributing to the increase was growth in Maintenance ARR, which increased 2% as compared to the same period in the prior fiscal year.

The 5% decrease in total ARPS was primarily due to growth in lower-priced subscription offerings causing total subscriptions growth to exceed total subscriptions ARR growth.

Foreign Currency Analysis

We generate a significant amount of our revenue in the U.S., Japan, Germany, France, and the United Kingdom. Total net revenue for fiscal 2016 was flat on an as reported basis compared to the prior fiscal year, and was negatively impacted by foreign exchange rate changes during fiscal 2016. Had applicable exchange rates from fiscal 2015 been in effect during fiscal 2016 and had we excluded foreign exchange hedge gains and losses from both fiscal 2015 and 2016 ("on a constant currency basis"), net revenue would have increased 4% compared to the prior fiscal year.

Our total spend, defined as cost of revenue plus operating expenses, during fiscal 2016 increased 5% on an as reported basis as compared to the prior fiscal year. Had applicable exchange rates from fiscal 2015 been in effect during fiscal 2016 and had we excluded foreign exchange hedge gains and losses from both fiscal 2015 and 2016, total spend would have increased 9% on a constant currency basis compared to the prior fiscal year.

Changes in the value of the U.S. dollar may have a significant effect on net revenue, total spend, and income from operations in future periods. We use foreign currency contracts to reduce the exchange rate effect on a portion of the net revenue and spend of certain anticipated transactions but do not attempt to completely mitigate the impact of fluctuations of such foreign currency against the U.S. dollar.

Balance Sheet and Cash Flow Items

At January 31, 2016, we had $2.8 billion in cash and marketable securities. This amount includes the aggregate net proceeds of $742.0 million, after deducting the underwriting discounts and related offering expenses, from our June 2015 registered underwritten public offering of $450.0 million aggregate principal amount of 3.125% notes due June 15, 2020 and $300.0 million aggregate principal amount of 4.375% notes due June 15, 2025. We completed fiscal 2016 with higher deferred revenue and accounts receivable balances as compared to the prior fiscal year. Our deferred revenue balance at January 31, 2016 included $1.1 billion of deferred subscription revenue primarily related to customer maintenance contracts, which will be recognized as revenue ratably over the life of the contracts. The term of our maintenance contracts is typically between one and three years. Our cash flow from operations decreased 42% to $414.0 million as of January 31, 2016 from $708.1 million at January 31, 2015. We repurchased 8.5 million shares of our common stock for $458.0 million during fiscal 2016. Comparatively, we repurchased 6.9 million shares of our common stock for $372.4 million during fiscal 2015. Further discussion regarding the balance sheet and cash flow activities are discussed below under the heading "Liquidity and Capital Resources."

Business Outlook

Autodesk is undergoing a business model transition in which the company will discontinue selling new perpetual licenses in favor of subscriptions and flexible license arrangements. During the transition, billings, revenue, gross margin, operating margin, EPS, deferred revenue, and cash flow from operations will be impacted as more revenue is recognized ratably rather than up front and as new offerings bring a wider variety of price points. Over time, we expect our business model transition to expand our customer base by eliminating higher up-front licensing costs and provide more flexibility in how customers gain access to and pay for our products. In the future, we expect this business model transition will increase our long-term revenue growth rate by increasing total subscriptions, ARR, and customer value over time.

In February 2016 we commenced a restructuring plan to reduce headcount by approximately 10% and to consolidate certain facilities around the world in order to accelerate the Company's move to the cloud and its transition to a subscription-based business model. Through the restructuring, we seek to reduce expenses, streamline the organization, and reallocate resources to align more closely with the Company's needs going forward. See further discussion of our restructuring plan in Note 17, "Subsequent Events" of the Notes to Consolidated Financial Statements. As a result of these actions, we have incurred and will incur additional costs in the short term that negatively impact our net income and cash flows from operating activities and have the effect of reducing our operating margins.

Q1 FY17 Guidance Metrics	Q1 FY17 (ending April 30, 2016)
Revenue (in millions)	$500 - $520
EPS GAAP	($0.98) - ($0.89)
EPS Non-GAAP (1)	($0.17) - ($0.12)

(1) Non-GAAP earnings per diluted share exclude $0.28 related to restructuring expense, $0.27 related to stock-based compensation expense, between $0.18 and $0.14 of GAAP-only tax charges, and $0.10 for the amortization of acquisition related intangibles, offset by $0.02 for gains on strategic investments.

FY17 Guidance Metrics	FY17 (ending January 31, 2017)
Revenue (in millions) (1)	$1,950 - $2,050
GAAP Spend (cost of revenue plus operating expenses)	3% - 4%
Non-GAAP Spend (cost of revenue plus operating expenses) (2)	(1%) - flat
EPS GAAP	($3.32) - ($2.91)
EPS Non-GAAP (3)	($0.85) - ($0.60)
Net Subscription Additions	475,000 - 525,000

(1) Excluding the impact of foreign currency rates and hedge gains/losses revenue guidance would be $2.0 - $2.1 billion.
(2) Non-GAAP spend excludes $234 million related to stock-based compensation expense, $88 million related to restructuring expense, and $67 million for the amortization of acquisition related intangibles.
(3) Non-GAAP earnings per diluted share excludes $1.05 related to stock-based compensation expense, between $0.75 and $0.59 of GAAP-only tax charges, $0.39 related to restructuring expense, and $0.30 for the amortization of acquisition related intangibles, offset by $0.02 for gains on strategic investments.

We remain diligent about managing our spend while making essential investments to drive growth.

Results of Operations

	Fiscal Year Ended January 31, 2016	Increase (decrease) compared to prior fiscal year		Fiscal Year Ended January 31, 2015	Increase (decrease) compared to prior fiscal year		Fiscal Year Ended January 31, 2014
		$	%		$	%	
				(in millions)			
Net Revenue:							
License and other	$ 1,226.9	$ (114.5)	(9)%	$ 1,341.4	$ 86.5	7 %	$ 1,254.9
Subscription	1,277.2	106.4	9 %	1,170.8	151.8	15 %	1,019.0
	$ 2,504.1	$ (8.1)	— %	$ 2,512.2	$ 238.3	10 %	$ 2,273.9
Net Revenue by Geographic Area:							
Americas	$ 972.8	$ 74.8	8 %	$ 898.0	$ 79.1	10 %	$ 818.9
Europe, Middle East, and Africa	934.6	(45.4)	(5)%	980.0	128.2	15 %	851.8
Asia Pacific	596.7	(37.5)	(6)%	634.2	31.0	5 %	603.2
	$ 2,504.1	$ (8.1)	— %	$ 2,512.2	$ 238.3	10 %	$ 2,273.9
Net Revenue by Operating Segment:							
Architecture, Engineering, and Construction	$ 949.1	$ 76.5	9 %	$ 872.6	$ 142.0	19 %	$ 730.6
Manufacturing	724.6	49.0	7 %	675.6	96.2	17 %	579.4
Platform Solutions and Emerging Business	670.4	(126.3)	(16)%	796.7	7.5	1 %	789.2
Media and Entertainment	160.0	(7.3)	(4)%	167.3	(7.4)	(4)%	174.7
	$ 2,504.1	$ (8.1)	— %	$ 2,512.2	$ 238.3	10 %	$ 2,273.9

Fiscal 2016 Net Revenue Compared to Fiscal 2015 Net Revenue

License and Other Revenue

License and other revenue consists of two components: (1) all forms of product license revenue and (2) other revenue. Product license revenue includes software license revenue from the sale of perpetual licenses, term-based licenses from our desktop subscription and enterprise offerings, and product revenue for Creative Finishing. Other revenue includes revenue from consulting, training, Autodesk Developers Network, and Creative Finishing customer support, and is recognized as the services are performed.

Total License and other revenue decreased 9% during fiscal 2016 as compared to fiscal 2015. This decrease was primarily due to an 11% decrease in product license revenue as compared to the same period in the prior fiscal year. The decrease in product license revenue was primarily due to a 14% decrease in revenue from our flagship products and a 12% decrease in our suites revenue. Product license revenue, as a percentage of license and other revenue, was 88% and 89% for fiscal 2016 and fiscal 2015, respectively.

During fiscal 2016, the 11% decrease in product license revenue was due to an 18% decrease in the average net revenue per seat while the number of seats sold increased by 7% compared to the prior fiscal year. Starting in the first quarter of fiscal 2017, and in connection with the discontinuation of sales of individual perpetual licenses, we will stop reporting changes in revenue attributable to average net revenue per seat and number of seats sold. We are replacing these disclosures with disclosure regarding changes in ARPS disclosed within Overview above. ARPS is more relevant to determine whether changes in net revenues are attributable to increases in price or volume.

During fiscal 2016, total other revenue represented 12% of license and other revenue, and 6% of total net revenue. Other revenue increased by 12% during fiscal 2016 as compared to fiscal 2015. This increase is primarily due to an 11% increase in revenue from consulting and a 38% increase in revenue from our consumer product offerings, partially offset by a decrease in revenue from our education products as a result of our strategic transition to offer free educational licenses of Autodesk software to students, educators, and institutions.

Backlog related to current software license product orders that had not shipped at the end of the fiscal year decreased by $9.0 million from $40.4 million at January 31, 2015 to $31.4 million at January 31, 2016. Backlog from current software license product orders that we have not yet shipped consists of orders for currently available licensed software products from customers with approved credit status.

Subscription Revenue

Our Subscription revenue consists of three components: (1) maintenance revenue from our software products; (2) maintenance revenue from our term-based desktop subscription and enterprise offerings; and (3) revenue from our cloud service offerings. Our maintenance program provides our customers of software products with a cost effective and predictable budgetary option to obtain the productivity benefits of our new releases and enhancements when and if released during the term of their contracts. Under our maintenance program, customers are eligible to receive unspecified upgrades when and if available, downloadable training courses, and online support. We recognize maintenance revenue ratably over the term of the maintenance agreement, which is generally between one and three years. Revenue for our cloud service offerings is recognized ratably over the contract term commencing with the date our service is made available to customers and all other revenue recognition criteria have been satisfied.

Subscription revenue increased 9% during fiscal 2016 as compared to fiscal 2015 primarily due to a 9% increase in commercial maintenance revenue. The 9% increase in commercial maintenance revenue was due to a 12% increase from commercial enrollment during the corresponding maintenance contract term, offset by a 3% decrease from net revenue per maintenance seat. Commercial maintenance revenue represented 96% of Subscription revenue for both fiscal 2016 and fiscal 2015, respectively. Starting in the first quarter of fiscal 2017, and in connection with the discontinuation of sales of individual perpetual licenses, we will stop reporting changes in revenue attributable to average net revenue per seat and number of seats sold. We are replacing these disclosures with disclosure regarding changes in ARPS disclosed within Overview above. ARPS is more relevant to determine whether changes in net revenues are attributable to increases in price or volume.

Changes in Subscription revenue lag changes in net billings for subscription contracts because we recognize the revenue from those contracts ratably over their contract terms. Net subscription billings increased 16% during fiscal 2016 as compared to the prior fiscal year primarily due to an increase in multi-year maintenance subscription billings.

Our deferred subscription revenue balance at January 31, 2016 and January 31, 2015 was $1.1 billion and $0.9 billion, respectively, and primarily related to customer maintenance agreements, which will be recognized as revenue ratably over the term of the maintenance agreement.

Net Revenue by Geographic Area

Net revenue in the Americas geography increased by 8% as reported and 9% on a constant currency basis during fiscal 2016, as compared to the prior fiscal year, primarily due to a 20% increase in our new and adjacent product revenue and an 8% increase in our suites revenue in this geography during fiscal 2016 as compared to fiscal 2015. The increase in this geography was led by the U.S.

Net revenue in the EMEA geography decreased by 5% on an as reported basis and increased 3% on a constant currency basis during fiscal 2016 as compared to the prior fiscal year. This decrease was primarily due to a 7% decrease in our flagship products and a 5% decrease in our suites revenue in this geography during fiscal 2016 as compared to fiscal 2015. The decrease in our revenue in this geography was led by Germany and Russia, partially offset by an increase in revenue from Ireland.

Net revenue in the APAC geography decreased 6% on an as reported basis and 1% on a constant currency basis, during fiscal 2016 as compared to the prior fiscal year, primarily due to a 10% decrease in our flagship products, partially offset by an 8% increase in our new and adjacent product revenue in this geography. The decrease in revenue in this geography during fiscal 2016 was led by Japan, partially offset by an increase in revenue from China.

Net revenue in emerging economies decreased 4% on an as reported basis and 2% on a constant currency basis, during fiscal 2016 as compared to the prior fiscal year, primarily due to decreases in revenue from Russia and Brazil, partially offset by an increase in revenue from China. Revenue from emerging economies represented 15% of total net revenue for both fiscal 2016 and 2015, respectively.

International net revenue represented 68% and 71% of our total net revenue for fiscal 2016 and 2015, respectively. We believe that international revenue will continue to comprise a majority of our total net revenue. Unfavorable economic conditions in the countries that contribute a significant portion of our net revenue, including in emerging economies, may have an adverse effect on our business in those countries and our overall financial performance. Changes in the value of the U.S. dollar relative to other currencies have significantly affected, and could continue to significantly affect, our financial results for a given period even though we hedge a portion of our current and projected revenue. Additionally, weak global economic conditions that have been characterized by restructuring of sovereign debt, high unemployment, and volatility in the financial markets may impact our future financial results.

Net Revenue by Operating Segment

We have four reportable segments: AEC, MFG, PSEB, and M&E. We have no material inter-segment revenue.

Net revenue for AEC increased by 9% during fiscal 2016 as compared to the prior fiscal year primarily due to an 8% increase in revenue from our AEC suites, which was primarily driven by Autodesk Building Design Suite and Autodesk Infrastructure Design Suite.

Net revenue for MFG increased by 7% during fiscal 2016 as compared to the prior fiscal year primarily due to a 78% increase in revenue from our Delcam products as a result of including 12 months of Delcam operating results during fiscal 2016, compared to 10 months during fiscal 2015. Also contributing to the increase in net revenue for MFG during fiscal 2016 was a 12% increase in revenue from our flagship product AutoCAD Mechanical.

Net revenue for PSEB decreased by 16% during fiscal 2016 as compared to the prior fiscal year primarily due to a 26% decrease in revenue from our flagship product AutoCAD LT. Revenue from AutoCAD decreased by 4% in fiscal 2016 as compared to fiscal 2015.

Net revenue for M&E decreased by 4% during fiscal 2016 as compared to the prior fiscal year, primarily due to a 21% decrease in revenue from Creative Finishing, partially offset by a 1% increase in revenue from Animation. The decline in Creative Finishing was marked by a decrease in revenue from Creative Finishing hardware products and by a general decrease in the M&E industry end-market demand. The slight increase in Animation revenue was primarily due to a 168% increase in our Shotgun product offering as a result of including a full year of Shotgun operating results in fiscal 2016 as compared to six months during fiscal 2015, and a 7% increase in our Maya flagship product offerings, partially offset by a 46% decrease in our Middleware product offerings. M&E revenue is impacted by a general decrease in the M&E industry end-market demand, the planned inclusion of our M&E products in other Autodesk industry suites, and the business model transition as customers are opting for desktop subscription and flexible enterprise offerings. At the beginning of the fourth quarter of fiscal 2016, we exited the Creative Finishing hardware business. This was an immaterial portion of our overall business and comes with substantially lower margins, so we expect that exiting this business will improve our margins within M&E over time.

Fiscal 2015 Net Revenue Compared to Fiscal 2014 Net Revenue

License and Other Revenue

Total License and other revenue increased 7% during fiscal 2015 as compared to fiscal 2014. This increase was primarily due to a 7% increase in product license revenue as compared to the same period in the prior fiscal year. The increase in product license revenue was primarily due to an 8% increase in suites revenue and an increase of 4% in revenue from our flagship products.

During fiscal 2015, the 7% increase in product license revenue was due to a 7% increase in the average net revenue per seat while the number of seats sold remained flat compared to the prior fiscal year. Product license revenue, as a percentage of License and other revenue, was 89% for both fiscal 2015 and fiscal 2014.

During fiscal 2015, total other revenue represented 11% of license and other revenue, and 6% of total net revenue. Other revenue increased by 7% during fiscal 2015 as compared to fiscal 2014. This increase is primarily due to a 17% increase in revenue from consulting, partially offset by a 65% decrease in revenue from our education products as a result of our strategic transition to offer free educational licenses of Autodesk software to students, educators, and institutions.

Backlog related to current software license product orders that had not shipped at the end of the fiscal year increased by $20.7 million from $19.7 million at January 31, 2014 to $40.4 million at January 31, 2015. Backlog from current software license product orders that we have not yet shipped consists of orders for currently available licensed software products from customers with approved credit status.

Subscription Revenue

Subscription revenue increased 15% during fiscal 2015 as compared to fiscal 2014 primarily due to a 15% increase in commercial maintenance revenue. The 15% increase in commercial maintenance revenue was due to a 9% increase from net revenue per maintenance seat and a 6% increase from commercial enrollment during the corresponding maintenance contract term. Commercial maintenance revenue represented 96% and 95% of Subscription revenue for fiscal 2015 and fiscal 2014, respectively.

Changes in Subscription revenue lag changes in net billings for subscription contracts because we recognize the revenue from those contracts ratably over their contract terms. Net subscription billings increased 22% during fiscal 2015 as compared to the prior fiscal year primarily due to an increase in maintenance subscription billings.

Our deferred subscription revenue balance at January 31, 2015 and January 31, 2014 was $936.8 million and $789.3 million, respectively, and primarily related to customer maintenance agreements, which will be recognized as revenue ratably over the term of the maintenance agreement.

Net Revenue by Geographic Area

Net revenue in the Americas geography increased by 10% as reported and on a constant currency basis during fiscal 2015, as compared to the prior fiscal year. This increase was primarily due to a 16% increase in our suites revenue and an 18% increase in our new and adjacent product revenue in this geography during fiscal 2015 as compared to fiscal 2014. The increase in this geography was led by the U.S.

Net revenue in the EMEA geography increased by 15% on an as reported basis and 13% on a constant currency basis during fiscal 2015 as compared to the prior fiscal year. This increase was primarily due to a 24% increase in our suites products and a 45% increase in our new and adjacent product revenue in this geography during fiscal 2015 as compared to fiscal 2014. The increase in our revenue in this geography was led by Germany and France.

Net revenue in the APAC geography increased 5% on an as reported basis and 11% on a constant currency basis, during fiscal 2015 as compared to the prior fiscal year, primarily due to a 4% increase in our flagship products and a 5% increase in our suites products in this geography. Our revenue in this geography during fiscal 2015 benefited from increases in revenue from South Korea and India, partially offset by a decrease in revenue from Japan.

Net revenue in emerging economies increased 14% on an as reported basis and 13% on a constant currency basis, during fiscal 2015 as compared to the prior fiscal year, primarily due to increases in revenue from India and Mexico. Revenue from emerging economies represented 15% of total net revenue for both fiscal 2015 and 2014.

International net revenue represented 71% and 70% of our total net revenue for fiscal 2015 and 2014, respectively. We believe that international revenue will continue to comprise a majority of our total net revenue.

Net Revenue by Operating Segment

Net revenue for AEC increased by 19% during fiscal 2015 as compared to the prior fiscal year primarily due to a 31% increase in revenue from our AEC suites, which was primarily driven by Autodesk Building Design Suite and Autodesk Infrastructure Design Suite.

Net revenue for PSEB increased by 1% during fiscal 2015 as compared to the prior fiscal year primarily due to a 3% increase in revenue from our flagship product AutoCAD LT. Revenue from AutoCAD remained flat in fiscal 2015 as compared to fiscal 2014.

Net revenue for MFG increased by 17% during fiscal 2015 as compared to the prior fiscal year primarily due to the acquisition of Delcam plc ("Delcam"). Also contributing to the increase in net revenue for MFG was a 9% increase in revenue from our MFG suites, which was primarily driven by the Autodesk Product Design Suite, as compared to fiscal 2014.

Net revenue for M&E decreased by 4% during fiscal 2015 as compared to the prior fiscal year, primarily due to an 11% decrease in revenue from Creative Finishing and a 2% decrease in revenue from Animation. The decline in Creative Finishing was marked by a general decrease in the M&E industry end-market demand, partially offset by a 33% increase in sales of our Creative Finishing hardware products. The decrease in Animation revenue was primarily due to a 20% decrease in revenue from our M&E suites, which was driven by our Autodesk Entertainment Creation Suite, partially offset by a 5% increase in our flagship product 3ds Max.

Cost of Revenue and Operating Expenses

Cost of Revenue

	Fiscal Year Ended January 31, 2016	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2015	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2014
				(in millions)			
Cost of revenue:							
License and other	$ 214.6	$ 6.1	3%	$ 208.5	$ 29.8	17%	$ 178.7
Subscription	156.1	22.5	17%	133.6	38.0	40%	95.6
	$ 370.7	$ 28.6	8%	$ 342.1	$ 67.8	25%	$ 274.3
As a percentage of net revenue	15%			14%			12%

Cost of license and other revenue includes labor costs associated with product setup and fulfillment and costs of consulting and training services contracts and collaborative project management services contracts. Cost of license and other revenue also includes stock-based compensation expense, direct material and overhead charges, amortization of developed technology, allocated IT and facilities costs, professional services fees and royalties. Direct material and overhead charges include the cost of hardware sold (mainly PC-based workstations for Creative Finishing in the M&E segment), and costs associated with electronic and physical fulfillment.

Cost of license and other revenue increased 3% during fiscal 2016 as compared to fiscal 2015, primarily due to an increase in hardware related costs from our consumer related products, an increase in allocated IT costs, and employee related costs for product support and fulfillment driven by an increase in headcount, partially offset by a decrease in amortization of developed technology. Cost of license and other revenue increased 17% during fiscal 2015, as compared to fiscal 2014, primarily from the acquisition of Delcam and consulting support costs associated with an increased headcount and increased professional fees related to the building out of the consulting services offered within customer contracts.

Cost of subscription revenue includes the labor costs of providing product support to our maintenance and cloud subscription customers, including rent and occupancy, shipping and handling costs, professional services fees related to operating our network infrastructure, depreciation expense and operating lease payments associated with computer equipment, data center costs, salaries, related expenses of network operations, and allocated IT and facilities costs.

Cost of subscription revenue increased 17% during fiscal 2016 as compared to fiscal 2015 primarily due to an increase in cloud and hosting related costs in support of our business model transition, and an increase in employee related costs driven by increased employee headcount and product support costs. Cost of subscription revenue increased 40% during fiscal 2015 as compared to fiscal 2014 primarily due to higher employee related costs as a result of increased premium support headcount as well as an increase in cloud services related expenses.

Cost of revenue, at least over the near term, is affected by the volume and mix of product sales, mix of physical versus electronic fulfillment, fluctuations in consulting costs, amortization of purchased technology, new customer support offerings, royalty rates for licensed technology embedded in our products, and employee stock-based compensation expense.

We expect cost of revenue to decrease in absolute dollars and increase as a percentage of net revenue during fiscal 2017, as compared to fiscal 2016.

Marketing and Sales

	Fiscal Year Ended January 31, 2016	Increase compared to prior fiscal year		Fiscal Year Ended January 31, 2015	Increase compared to prior fiscal year		Fiscal Year Ended January 31, 2014
		$	%		$	%	
				(in millions)			
Marketing and sales	$ 1,015.5	$ 17.5	2%	$ 998.0	$ 155.4	18%	$ 842.6
As a percentage of net revenue	41%			40%			37%

Marketing and sales expenses include salaries, bonuses, benefits, and stock-based compensation expense for our marketing and sales employees, the expense of travel, entertainment and training for such personnel, the costs of programs aimed at increasing revenue, such as advertising, trade shows and expositions, and various sales and promotional programs. Marketing and sales expenses also include labor costs associated with sales and order processing, sales and dealer commissions, rent and occupancy, payment processing fees, the cost of supplies and equipment, and allocated IT and facilities costs.

Marketing and sales expenses increased 2% during fiscal 2016, as compared to fiscal 2015, primarily due to an increase in stock based compensation expense as a result of higher fair market value of awards granted, an increase in salaries predominantly driven by increased headcount, and an increase in IT costs allocated to marketing and sales. Partially offsetting the increase in expense was a decrease in sales commission expense.

Marketing and sales expenses increased 18% during fiscal 2015, as compared to fiscal 2014, primarily due to higher employee-related costs from salaries, commissions, and bonuses as well as advertising and promotional expenses.

We expect marketing and sales expense to decrease in absolute dollars and increase as a percentage of net revenue in fiscal 2017 as compared to fiscal 2016.

Research and Development

	Fiscal Year Ended January 31, 2016	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2015	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2014
				(in millions)			
Research and development	$ 790.0	$ 64.8	9%	$ 725.2	$ 114.1	19%	$ 611.1
As a percentage of net revenue	32%			29%			27%

Research and development expenses, which are expensed as incurred, consist primarily of salaries, bonuses, benefits, and stock-based compensation expense for research and development employees, and the expense of travel, entertainment and training for such personnel, rent and occupancy, professional services such as fees paid to software development firms and independent contractors, and allocated IT and facilities costs.

Research and development expenses increased 9% during fiscal 2016, as compared to fiscal 2015, primarily due to an increase in employee-related costs from salaries and fringe benefits predominantly driven by increased headcount, an increase in IT costs allocated to research and development, and an increase in stock based compensation expense due to higher fair market value of awards granted.

Research and development expenses increased 19% during fiscal 2015, as compared to fiscal 2014, primarily due to an increase in employee-related costs from salaries and bonuses and an increase in professional fees.

We expect research and development expense to increase in absolute dollars and as a percentage of net revenue during fiscal 2017, as compared to fiscal 2016.

General and Administrative

For comparability, the balances at January 31, 2015 and January 31, 2014, including the table, were adjusted to align to current year presentation, and therefore the discussion has been updated accordingly.

	Fiscal Year Ended January 31, 2016	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2015	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2014
				(in millions)			
General and administrative	$ 293.4	$ 10.1	4%	$ 283.3	$ 71.5	34%	$ 211.8
As a percentage of net revenue	12%			11%			9%

General and administrative expenses include salaries, bonuses, benefits and stock-based compensation expense for our finance, human resources and legal employees, as well as professional fees for legal and accounting services, certain foreign business taxes, gains and losses on our operating expense cash flow hedges, expense of travel, entertainment and training, expense of communication and the cost of supplies and equipment.

General and administrative expenses increased 4% from fiscal 2015 to fiscal 2016 primarily due to an increase in employee-related costs from salaries predominantly driven by increased headcount. Partially offsetting the increase in expense was a decrease in certain foreign business taxes.

General and administrative expenses increased 34% from fiscal 2014 to fiscal 2015, primarily due to an increase in employee-related costs from salaries and bonuses and an increase in professional fees.

We expect general and administrative expense to increase in absolute dollars and as a percentage of net revenue during fiscal 2017, as compared to fiscal 2016.

Amortization of Purchased Intangibles

	Fiscal Year Ended January 31, 2016	Decrease compared to prior fiscal year $	Decrease compared to prior fiscal year %	Fiscal Year Ended January 31, 2015	Increase compared to prior fiscal year $	Increase compared to prior fiscal year %	Fiscal Year Ended January 31, 2014
				(in millions)			
Amortization of purchased intangibles	$ 33.2	$ (6.6)	(17)%	$ 39.8	$ 3.3	9%	$ 36.5
As a percentage of net revenue	1%			2%			2%

Amortization of purchased intangibles decreased 17% from fiscal 2015 to fiscal 2016, primarily related to the accumulated effects associated with amortization expense of intangible assets purchased over time, including $59.1 million in assets purchased in fiscal 2016 as compared to $164.1 million purchased in fiscal 2015.

Amortization of purchased intangibles increased 9% from fiscal 2014 to fiscal 2015, primarily related to the accumulated effects associated with amortization expense of intangible assets purchased over time, including $164.1 million in assets purchased in fiscal 2015 as compared to $40.3 million purchased in fiscal 2014.

We expect amortization of purchased intangibles expense to decrease in absolute dollars and remain flat as a percentage of net revenue during fiscal 2017, as compared to fiscal 2016.

Restructuring Charges, Net

	Fiscal Year Ended January 31, 2016	Decrease compared to prior fiscal year $	Decrease compared to prior fiscal year %	Fiscal Year Ended January 31, 2015	Decrease compared to prior fiscal year $	Decrease compared to prior fiscal year %	Fiscal Year Ended January 31, 2014
				(in millions)			
Restructuring charges, net	$ —	$ (3.1)	(100)%	$ 3.1	$ (9.7)	(76)%	$ 12.8
As a percentage of net revenue	—%			—%			1%

During fiscal 2016, Autodesk recorded no restructuring charges. We have substantially completed the actions authorized under the previous restructuring plans. See Note 15, “Restructuring Reserves” in Notes to Consolidated Financial Statements for further discussion regarding the previous restructuring plans.

On February 2, 2016, our Board of Directors approved a world-wide restructuring plan that includes a reduction in force that will result in the termination of approximately 10% of the Company’s workforce, or approximately 925 employees, and the consolidation of certain leased facilities. See Note 17, "Subsequent Events (Unaudited)," for further discussion regarding the anticipated amount and timing of the expenditures related to this action.

Interest and Other Expense, Net

The following table sets forth the components of interest and other expense, net:

	Fiscal Year Ended January 31, 2016	2015	2014
		(in millions)	
Interest and investment expense, net	$ (33.9)	$ (13.2)	$ (9.8)
(Loss) gain on foreign currency	—	(3.9)	4.0
Gain (loss) on strategic investments	3.8	(23.3)	(1.8)
Other income	8.5	2.7	2.7
Interest and other expense, net	$ (21.6)	$ (37.7)	$ (4.9)

Interest and other expense, net, decreased $16.1 million during fiscal 2016, as compared to fiscal 2015, The decrease is primarily related to non-recurring settlement gains on certain of our privately-held strategic investments and mark-to-mark gains recognized on the derivative portion on certain of our other privately-held strategic investments during the current fiscal year. Comparatively, we incurred non-recurring impairment losses on certain of our privately-held strategic investments in the same periods in the prior fiscal year. This decrease was offset by an increase in interest expense resulting from the June 2015 issuance of $450.0 million aggregate principal amount of 3.125% senior notes due June 15, 2020 and $300.0 million aggregate principal amount of 4.375% senior notes due June 15, 2025.

Interest and other expense, net, increased $32.8 million during fiscal 2015, as compared to fiscal 2014, primarily due to an increase in losses on our privately held strategic investments. The increase in the loss on strategic investments during fiscal 2016 as compared to fiscal 2015 is primarily due to other-than-temporary impairments on two of our privately held strategic investments and losses on the derivative portion of our strategic investments that are marked-to-market each period.

Provision for Income Taxes

We account for income taxes and the related accounts under the liability method. Deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities, using enacted rates expected to be in effect during the year in which the basis differences reverse.

Income tax expense was $310.2 million and $1.2 million for fiscal 2016 and 2015, respectively, relative to a pre-tax loss of $20.3 million and pre-tax income of $83.0 million, respectively, for the same periods. Tax expense for fiscal 2016 consists primarily of foreign taxes and changes to valuation allowances, including a $230.8 million valuation allowance against the Company's U.S. federal and remaining state deferred tax assets recorded in the second quarter of fiscal 2016. We regularly assess the need for a valuation allowance against our deferred tax assets. In making that assessment, we consider both positive and negative evidence, whether it is more likely than not that some or all of the deferred tax assets will not be realized. In evaluating the need for a valuation allowance, we considered recent cumulative losses in the United States arising from the Company's business model transition as a significant piece of negative evidence and determined that it was more likely than not that the federal and state deferred tax assets would not be realized.

Income tax expense was $1.2 million and $51.1 million for fiscal 2015 and 2014, respectively, relative to pre-tax income of $83.0 million and $279.9 million, respectively, for the same periods. Our effective tax rate was 1% and 18% during fiscal 2015 and 2014, respectively. Our effective tax rate decreased seventeen percentage points from fiscal 2014 to fiscal 2015 due to an increase in tax benefits from foreign earnings taxed at different rates in fiscal 2015 compared to fiscal 2014, and increased benefit from research credits, offset in part by lower tax benefits from stock-based compensation.

The Protecting Americans from Tax Hikes (PATH) Act of 2015 enacted on December 18, 2015 extended and made permanent the federal R&D tax credit. As a result, our income tax provision for Fiscal 2016 includes a tax benefit of $9.4 million which was offset by the valuation allowance against our U.S. deferred tax assets.

Our future effective annual tax rate may be materially impacted by the amount of benefits and charges from tax amounts associated with our foreign earnings that are taxed at rates different from the federal statutory rate, changes in valuation allowances, level of profit before tax, accounting for uncertain tax positions, business combinations, closure of statute of limitations or settlement of tax audits, and changes in tax laws including possible U.S. tax law changes that, if enacted, could significantly impact how U.S. multinational companies are taxed on foreign subsidiary earnings. A significant amount of our earnings is generated by our Europe and Asia Pacific subsidiaries. Our future effective tax rates may be adversely affected to the extent earnings are lower than anticipated in countries where we have lower statutory tax rates or we repatriate certain foreign earnings on which U.S. taxes have not previously been provided.

At January 31, 2016, we had non-current foreign net deferred tax assets of $9.2 million which management believes are more likely than not to be realized in future years.

For additional information regarding our income tax provision and reconciliation of our effective rate to the federal statutory rate of 35%, see Note 4, "Income Taxes," in the Notes to Consolidated Financial Statements.

Other Financial Information

In addition to our results determined under U.S. generally accepted accounting principles ("GAAP") discussed above, we believe the following non-GAAP measures are useful to investors in evaluating our operating performance. For the fiscal years ended January 31, 2016, 2015, and 2014, our gross profit, gross margin, income from operations, operating margin, net (loss) income, and diluted net (loss) income per share on a GAAP and non-GAAP basis were as follows (in millions except for year-over-year change in total net revenue and billings, year-over-year change in net subscription revenue and billings, gross margin, operating margin, and per share data):

	Fiscal Year Ended January 31,		
	2016	2015	2014
		(Unaudited)	
Year-over-year change in total net revenue	— %	10%	(2)%
Year-over-year change in total net billings (1)	5 %	18%	(4)%
Year-over-year change in net subscription revenue	9 %	15%	7 %
Year-over-year change in net subscription billings (1)	16 %	22%	(1)%
Gross profit	$ 2,133.4	$ 2,170.1	$ 1,999.6
Non-GAAP gross profit	$ 2,194.2	$ 2,232.2	$ 2,049.8
Gross margin	85 %	86%	88 %
Non-GAAP gross margin	88 %	89%	90 %
Income from operations	$ 1.3	$ 120.7	$ 284.8
Non-GAAP income from operations	$ 280.7	$ 382.4	$ 510.5
Operating margin	— %	5%	13 %
Non-GAAP operating margin	11 %	15%	22 %
Net (loss) income	$ (330.5)	$ 81.8	$ 228.8
Non-GAAP net income	$ 194.1	$ 272.3	$ 385.6
Diluted net (loss) income per share (2)	$ (1.46)	$ 0.35	$ 1.00
Non-GAAP diluted income per share (2)	$ 0.84	$ 1.17	$ 1.68
GAAP diluted shares used in per share calculation	226.0	227.1	224.0
Non-GAAP diluted weighted average shares used in per share calculation	230.7	232.4	229.6

(1) Prior period was adjusted to conform with current period's presentation to include the effects from hedging on billings.

(2) Net (loss) income per share were computed independently for each of the periods presented; therefore the sum of the net (loss) income per share amount for the quarters may not equal the total for the year.

For our internal budgeting and resource allocation process and as a means to evaluate period-to-period comparisons, we use non-GAAP measures to supplement our consolidated financial statements presented on a GAAP basis. These non-GAAP measures do not include certain items that may have a material impact upon our reported financial results. We also use non-GAAP measures in making operating decisions because we believe those measures provide meaningful supplemental information regarding our earning potential and performance for management by excluding certain expenses and charges that may not be indicative of our core business operating results. For the reasons set forth below, we believe these non-GAAP financial measures are useful to investors both because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making and (2) they are used by our institutional investors and the analyst community to help them analyze the health of our business. This allows investors and others to better understand and evaluate our operating results and future prospects in the same manner as management, compare financial results across accounting periods and to those of peer companies and to better understand the long-term performance of our core business. We also use some of these measures for purposes of determining company-wide incentive compensation.

There are limitations in using non-GAAP financial measures because non-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. The non-GAAP financial measures included above are limited in value because they exclude certain items that may have a material impact upon our reported financial results. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which charges are excluded from the non-GAAP financial measures. We compensate 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 our public disclosures. The presentation of non-GAAP financial information is meant to be considered in addition to, not as a substitute for or in isolation from, the directly comparable financial measures prepared in accordance with GAAP. We urge investors to review the reconciliation of our non-GAAP financial measures to the comparable GAAP financial measures included below, and not to rely on any single financial measure to evaluate our business.

Reconciliation of GAAP Financial Measures to Non-GAAP Financial Measures

(In millions except for year-over-year changes, gross margin, operating margin, and per share data):

	Fiscal Year Ended January 31,		
	2016	2015	2014
		(Unaudited)	
Year-over-year change in total net revenue	— %	10 %	(2)%
Change in deferred revenue	4 %	8 %	(2)%
Change in hedge gain applicable to billings (1)	1 %	— %	— %
Change in acquisition related deferred revenue and other	— %	— %	— %
Year-over-year change in total net billings	5 %	18 %	(4)%
Year-over-year change in net subscription revenue	9 %	15 %	7 %
Change in deferred subscription revenue	5 %	10 %	(7)%
Change in hedge gain applicable to subscription billings (1)	1 %	— %	— %
Change in acquisition related deferred subscription revenue and other	1 %	(3)%	(1)%
Year-over-year change in net subscription billings (1)	16 %	22 %	(1)%
Gross profit	$ 2,133.4	$ 2,170.1	$ 1,999.6
Stock-based compensation expense	11.8	8.9	6.0
Amortization of developed technologies	49.0	53.2	44.2
Non-GAAP gross profit	$ 2,194.2	$ 2,232.2	$ 2,049.8
Gross margin	85 %	86 %	88 %
Stock-based compensation expense	1 %	1 %	— %
Amortization of developed technologies	2 %	2 %	2 %
Non-GAAP gross margin	88 %	89 %	90 %
Income from operations	$ 1.3	$ 120.7	$ 284.8
Stock-based compensation expense	197.2	165.6	132.2
Amortization of developed technologies	49.0	53.2	44.2
Amortization of purchased intangibles	33.2	39.8	36.5
Restructuring charges, net	—	3.1	12.8
Non-GAAP income from operations	$ 280.7	$ 382.4	$ 510.5
Operating margin	— %	5 %	13 %
Stock-based compensation expense	8 %	7 %	6 %
Amortization of developed technologies	2 %	2 %	2 %
Amortization of purchased intangibles	1 %	1 %	1 %
Restructuring charges, net	— %	— %	— %
Non-GAAP operating margin	11 %	15 %	22 %
Net (loss) income	$ (330.5)	$ 81.8	$ 228.8
Stock-based compensation expense	197.2	165.6	132.2
Amortization of developed technologies	49.0	53.2	44.2
Amortization of purchased intangibles	33.2	39.8	36.5
Restructuring charges, net	—	3.1	12.8
Loss on strategic investments	(3.7)	23.3	1.8
Establishment of valuation allowance on deferred tax assets	230.9	—	—
Discrete tax provision items	0.8	(18.7)	(10.2)
Income tax effect of non-GAAP adjustments	17.2	(75.8)	(60.5)
Non-GAAP net income	$ 194.1	$ 272.3	$ 385.6

	Fiscal Year Ended January 31,		
	2016	2015	2014
		(Unaudited)	
Diluted net (loss) income per share (2)	$ (1.46)	$ 0.35	$ 1.00
Stock-based compensation expense	0.86	0.71	0.57
Amortization of developed technologies	0.21	0.23	0.19
Amortization of purchased intangibles	0.15	0.17	0.16
Restructuring charges, net	—	0.01	0.06
Loss on strategic investments	(0.01)	0.10	—
Establishment of valuation allowance on deferred tax assets	1.01	—	—
Discrete tax provision items	—	(0.08)	(0.04)
Income tax effect of non-GAAP adjustments	0.08	(0.32)	(0.26)
Non-GAAP diluted net income per share (2)	$ 0.84	$ 1.17	$ 1.68

(1) Prior period was adjusted to conform with current period's presentation to include the effects from hedging on billings.
(2) Net (loss) income per share were computed independently for each of the periods presented; therefore the sum of the net (loss) income per share amount for the quarters may not equal the total for the year.

Our non-GAAP financial measures may exclude the following:

*Stock-based compensation expense*s. We exclude stock-based compensation expenses from non-GAAP measures primarily because they are non-cash expenses and 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. Moreover, because of varying available valuation methodologies, subjective assumptions and the variety of award types that companies can use under FASB ASC Topic 718, we believe excluding stock-based compensation expenses allows investors to make meaningful comparisons between our recurring core business operating results and those of other companies.

Amortization of acquisition-related developed technologies and purchased intangibles. We incur amortization of acquisition-related developed technology and purchased intangibles in connection with acquisitions of certain businesses and technologies. Amortization of developed technologies and purchased intangibles is inconsistent in amount and frequency and is significantly affected by the timing and size of our acquisitions. Management finds it useful to exclude these variable charges from our cost of revenues to assist in budgeting, planning, and forecasting future periods. Investors should note that the use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of developed technologies and purchased intangible assets will recur in future periods.

Goodwill impairment. This is a non-cash charge to write-down goodwill to fair value when there was an indication that the asset was impaired. As explained above, 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.

Restructuring charges (benefits), net. These expenses are associated with realigning our business strategies based on current economic conditions. In connection with these restructuring actions, we recognize costs related to termination benefits for former employees whose positions were eliminated, and the closure of facilities and cancellation of certain contracts. We exclude these charges because these expenses are not reflective of ongoing business and operating results. We believe it is useful for investors to understand the effects of these items on our total operating expenses.

Loss (gain) on strategic investments. We exclude gains and losses related to our strategic investments from our non-GAAP measures primarily because management finds it useful to exclude these variable gains and losses on these investments in assessing our financial results. Included in these amounts are non-cash unrealized gains and losses on the derivative components and realized gains and losses on the sale or losses on the impairment of these investments. We believe excluding these items is useful to investors because these excluded items do not correlate to the underlying performance of our business and these losses or gains were incurred in connection with strategic investments which do not occur regularly.

Establishment of a valuation allowance on certain net deferred tax assets. This is a non-cash charge to record a valuation allowance on certain deferred tax assets. As explained above, management finds it useful to exclude certain non-cash charges to assess the appropriate level of various cash expenses to assist in budgeting, planning, and forecasting future periods.

Discrete tax items. We exclude the GAAP tax provision, including discrete items, from the non-GAAP measure of income, and include a non-GAAP tax provision based upon the projected annual non-GAAP effective tax rate. Discrete tax items include income tax expenses or benefits that do not relate to ordinary income from continuing operations in the current fiscal year, unusual or infrequently occurring items, or the tax impact of certain stock-based compensation. Examples of discrete tax items include, but are not limited to, certain changes in judgment and changes in estimates of tax matters related to prior fiscal years, certain costs related to business combinations, certain changes in the realizability of deferred tax assets or changes in tax law. Management believes this approach assists investors in understanding the tax provision and the effective tax rate related to ongoing operations. We believe the exclusion of these discrete tax items provides investors with useful supplemental information about the Company's operational performance.

Income tax effects on the difference between GAAP and non-GAAP costs and expenses. The income tax effects that are excluded from the non-GAAP measures relate to the tax impact on the difference between GAAP and non-GAAP expenses, primarily due to stock-based compensation, amortization of purchased intangibles and restructuring charges (benefits) for GAAP and non-GAAP measures.

Liquidity and Capital Resources

Our primary source of cash is from the sale of licenses to our products. Our primary use of cash is payment of our operating costs, which consist primarily of employee-related expenses, such as compensation and benefits, as well as general operating expenses for marketing, facilities, and overhead costs. In addition to operating expenses, we also use cash to fund our stock repurchase program and invest in our growth initiatives, which include acquisitions of products, technology, and businesses. See further discussion of these items below.

At January 31, 2016, our principal sources of liquidity were cash, cash equivalents, and marketable securities totaling $2.8 billion and net accounts receivable of $653.6 million. Net of long-term debt, we have cash, cash equivalents, and marketable securities totaling $1.3 billion at January 31, 2016.

In June 2015, we issued $450.0 million aggregate principal amount of 3.125% senior notes due June 15, 2020 and $300.0 million aggregate principal amount of 4.375% senior notes due June 15, 2025. In December 2012, we issued $400.0 million aggregate principal amount of 1.95% notes due December 15, 2017 and $350.0 million aggregate principal amount of 3.6% notes due December 15, 2022 (all four series of notes collectively, the "Notes"). As of March 23, 2016, we have $1.5 billion aggregate principal amount of Notes outstanding. In addition, we have a line of credit facility that permits unsecured short-term borrowings of up to $400.0 million. As of March 23, 2016, we have no amounts outstanding under the credit facility. In May 2015, Autodesk amended and restated the credit agreement to extend the facility's maturity date from May 2018 to May 2020 and to amend the financial covenants. Borrowings under the credit facility and the net proceeds from the offering of the Notes are available for general corporate purposes.

Our cash and cash equivalents are held by diversified financial institutions globally. Our primary commercial banking relationship is with Citigroup and its global affiliates. In addition, Citibank N.A., an affiliate of Citigroup, is one of the lead lenders and agent in the syndicate of our $400.0 million line of credit.

The increase in our cash, cash equivalents, and marketable securities to $2.8 billion at January 31, 2016 from $2.3 billion at January 31, 2015 was primarily the result of the proceeds from the issuance of our June 2015 notes and the result of cash generated from operations. These increases to cash, cash equivalents and marketable securities were partially offset by cash used for repurchases of our common stock (net of stock issuance proceeds), acquisitions including business combinations and technology purchases, capital expenditures, and other investing activities. The cash proceeds from issuance of common stock vary based on our stock price, stock option exercise activity and the volume of employee purchases under the Employee Stock Purchase Plan.

The primary source of net cash provided by operating activities of $414.0 million in fiscal 2016 was $578.9 million of non-cash expenses, including our deferred tax asset valuation allowance, stock-based compensation expense, and depreciation, amortization and accretion expense, offsetting our net loss of $330.5 million. In addition, net cash flow provided by changes in operating assets and liabilities was $190.6 million. The primary working capital sources of cash was an increase in deferred revenue for fiscal 2016 compared to fiscal 2015. Our days sales outstanding in trade receivables was 92 at January 31, 2016 compared to 63 at January 31, 2015. The increase in days sales outstanding primarily relates to a shift in billings linearity. The primary working capital use of cash was an increase in accounts receivable for fiscal 2016 compared to fiscal 2015.

At January 31, 2016, our short-term investment portfolio had an estimated fair value of $897.9 million and a cost basis of $899.0 million. The portfolio fair value consisted of $376.9 million invested in corporate debt securities, $190.3 million invested in certificates of deposit, $141.1 million invested in commercial paper, $74.6 million invested in U.S. treasury bills, $39.9 million invested in U.S. government agency securities, $20.1 million invested in sovereign debt, $9.7 million invested in municipal securities, and $7.3 million invested in asset backed securities, and $38.0 million of trading securities invested in a defined set of mutual funds as directed by the participants in our Deferred Compensation Plan (see Note 6, "Deferred Compensation," in the Notes to Consolidated Financial Statements for further discussion).

Long-term cash requirements for items other than normal operating expenses are anticipated for the following: common stock repurchases; the acquisition of businesses, software products, or technologies complementary to our business; and capital expenditures, including the purchase and implementation of internal-use software applications.

Our strategy includes improving our product functionality and expanding our product offerings through internal development as well as through the acquisition of products, technology, and businesses. Acquisitions often increase the speed at which we can deliver product functionality to our customers; however, they entail cost and integration challenges and, in certain instances, negatively impact our operating margins. We continually review these trade-offs in making decisions regarding acquisitions. We currently anticipate that we will continue to acquire products, technology, and businesses as compelling opportunities become available. Our decision to acquire businesses or technology is dependent on our business needs, the availability of suitable sellers and technology, and our own financial condition.

Our cash, cash equivalents, and marketable securities balances are concentrated in a few locations around the world, with substantial amounts held outside of the U.S. As of January 31, 2016, approximately 74% of our total cash, cash equivalents, and marketable securities are located offshore and will fluctuate subject to business needs. Certain amounts held outside the U.S. could be repatriated to the U.S. (subject to local law restrictions), but under current U.S. tax law, could be subject to U.S. income taxes less applicable foreign tax credits. We have provided for the U.S. income tax liability on foreign earnings, except for foreign earnings that are considered permanently reinvested outside the U.S. Our intent is that amounts related to foreign earnings permanently reinvested outside the U.S. will remain outside the U.S. and we will meet our U.S. liquidity needs through ongoing cash flows, external borrowings, or both. We regularly review our capital structure and consider a variety of potential financing alternatives and planning strategies to ensure we have the proper liquidity available in the locations in which it is needed and to fund our existing stock buyback program with cash that has not been permanently reinvested outside the U.S.

Cash from operations could also be affected by various risks and uncertainties, including, but not limited to the risks detailed in Part I, Item 1A titled "Risk Factors." However, based on our current business plan and revenue prospects, we believe that our existing balances, our anticipated cash flows from operations and our available credit facility will be sufficient to meet our working capital and operating resource expenditure requirements for at least the next 12 months.

Our revenue, earnings, cash flows, receivables, and payables are subject to fluctuations due to changes in foreign currency exchange rates, for which we have put in place foreign currency contracts as part of our risk management strategy. See Part II, Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" for further discussion.

Contractual Obligations

The following table summarizes our significant financial contractual obligations at January 31, 2016 and the effect such obligations are expected to have on our liquidity and cash flows in future periods.

	Total	Fiscal 2017	Fiscal Years 2018-2019	Fiscal Years 2020-2021	Thereafter
			(in millions)		
Notes	$ 1,785.9	$ 47.6	$ 486.4	$ 520.8	$ 731.1
Operating lease obligations	252.7	60.5	96.8	44.2	51.2
Purchase obligations	100.2	75.1	21.0	4.1	—
Deferred compensation obligations	38.0	1.9	4.5	5.5	26.1
Pension obligations	37.6	3.9	7.6	7.0	19.1
Asset retirement obligations	11.1	1.6	7.5	1.7	0.3
Total (1)	$ 2,225.5	$ 190.6	$ 623.8	$ 583.3	$ 827.8

(1) This table generally excludes amounts already recorded on the balance sheet as current liabilities, certain purchase obligations as discussed below, long term deferred revenue, and amounts related to income tax liabilities for uncertain tax positions, since we cannot predict with reasonable reliability the timing of cash settlements to the respective taxing authorities (see Note 4, "Income Taxes" to the Notes to Consolidated Financial Statements).

Notes consist of the Senior Notes issued in December 2012 and June 2015. The 2012 Senior Notes consist of $400.0 million aggregate principal amount of 1.95% senior notes due December 15, 2017 notes and $350.0 million aggregate principal amount of 3.6% senior notes due December 15, 2022. The 2015 Senior Notes consist of $450.0 million aggregate principal amount of 3.125% senior notes due June 15, 2020 and $300.0 million aggregate principal amount of 4.375% senior notes due June 15, 2025.

Operating lease obligations consist primarily of obligations for facilities, net of sublease income, computer equipment and other equipment leases.

Purchase obligations are contractual obligations for purchase of goods or services and are defined as agreements that are enforceable and legally binding on Autodesk and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum, or variable price provisions; and the approximate timing of the transaction. Purchase obligations relate primarily to enterprise subscription agreements, IT infrastructure costs, and marketing costs.

Deferred compensation obligations relate to amounts held in a rabbi trust under our non-qualified deferred compensation plan. See Note 6, "Deferred Compensation," in our Notes to Consolidated Financial Statements for further information regarding this plan.

Pension obligations relate to our obligations for pension plans outside of the U.S. See Note 14, "Retirement Benefit Plans," in our Notes to Consolidated Financial Statements for further information regarding these obligations.

Purchase orders or contracts for the purchase of supplies and other goods and services are not included in the table above. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. Our purchase orders are based on our current procurement or development needs and are fulfilled by our vendors within short time horizons. We do not have significant agreements for the purchase of supplies or other goods specifying minimum quantities or set prices that exceed our expected requirements for three months. In addition, we have certain software royalty commitments associated with the shipment and licensing of certain products.

The expected timing of payment of the obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid may be different depending on the time of receipt of goods or services or changes to agreed-upon amounts for some obligations.

We provide indemnifications of varying scopes and certain guarantees, including limited product warranties. Historically, costs related to these warranties and indemnifications have not been significant, but because potential future costs are highly variable, we are unable to estimate the maximum potential impact of these guarantees on our future results of operations.

Issuer Purchases of Equity Securities

Autodesk's stock repurchase program is largely to help offset the dilution from the issuance of stock under our employee stock plans and for such other purposes as may be in the interests of Autodesk and its stockholders, and has the effect of returning excess cash generated from our business to stockholders. The number of shares acquired and the timing of the purchases are based on several factors, including general market and economic conditions, the number of employee stock option exercises and restricted stock unit issuances, the trading price of Autodesk common stock, cash on hand and available in the United States, cash requirements for acquisitions, and Company defined trading windows.During the three and twelve months ended January 31, 2016, we repurchased 1.6 million and 8.5 million shares of our common stock, respectively. At January 31, 2016, 6.3 million shares remained available for repurchase under our current repurchase program approved by the Board of Directors. This program does not have a fixed expiration date. See Note 9, “Stockholders' Equity,” in the Notes to Consolidated Financial Statements for further discussion.

Off-Balance Sheet Arrangements

As of January 31, 2016, we did not have any significant off-balance sheet arrangements other than operating leases, as defined in Item 303(a)(4)(ii) of Regulation S-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign currency exchange risk

Our revenue, earnings, cash flows, receivables, and payables are subject to fluctuations due to changes in foreign currency exchange rates. Our risk management strategy utilizes foreign currency contracts to manage our exposure to foreign currency volatility that exists as part of our ongoing business operations. We utilize cash flow hedge contracts to reduce the exchange rate impact on a portion of the net revenue or operating expense of certain anticipated transactions. In addition, we use balance sheet hedge contracts to reduce the exchange rate risk associated primarily with foreign currency denominated receivables and payables. As of January 31, 2016 and 2015, we had open cash flow and balance sheet hedge contracts with future settlements within one to twelve months. Contracts were primarily denominated in euros, Japanese yen, Swiss francs, British pounds, Canadian dollars, and Australian dollars. We do not enter into any foreign exchange derivative instruments for trading or speculative purposes. The notional amount of our option and forward contracts was $374.0 million and $381.2 million at January 31, 2016 and 2015, respectively.

We use foreign currency contracts to reduce the exchange rate impact on the net revenue and operating expenses of certain anticipated transactions. A sensitivity analysis performed on our hedging portfolio as of January 31, 2016 indicated that a hypothetical 10% appreciation of the U.S. dollar from its value at January 31, 2016 and 2015 would increase the fair value of our foreign currency contracts by $33.3 million and $35.1 million, respectively. A hypothetical 10% depreciation of the dollar from its value at January 31, 2016 and 2015 would decrease the fair value of our foreign currency contracts by $25.6 million and $16.5 million, respectively.

Interest rate risk

Interest rate movements affect both the interest income we earn on our short term investments and the market value of certain longer term securities. At January 31, 2016, we had $2,305.4 million of cash equivalents and marketable securities, including $897.9 million classified as short-term marketable securities and $532.3 million classified as long-term marketable securities. If interest rates were to move up by 50 or 100 basis points over a twelve month period, the potential decline in fair value on our marketable securities would be $5.5 million or $9.8 million, respectively.

Other Market Risk

From time to time we make direct investments in privately held companies. The privately held companies in which we invest are considered inherently risky. The technologies and products these companies have under development are typically in the early stages and may never materialize, which could result in a loss of all or a substantial part of our initial investment in these companies. The evaluation of privately held companies is based on information that we request from these companies, which is not subject to the same disclosure regulations as U.S. publicly traded companies, and as such, the basis for these evaluations is subject to the timing and accuracy of the data received from these companies. See Note 2, "Financial Instruments" for further discussion regarding our privately held investments.

AUTODESK, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)

	Fiscal year ended January 31, 2016	2015	2014
Net revenue:			
License and other	$ 1,226.9	$ 1,341.4	$ 1,254.9
Subscription	1,277.2	1,170.8	1,019.0
Total net revenue	2,504.1	2,512.2	2,273.9
Cost of revenue:			
Cost of license and other revenue	214.6	208.5	178.7
Cost of subscription revenue	156.1	133.6	95.6
Total cost of revenue	370.7	342.1	274.3
Gross profit	2,133.4	2,170.1	1,999.6
Operating expenses:			
Marketing and sales	1,015.5	998.0	842.6
Research and development	790.0	725.2	611.1
General and administrative	293.4	283.3	211.8
Amortization of purchased intangibles	33.2	39.8	36.5
Restructuring charges, net	—	3.1	12.8
Total operating expenses	2,132.1	2,049.4	1,714.8
Income from operations	1.3	120.7	284.8
Interest and other expense, net	(21.6)	(37.7)	(4.9)
(Loss) income before income taxes	(20.3)	83.0	279.9
Provision for income taxes	(310.2)	(1.2)	(51.1)
Net (loss) income	$ (330.5)	$ 81.8	$ 228.8
Basic net (loss) income per share	$ (1.46)	$ 0.36	$ 1.02
Diluted net (loss) income per share	$ (1.46)	$ 0.35	$ 1.00
Weighted average shares used in computing basic net (loss) income per share	226.0	227.1	224.0
Weighted average shares used in computing diluted net (loss) income per share	226.0	232.4	229.6

See accompanying Notes to Consolidated Financial Statements.

AUTODESK, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(In millions)

	Fiscal year ended January 31,		
	2016	**2015**	**2014**
Net (loss) income	$ (330.5)	$ 81.8	$ 228.8
Other comprehensive (loss) income, net of reclassifications:			
Net (loss) gain on derivative instruments (net of tax effect of \$0.6, (\$0.7), and \$1.1)	(27.1)	39.3	0.7
Change in net unrealized loss on available-for-sale securities (net of tax effect of \$0.0, (\$0.2), and \$0.3)	(1.4)	(0.2)	(1.1)
Change in defined benefit pension items (net of tax effect of \$0.9, \$1.8, and \$0.6)	(4.6)	(16.0)	5.4
Net change in cumulative foreign currency translation (loss) gain (net of tax effect of \$0.5, \$4.9, and \$2.1)	(34.7)	(75.8)	0.1
Total other comprehensive (loss) income	(67.8)	(52.7)	5.1
Total comprehensive (loss) income	$ (398.3)	$ 29.1	$ 233.9

See accompanying Notes to Consolidated Financial Statements.

AUTODESK, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except per share data)

	January 31, 2016	January 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,353.0	$ 1,410.6
Marketable securities	897.9	615.8
Accounts receivable, net	653.6	458.9
Deferred income taxes, net	—	85.1
Prepaid expenses and other current assets	88.6	100.9
Total current assets	2,993.1	2,671.3
Marketable securities	532.3	273.0
Computer equipment, software, furniture, and leasehold improvements, net	169.3	159.2
Developed technologies, net	70.8	86.5
Goodwill	1,535.0	1,456.2
Deferred income taxes, net	9.2	100.0
Other assets	205.6	163.5
Total assets	$ 5,515.3	$ 4,909.7
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 119.9	$ 100.5
Accrued compensation	243.3	253.3
Accrued income taxes	29.4	28.2
Deferred revenue	1,068.9	900.8
Other accrued liabilities	129.5	117.3
Total current liabilities	1,591.0	1,400.1
Deferred revenue	450.3	256.3
Long term income taxes payable	161.4	158.8
Long term deferred income taxes	67.7	—
Long term notes payable, net	1,487.7	743.1
Other liabilities	137.6	132.2
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value; shares authorized 2.0; none issued or outstanding at January 31, 2016 and 2015	—	—
Common stock and additional paid-in capital, $0.01 par value; shares authorized 750.0; 224.4 outstanding at January 31, 2016 and 227.0 outstanding at January 31, 2015	1,821.5	1,773.1
Accumulated other comprehensive loss	(121.1)	(53.3)
Retained earnings	(80.8)	499.4
Total stockholders' equity	1,619.6	2,219.2
Total liabilities and stockholders' equity	$ 5,515.3	$ 4,909.7

See accompanying Notes to Consolidated Financial Statements.

AUTODESK, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Fiscal year ended January 31,		
	2016	2015	2014
Operating Activities			
Net (loss) income	$ (330.5)	$ 81.8	$ 228.8
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation, amortization, and accretion	145.8	145.9	128.9
Stock-based compensation expense	197.2	165.6	132.2
Deferred income taxes	235.9	(18.8)	(49.4)
Excess tax benefits from stock-based compensation	—	(0.5)	(9.1)
Restructuring charges, net	—	3.1	12.8
Other operating activities	(25.0)	16.2	(16.1)
Changes in operating assets and liabilities, net of business combinations:			
Accounts receivable	(195.5)	(17.3)	72.3
Prepaid expenses and other current assets	(2.8)	6.8	(20.3)
Accounts payable and accrued liabilities	24.9	130.8	(19.6)
Deferred revenue	360.5	245.2	66.0
Accrued income taxes	3.5	(50.7)	37.0
Net cash provided by operating activities	414.0	708.1	563.5
Investing Activities			
Purchases of marketable securities	(2,250.1)	(1,355.1)	(1,214.2)
Sales of marketable securities	329.4	190.0	537.0
Maturities of marketable securities	1,376.6	969.0	742.1
Acquisitions, net of cash acquired	(148.5)	(630.0)	(176.1)
Capital expenditures	(72.4)	(75.5)	(64.2)
Other investing activities	(44.5)	(4.0)	(18.6)
Net cash used in investing activities	(809.5)	(905.6)	(194.0)
Financing Activities			
Proceeds from issuance of common stock	110.8	175.4	312.8
Taxes paid related to net share settlement of equity awards	(51.6)	(40.0)	(24.6)
Repurchase and retirement of common shares	(458.0)	(372.4)	(423.8)
Proceeds from debt, net of discount	748.3	—	—
Excess tax benefits from stock-based compensation	—	0.5	9.1
Other financing activities	(6.3)	(3.4)	—
Net cash provided by (used in) financing activities	343.2	(239.9)	(126.5)
Effect of exchange rate changes on cash and cash equivalents	(5.3)	(5.0)	(2.2)
Net (decrease) increase in cash and cash equivalents	(57.6)	(442.4)	240.8
Cash and cash equivalents at beginning of fiscal year	1,410.6	1,853.0	1,612.2
Cash and cash equivalents at end of fiscal year	$ 1,353.0	$ 1,410.6	$ 1,853.0
Supplemental cash flow information:			
Cash paid during the year for interest	$ 34.7	$ 20.4	$ 20.5
Net cash paid during the year for income taxes	$ 59.1	$ 63.4	$ 75.7

See accompanying Notes to Consolidated Financial Statements.

AUTODESK, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In millions)

	Common stock and additional paid-in capital		Accumulated other comprehensive (loss) income	Retained earnings	Total stockholders' equity
	Shares	Amount			
Balances, January 31, 2013	223.6	$ 1,449.8	$ (5.7)	$ 599.1	$ 2,043.2
Common shares issued under stock plans	13.6	288.2	—	—	288.2
Stock-based compensation expense	—	132.2	—	—	132.2
Tax benefits from employee stock plans	—	(12.2)	—	—	(12.2)
Net income	—	—	—	228.8	228.8
Other comprehensive income	—	—	5.1		5.1
Repurchase and retirement of common shares	(10.5)	(220.7)	—	(203.1)	(423.8)
Balances, January 31, 2014	226.7	1,637.3	(0.6)	624.8	2,261.5
Common shares issued under stock plans	7.2	135.4	—	—	135.4
Stock-based compensation expense	—	165.6	—	—	165.6
Net income	—	—	—	81.8	81.8
Other comprehensive (loss)	—	—	(52.7)	—	(52.7)
Repurchase and retirement of common shares	(6.9)	(165.2)	—	(207.2)	(372.4)
Balances, January 31, 2015	227.0	1,773.1	(53.3)	499.4	2,219.2
Common shares issued under stock plans	5.9	59.2	—	—	59.2
Stock-based compensation expense	—	197.2	—	—	197.2
Tax benefits from employee stock plans	—	0.3	—	—	0.3
Net (loss) income	—	—	—	(330.5)	(330.5)
Other comprehensive (loss)	—	—	(67.8)	—	(67.8)
Repurchase and retirement of common shares	(8.5)	(208.3)	—	(249.7)	(458.0)
Balances, January 31, 2016	224.4	$ 1,821.5	$ (121.1)	$ (80.8)	$ 1,619.6

See accompanying Notes to Consolidated Financial Statements.

1. Business and Summary of Significant Accounting Policies

Business

Autodesk, Inc. ("Autodesk" or the "Company") is a world leading design software and services company, offering customers productive business solutions through powerful technology products and services. The Company serves customers in the architecture, engineering, and construction; manufacturing; and digital media, consumer, and entertainment industries. The Company's sophisticated software products enable its customers to experience their ideas before they are real by allowing them to imagine, design, and create their ideas and to visualize, simulate, and analyze real-world performance early in the design process by creating digital prototypes. These capabilities allow Autodesk's customers to foster innovation, optimize and improve their designs, help save time and money, improve quality, and collaborate with others. Autodesk software products are sold globally, both directly to customers and through a network of resellers and distributors.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Autodesk and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Current Period Adjustments

Subsequent to furnishing preliminary financial statements on Form 8-K on February 25, 2016 for the three and twelve months ended January 31, 2016, Autodesk identified a $4.5 million tax adjustment associated with deemed foreign withholding taxes related to non-permanently reinvested earnings in foreign jurisdictions which have not yet repatriated resulting in changes to the Consolidated Financial Statements as reflected in this Annual Report on Form 10-K. This non-cash adjustment resulted in an increase to GAAP diluted loss per share from $(1.44) to $(1.46) for the full fiscal year.

Prior Period Adjustments

Autodesk previously established a valuation allowance against the Company's deferred tax assets during the three months ended July 31, 2015. In the course of preparing the Condensed Consolidated Financial Statements for the three and nine months ended October 31, 2015, Autodesk determined that it had understated income tax expense by $33.1 million for the three and six months ended July 31, 2015, primarily related to an error in the establishment of the valuation allowance, which had been understated at July 31, 2015. Autodesk performed the analysis required by Staff Accounting Bulletin 99, *Materiality*, to evaluate the materiality of the error, quantitatively and qualitatively, and concluded it was not material to the Company's Condensed Consolidated Financial Statements as of July 31, 2015 and for the three and six month periods ended July 31, 2015. However, in light of the significance of a correction of the error to the results for the three months ended October 31, 2015, Autodesk chose to correct the error by revising the previously reported results for the three and six months ended July 31, 2015, to include the additional $33.1 million of non-cash income tax expense associated with the establishment of the valuation allowance. See Note 16, "Selected Quarterly Financial Information (Unaudited)," in the Notes to the Condensed Consolidated Financial Statements for further discussion.

During the quarter ended April 30, 2015, Autodesk determined that it had not correctly accounted for certain liabilities primarily related to employee benefits and unclaimed property. As a result, we recorded $5.7 million of additional operating expenses related to prior periods. As these adjustments were related to the correction of errors, Autodesk performed the analysis required by Staff Accounting Bulletin 99, Materiality, and Staff Accounting Bulletin 108, *Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements*. Based on this analysis, Autodesk concluded that the effect of the errors was not material to the financial position, results of operations or cash flows of any prior fiscal year from both a quantitative and qualitative perspective and is not material to the full fiscal year 2016.

Reclassifications

During the second quarter of fiscal 2015, Autodesk elected to present amortization of purchased customer relationships, trade names, patents, and user lists as a separate line item within operating expenses. As a result, amortization previously reflected in “General and Administrative” expense was reclassified to “Amortization of Purchased Intangibles" within Operating Expenses. These expenses have been reclassified in the Consolidated Statements of Operations for fiscal years 2015 and 2014 to conform to the current period presentation as follows:

	Fiscal year ended January 31,	
	2015	**2014**
Reclassifications within operating expenses:		
(Decrease) to general and administrative	$ (10.9)	$ (36.5)
Increase to amortization of purchased intangibles	10.9	36.5

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in Autodesk’s consolidated financial statements and notes thereto. These estimates are based on information available as of the date of the consolidated financial statements. On a regular basis, management evaluates these estimates and assumptions. Actual results may differ materially from these estimates.

Examples of significant estimates and assumptions made by management involve the determination of the fair value of acquired assets and liabilities, goodwill, financial instruments, long-lived assets and other intangible assets, the realizability of deferred tax assets, and the fair value of stock awards. The Company also makes assumptions, judgments, and estimates in determining the accruals for uncertain tax positions, variable compensation, partner incentive programs, product returns reserves, allowances for doubtful accounts, asset retirement obligations, and legal contingencies.

Foreign Currency Translation and Transactions

The assets and liabilities of Autodesk’s foreign subsidiaries are translated from their respective functional currencies into U.S. dollars at the rates in effect at the balance sheet date, and revenue and expense amounts are translated at exchange rates that approximate those rates in effect during the period in which the underlying transactions occur. Foreign currency translation adjustments are recorded as other comprehensive (loss) income.

Gains and losses realized from foreign currency transactions, those transactions denominated in currencies other than the foreign subsidiary’s functional currency, are included in interest and other income, net. Monetary assets and liabilities are remeasured using foreign currency exchange rates at the end of the period, and non-monetary assets are remeasured based on historical exchange rates.

Derivative Financial Instruments

Under its risk management strategy, Autodesk uses derivative instruments to manage its short-term exposures to fluctuations in foreign currency exchange rates which exist as part of ongoing business operations. Autodesk’s general practice is to hedge a majority of transaction exposures denominated in euros, Japanese yen, Swiss francs, British pounds, Canadian dollars, and Australian dollars. These instruments have maturities between one to 12 months in the future. Autodesk does not enter into any derivative instruments for trading or speculative purposes.

The bank counterparties in all contracts expose Autodesk to credit-related losses in the event of their nonperformance. However, to mitigate that risk, Autodesk only contracts with counterparties who meet the Company’s minimum requirements under its counterparty risk assessment process. Autodesk monitors ratings, credit spreads, and potential downgrades on at least a quarterly basis. Based on Autodesk’s on-going assessment of counterparty risk, the Company will adjust its exposure to various counterparties. Autodesk generally enters into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. However, Autodesk does not have any master netting arrangements in place with collateral features.

Autodesk accounts for its derivative instruments as either assets or liabilities on the balance sheet and carries them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting. Derivatives that do not qualify for hedge accounting are adjusted to fair value through earnings. See Note 2, "Financial Instruments" for information regarding Autodesk's hedging activities.

Cash and Cash Equivalents

Autodesk considers all highly liquid investments with insignificant interest rate risk and remaining maturities of three months or less at the date of purchase to be cash equivalents. Cash equivalents are recorded at cost, which approximates fair value.

Marketable Securities

Marketable securities are stated at fair value. Marketable securities maturing within one year that are not restricted are classified as current assets.

Autodesk determines the appropriate classification of its marketable securities at the time of purchase and re-evaluates such classification as of each balance sheet date. Autodesk carries all “available-for-sale securities” at fair value, with unrealized gains and losses, net of tax, reported in stockholders’ equity until disposition or maturity. Autodesk carries all “trading securities” at fair value, with unrealized gains and losses, recorded in “Interest and other income, net” in the Company’s Consolidated Statements of Operations. The cost of securities sold is based on the specific-identification method.

All of Autodesk’s marketable securities are subject to a periodic impairment review. The Company recognizes an impairment charge when a decline in the fair value of its investments below the cost basis is judged to be other-than-temporary. Autodesk considers various factors in determining whether to recognize an impairment charge, including the length of time and extent to which the fair value has been less than Autodesk’s cost basis, the financial condition and near-term prospects of the investee, and Autodesk’s intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in the market value. For additional information, see “Concentration of Credit Risk” within this Note 1 and Note 2, “Financial Instruments.”

Accounts Receivable, Net

Accounts receivable, net, consisted of the following as of January 31:

	2016	2015
Trade accounts receivable	$ 700.1	$ 495.4
Less: Allowance for doubtful accounts	(7.6)	(6.3)
Product returns reserve	(1.6)	(2.6)
Partner programs and other obligations	(37.3)	(27.6)
Accounts receivable, net	$ 653.6	$ 458.9

Allowances for uncollectible trade receivables are based upon historical loss patterns, the number of days that billings are past due, and an evaluation of the potential risk of loss associated with problem accounts.

The product returns reserves are based on historical experience of actual product returns, estimated channel inventory levels, the timing of new product introductions, channel sell-in for applicable markets, and other factors.

As part of the indirect channel model, Autodesk has a partner incentive program that uses quarterly attainment of monetary rewards to motivate distributors and resellers to achieve mutually agreed upon business goals in a specified time period. A portion of these incentives reduce license and other revenue in the current period. The remainder, which relates to incentives on our Subscription Program, is recorded as a reduction to deferred revenue in the period the subscription transaction is billed and subsequently recognized as a reduction to subscription revenue over the contract period. These incentive balances do not require significant assumptions or judgments. The reserves associated with the partner incentive program are treated on the balance sheet as either contra account receivable (when due to distributors and direct resellers) or accounts payable (when due to indirect resellers).

Concentration of Credit Risk

Autodesk places its cash, cash equivalents, and marketable securities in highly liquid instruments with, and in the custody of, diversified financial institutions globally with high credit ratings and limits the amounts invested with any one institution, type of security, and issuer.

Geographical concentrations of consolidated cash, cash equivalents, and marketable securities held by Autodesk as of January 31:

	2016	2015
United States	26%	19%
Other Americas	1%	1%
Europe, Middle East, and Africa ("EMEA")	50%	56%
Asia Pacific ("APAC")	23%	24%

Autodesk's primary commercial banking relationship is with Citigroup Inc. and its global affiliates. Citibank, N.A., an affiliate of Citigroup, is one of the lead lenders and an agent in the syndicate of Autodesk's $400.0 million line of credit facility. It is Autodesk's policy to limit the amounts invested with any one institution by type of security and issuer.

Autodesk's accounts receivable are derived from sales to a large number of resellers, distributors, and direct customers in the Americas; EMEA; and APAC geographies. Autodesk performs ongoing evaluations of these partners' financial condition and limits the amount of credit extended when deemed necessary, but generally does not require collateral from such parties. Total sales to the Company's largest distributor Tech Data Corporation, and its global affiliates ("Tech Data"), accounted for 25%, 25%, and 24% of Autodesk's net revenue for fiscal years ended January 31, 2016, 2015, and 2014, respectively. The majority of the net revenue from sales to Tech Data relates to Autodesk's Platform Solutions and Emerging Business ("PSEB") segment and is for sales made outside of the United States. In addition, Tech Data accounted for 22% of trade accounts receivable at both January 31, 2016 and 2015, respectively.

Computer Equipment, Software, Furniture, and Leasehold Improvements, Net

Computer equipment, software, and furniture are depreciated using the straight-line method over the estimated useful lives of the assets, which range from three to five years. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. Depreciation expense was $60.6 million in fiscal 2016, $52.1 million in fiscal 2015, and $47.2 million in fiscal 2014.

Computer equipment, software, furniture, leasehold improvements and the related accumulated depreciation at January 31 were as follows:

	2016	2015
Computer hardware, at cost	$ 202.7	$ 194.0
Computer software, at cost	85.6	84.9
Leasehold improvements, land, and buildings, at cost	202.9	176.3
Furniture and equipment, at cost	59.0	53.0
Computer software, hardware, leasehold improvements, furniture, and equipment, at cost	550.2	508.2
Less: Accumulated depreciation	(380.9)	(349.0)
Computer software, hardware, leasehold improvements, furniture, and equipment, net	$ 169.3	$ 159.2

Costs incurred for computer software developed or obtained for internal use are capitalized for application development activities, if material, and immediately expensed for preliminary project activities and post-implementation activities. These capitalized costs are amortized over the software's expected useful life, which is generally three years.

Software Development Costs

Software development costs incurred prior to the establishment of technological feasibility are included in research and development expenses. Autodesk defines establishment of technological feasibility as the completion of a working model. Software development costs incurred subsequent to the establishment of technological feasibility through the period of general market availability of the products are capitalized and generally amortized over a three year period, if material. Autodesk had no material capitalized software development costs at January 31, 2016 and January 31, 2015.

Other Intangible Assets, Net

Other intangible assets include developed technologies, customer relationships, trade names, patents, user lists, and the related accumulated amortization. These assets are shown as "Developed technologies, net" and as part of "Other assets" in the Consolidated Balance Sheet. The majority of Autodesk's other intangible assets are amortized to expense over the estimated economic life of the product, which ranges from one to ten years. Amortization expense for developed technologies, customer relationships, trade names, patents, and user lists was $82.6 million in fiscal 2016, $92.9 million in fiscal 2015 and $80.7 million in fiscal 2014.

Other intangible assets and related accumulated amortization at January 31 were as follows:

	2016	2015
Developed technologies, at cost	$ 571.4	$ 538.4
Customer relationships, trade names, patents, and user lists, at cost (1)	371.6	348.9
Other intangible assets, at cost (2)	943.0	887.3
Less: Accumulated amortization	(796.2)	(715.4)
Other intangible assets, net	$ 146.8	$ 171.9

(1) Included in "Other assets" in the accompanying Condensed Consolidated Balance Sheets.
(2) Includes the effects of foreign currency translation.

The weighted average amortization period for developed technologies, customer relationships, and trade names during fiscal 2016 was 4.2 years. Expected future amortization expense for developed technologies, customer relationships, trade names, patents, and user lists for each of the fiscal years ended thereafter is as follows:

	Fiscal Year ended January 31,
2017	$ 63.1
2018	33.8
2019	24.6
2020	13.4
2021	7.4
Thereafter	4.5
Total	$ 146.8

Goodwill

Goodwill consists of the excess of the consideration transferred over the fair value of net assets acquired in business combinations. Autodesk assigns goodwill to the reporting unit associated with each business combination, and tests goodwill for impairment annually in its fourth fiscal quarter or more often if circumstances indicate a potential impairment. For purposes of the goodwill impairment test, a reporting unit is an operating segment or one level below.

Autodesk has the option to perform an assessment of qualitative factors of impairment ("optional assessment") prior to necessitating a two-step quantitative impairment test. Should the optional assessment be utilized for any given fiscal year, qualitative factors to consider include cost factors; financial performance; legal, regulatory, contractual, political, business, or other factors; entity specific factors; industry and market considerations, macroeconomic conditions, and other relevant events and factors affecting the reporting unit. If, after assessing the totality of events or circumstances, it is more likely than not that the fair value of the reporting unit is greater than its carrying value, then performing the two-step impairment test is unnecessary.

Therefore, the two-step quantitative impairment test is necessary when either Autodesk does not utilize the optional assessment or, as a result of the optional assessment, it is not more likely than not that the fair value of the reporting unit is greater than its carrying value. In performing the two-step impairment test, Autodesk uses discounted cash flow models which include assumptions regarding projected cash flows. Variances in these assumptions could have a significant impact on Autodesk's conclusion as to whether goodwill is impaired, or the amount of any impairment charge. Impairment charges, if any, result from instances where the fair values of net assets associated with goodwill are less than their carrying values. As changes in business conditions and assumptions occur, Autodesk may be required to record impairment charges. The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment at many points during the analysis. The value of Autodesk's goodwill could also be impacted by future adverse changes such as: (i) declines in Autodesk's actual financial results, (ii) a sustained decline in Autodesk's market capitalization, (iii) significant slowdown in the worldwide economy or the industries Autodesk serves, or (iv) changes in Autodesk's business strategy or internal financial forecast results.

For the annual impairment assessment in fiscal 2016, Autodesk utilized the optional assessment for the following reporting units: Platform Solutions and Emerging Business ("PSEB"), Manufacturing ("MFG"), Architecture, Engineering, and Construction ("AEC"), and Media and Entertainment ("M&E"). Based on a review of the qualitative factors described above, Autodesk determined that it was more likely than not that the fair value of each of the reporting units exceeded the carrying value. As a result, Autodesk concluded that performing the two-step impairment test was not necessary, and therefore the goodwill of the PSEB, MFG, AEC, and M&E reporting units were not impaired during the fiscal year ended January 31, 2016.

For the Delcam reporting unit, Autodesk deemed the two-step impairment test was necessary and used a discounted cash flow model which included assumptions regarding projected cash flows. Based on this testing, Autodesk estimated fair value was 16% in excess of the carrying value for the Delcam reporting unit and determined there was no impairment of goodwill during the year ended January 31, 2016. In addition, Autodesk did not recognize any goodwill impairment losses in fiscal 2015 or 2014.

Estimating the fair value of the reporting units requires the use of estimates and significant judgments regarding future cash flows that are based on a number of factors including actual operating results, forecasted billings, revenue, and spend targets, discount rate assumptions, and long-term growth rate assumptions. The estimates and judgments described above could adversely change in future periods and Autodesk cannot provide absolute assurance that all of the targets will be achieved, which could lead to future impairment charges.

The change in the carrying amount of goodwill during the fiscal year ended January 31, 2016 is as follows:

	Platform Solutions and Emerging Business	Architecture, Engineering, and Construction	Manufacturing	Media and Entertainment	Delcam (1)	Total
Balance as of January 31, 2015						
Goodwill	$ 327.5	$ 427.0	$ 422.7	$ 245.2	$ 183.0	$ 1,605.4
Accumulated impairment losses	—	—	—	(149.2)	—	(149.2)
	327.5	427.0	422.7	96.0	183.0	1,456.2
netfabb GmbH	32.8	—	—	—	—	32.8
Goodwill acquired from other acquisitions	33.4	4.1	16.6	10.4	—	64.5
Effect of foreign currency translation, purchase accounting adjustments, and other	(6.8)	(3.9)	(1.9)	0.6	(6.5)	(18.5)
Balance as of January 31, 2016						
Goodwill	386.9	427.2	437.4	256.2	176.5	1,684.2
Accumulated impairment losses	—	—	—	(149.2)	—	(149.2)
	$ 386.9	$ 427.2	$ 437.4	$ 107.0	$ 176.5	$ 1,535.0

(1) Delcam is a separate reporting unit within the Manufacturing ("MFG") reporting segment.

The change in the carrying amount of goodwill during the fiscal year ended January 31, 2015 is as follows:

	Platform Solutions and Emerging Business	Architecture, Engineering, and Construction	Manufacturing	Media and Entertainment	Delcam (1)	Total
Balance as of January 31, 2014						
Goodwill	$ 142.3	$ 415.2	$ 411.6	$ 190.0	$ —	$ 1,159.1
Accumulated impairment losses	—	—	—	(149.2)	—	(149.2)
	142.3	415.2	411.6	40.8	—	1,009.9
Delcam plc	—	—	—	—	196.1	196.1
Within Technologies Limited	80.6	—	—	—		80.6
Shotgun Software Inc.	—	—	—	43.2		43.2
Goodwill acquired from other acquisitions	117.8	28.1	20.1	15.3		181.3
Effect of foreign currency translation, purchase accounting adjustments, and other	(13.2)	(16.3)	(9.0)	(3.3)	(13.1)	(54.9)
Balance as of January 31, 2015						
Goodwill	327.5	427.0	422.7	245.2	183.0	1,605.4
Accumulated impairment losses	—	—	—	(149.2)	—	(149.2)
	$ 327.5	$ 427.0	$ 422.7	$ 96.0	$ 183.0	$ 1,456.2

(1) Delcam is a separate reporting unit within the Manufacturing ("MFG") reporting segment.

Purchase accounting adjustments reflect revisions made to the Company's preliminary purchase price allocations during fiscal 2016 and 2015.

Impairment of Long-Lived Assets

At least annually or more frequently as circumstances dictate, Autodesk reviews its long-lived assets for impairment whenever impairment indicators exist. Autodesk continually monitors events and changes in circumstances that could indicate the carrying amounts of its long-lived assets may not be recoverable. When such events or changes in circumstances occur, Autodesk assesses recoverability of these assets. Recoverability is measured by comparison of the carrying amounts of the assets to the future undiscounted cash flows the assets are expected to generate. If the long-lived assets are considered to be impaired, the impairment to be recognized is equal to the amount by which the carrying value of the assets exceeds its fair market value. Autodesk did not recognize any material impairments of long-lived assets during the fiscal years ended January 31, 2016, 2015, and 2014, respectively.

In addition to the recoverability assessments, Autodesk routinely reviews the remaining estimated useful lives of its long-lived assets. Any reduction in the useful life assumption will result in increased depreciation and amortization expense in the quarter when such determinations are made, as well as in subsequent quarters.

Deferred Tax Assets

Deferred tax assets arise primarily from tax credits, net operating losses, and timing differences for reserves, accrued liabilities, stock options, deferred revenue, purchased technologies, and capitalized intangibles, partially offset by U.S. deferred tax liabilities on unremitted earnings from certain foreign subsidiaries, acquired intangibles, and valuation allowances against U.S. and foreign deferred tax assets. Autodesk performed a quarterly assessment of the recoverability of these net deferred tax assets and believe that we will generate sufficient future taxable income in appropriate tax jurisdictions to realize the net deferred tax assets. They are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce gross deferred tax assets to the amount that is "more likely than not" to be realized.

Revenue Recognition

Autodesk recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable, and collection is probable.

For multiple element arrangements containing only software and software-related elements, Autodesk allocates the sales price among each of the deliverables using the residual method, under which revenue is allocated to undelivered elements based on their vendor-specific objective evidence (“VSOE”) of fair value. VSOE is the price charged when an element is sold separately or a price set by management with the relevant authority. If Autodesk does not have VSOE of an undelivered element, revenue recognition is deferred on the entire sales arrangement until all elements for which Autodesk does not have VSOE are delivered. If Autodesk does not have VSOE for undelivered maintenance or services, the revenue for the arrangement is recognized over the longest contractual service period in the arrangement. Revenue recognition for significant lines of business is discussed further below.

For multiple element arrangements involving non-software elements, including cloud subscription services, our revenue recognition policy is based upon the accounting guidance contained in ASC 605, *Revenue Recognition*. For these arrangements, Autodesk first allocates the total arrangement consideration based on the relative selling prices of the software group of elements as a whole and the non-software elements. Autodesk then further allocates consideration within the software group to the respective elements within that group using the residual method as described above. Autodesk exercises judgment and uses estimates in connection with the determination of the amount of revenue to be recognized in each accounting period.

Autodesk allocates the total arrangement consideration among the various elements based on a selling price hierarchy. The selling price for a deliverable is based on its VSOE if available, third-party evidence ("TPE") if VSOE is not available, or the best estimated selling price ("BESP") if neither VSOE nor TPE is available. BESP represents the price at which Autodesk would transact for the deliverable if it were sold regularly on a standalone basis. To establish BESP for those elements for which neither VSOE nor TPE are available, Autodesk performs a quantitative analysis of pricing data points for historical standalone transactions involving such elements for a twelve-month period. As part of this analysis, Autodesk monitors and evaluates the BESP against actual pricing to ensure that it continues to represent a reasonable estimate of the standalone selling price, considering several other external and internal factors including, but not limited to, pricing and discounting practices, contractually stated prices, the geographies in which Autodesk offers products and services, and the type of customer (i.e. distributor, value-added reseller, and direct end user, among others). Autodesk analyzes BESP at least annually or on a more frequent basis if a significant change in our business necessitates a more timely analysis, or if significant selling price variances are experienced.

In situations when Autodesk has multiple contracts with a single counterparty, Autodesk uses the guidance in ASC 985-605 to evaluate both the form and the substance of the arrangements to determine if they should be combined and accounted for as one arrangement or as separate arrangements.

Autodesk’s assessment of likelihood of collection is also a critical element in determining the timing of revenue recognition. If collection is not probable, the revenue will be deferred until cash is received.

License and other revenue consists of two components: product license revenue and other revenue. Product license revenue includes software license revenue from the sale of perpetual licenses, term-based licenses from our desktop subscription and enterprise offerings, and product revenue for Creative Finishing. Other revenue includes revenue from consulting, training, Autodesk Developers Network and Creative Finishing customer support, and is recognized over time, as the services are performed.

Autodesk's Subscription revenue consists of two components: maintenance revenue for our software products and revenue for our cloud service offerings, including Autodesk 360. Autodesk's maintenance program provides our commercial and educational customers of perpetual products with a cost effective and predictable budgetary option to obtain the productivity benefits of our new releases and enhancements when and if released during the term of their contracts. Under Autodesk's maintenance program, customers are eligible to receive unspecified upgrades when and if available, downloadable training courses, and online support. Autodesk recognizes maintenance revenue ratably over the term of the maintenance agreement, which is generally between one and three years but can occasionally be as long as five years. Revenue for Autodesk's cloud service offerings is recognized ratably over the contract term commencing with the date Autodesk's service is made available to customers and all other revenue recognition criteria have been satisfied.

Taxes Collected from Customers

Autodesk nets taxes collected from customers against those remitted to government authorities in the consolidated financial statements. Accordingly, taxes collected from customers are not reported as revenue.

Shipping and Handling Costs

Shipping and handling costs are included in cost of revenue for all periods presented.

Stock-based Compensation Expense

The following table summarizes stock-based compensation expense for fiscal 2016, 2015, and 2014, respectively, as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Cost of license and other revenue	$ 6.1	$ 4.6	$ 3.8
Cost of subscription	5.7	4.3	2.2
Marketing and sales	85.2	72.4	58.6
Research and development	70.4	56.0	43.7
General and administrative	29.8	28.3	23.9
Stock-based compensation expense related to stock awards and ESP Plan purchases	197.2	165.6	132.2
Tax benefit	(1.6)	(45.2)	(36.4)
Stock-based compensation expense related to stock awards and ESP Plan purchases, net	$ 195.6	$ 120.4	$ 95.8

Autodesk determines the grant-date fair value of its share-based payment awards using a Black-Scholes Merton ("BSM") option pricing model or the quoted stock price on the date of grant, unless the awards are subject to market conditions, in which case Autodesk uses a binomial-lattice model (e.g., Monte Carlo simulation model). The Monte Carlo simulation model utilizes multiple input variables to estimate the probability that market conditions will be achieved. Autodesk uses the following assumptions to estimate the fair value of stock-based awards:

	Fiscal Year Ended January 31, 2016		Fiscal Year Ended January 31, 2015		Fiscal Year Ended January 31, 2014	
	Performance Stock Unit	ESP Plan	Performance Stock Unit	ESP Plan	Performance Stock Unit	ESP Plan
Range of expected volatilities	27%	28 -29%	30%	29 - 33%	34%	27 - 36%
Range of expected lives (in years)	N/A	0.5 - 2.0	N/A	0.5 - 2.0	N/A	0.5 - 2.0
Expected dividends	—%	—%	—%	—%	—%	—%
Range of risk-free interest rates	0.2%	0.1 - 0.7%	0.1%	0.0 - 0.6%	0.1%	0.1 - 0.4%

Autodesk estimates expected volatility for stock-based awards based on the average of the following two measures. The first is a measure of historical volatility in the trading market for the Company's common stock, and the second is the implied volatility of traded forward call options to purchase shares of the Company's common stock. The expected volatility for PSUs subject to market conditions includes the expected volatility of Autodesk's peer companies within the S&P Computer Software Select Index.

Autodesk estimates the expected life of stock-based awards using both exercise behavior and post-vesting termination behavior as well as consideration of outstanding options.

Autodesk did not pay cash dividends in fiscal 2016, 2015, or 2014 and does not anticipate paying any cash dividends in the foreseeable future. Consequently, an expected dividend yield of zero is used in the BSM option pricing model and the Monte Carlo simulation model.

The risk-free interest rate used in the BSM option pricing model and the Monte Carlo simulation model for stock-based awards is the historical yield on U.S. Treasury securities with equivalent remaining lives.

Autodesk recognizes expense only for the stock-based awards that are ultimately expected to vest. Therefore, Autodesk has developed an estimate of the number of awards expected to cancel prior to vesting (“forfeiture rate”). The forfeiture rate is estimated based on historical pre-vest cancellation experience and is applied to all stock-based awards. The Company estimates forfeitures at the time of grant and revises those estimates in subsequent periods if actual forfeitures differ from those estimates.

Advertising Expenses

Advertising costs are expensed as incurred. Total advertising expenses incurred were $29.8 million in fiscal 2016, $23.9 million in fiscal 2015, and $15.6 million in fiscal 2014.

Net (Loss) Income Per Share

Basic net (loss) income per share is computed based on the weighted average number of shares of common stock outstanding for the period, excluding stock options and restricted stock units. Diluted net (loss) income per share is computed based upon the weighted average shares of common shares outstanding for the period and potentially dilutive common shares, including the effect of stock options and restricted stock units under the treasury stock method.

Defined Benefit Pension Plans

The funded status of Autodesk's defined benefit pension plans is recognized in the Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of plan assets and the projected benefit obligation for the fiscal years presented. The projected benefit obligation represents the actuarial present value of benefits expected to be paid upon retirement based on employee services already rendered and estimated future compensation levels. The fair value of plan assets represents the current market value of Autodesk's cumulative company and participant contributions made to the various plans in effect.

Net periodic benefit cost is recorded in the Consolidated Statements of Operations and includes service cost, interest cost, expected return on plan assets, amortization of prior service costs, and gains or losses previously recognized as a component of other comprehensive income. Certain events, such as changes in the employee base, plan amendments, and changes in actuarial assumptions may result in a change in the defined benefit obligation and the corresponding change to other comprehensive income.

Gains and losses and prior service costs not recognized as a component of net periodic benefit cost in the Consolidated Statements of Operations as they arise are recognized as a component of other comprehensive (loss) income in the Consolidated Statements of Comprehensive (Loss) Income. Those gains and losses and prior service costs are subsequently amortized as a component of net periodic benefit cost over the average remaining service lives of the plan participants using a corridor approach to determine the portion of gain or loss subject to amortization.

The measurement of projected benefit obligations and net periodic benefit cost is based on estimates and assumptions that reflect the terms of the plans and use participant-specific information such as compensation, age and years of services, as well as certain assumptions, including estimates of discount rates, expected return of plan assets, rate of compensation increases, interest rates, and mortality rates.

Accounting Standards in Fiscal 2016

With the exception of those discussed below, there have been no recent changes in accounting pronouncements issued by the FASB or adopted by the Company during the fiscal year ended January 31, 2016, that are of significance, or potential significance, to the Company.

Accounting Standards Adopted

Effective in the fourth quarter of fiscal 2016, Autodesk elected to early adopt FASB's Accounting Standards Update No. 2015-17 ("ASU 2015-17") regarding ASC Topic 470 "Income Taxes: Balance Sheet Classification of Deferred Taxes." The amendments in ASU 2015-17 require deferred tax assets and liabilities, along with any related valuation allowances, to be classified as noncurrent on the consolidated balance sheet. The amendments for ASU-2015-17 were prospectively applied. Prior periods were not retrospectively adjusted and remain presented as current or non-current in accordance with the previous accounting guidance. Adoption of ASU 2015-17 did not have a material impact on Autodesk's consolidated financial statements.

Effective in the third quarter of fiscal 2016, Autodesk elected to early adopt FABS's Accounting Standards Update No. 2015-16 ("ASU 2015-16") regarding ASC Topic 805 "Business Combinations: Simplifying the Accounting for Measurement-Period Adjustments." The amendments in ASU 2015-16 eliminate the requirement to restate prior period financial statements for measurement period adjustments. The amendments also require that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The amendments for ASU-2015-16 were prospectively applied and did not have a material impact on Autodesk's consolidated financial statements.

Effective in the second quarter of fiscal 2016, Autodesk elected to early adopt FASB's Accounting Standards Update 2015-03 ("ASU 2015-03") regarding Subtopic 835-30 "Interest - Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs." The amendments in ASU 2015-03 require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The standard requires retrospective application and represents a change in accounting principle. The adoption of ASU 2015-03 resulted in a $4.1 million retrospective reduction of both our other assets and long term notes payable, net, as of January 31, 2015.

Recently Issued Accounting Standards

In February 2016, the FASB issued Accounting Standards Update No. 2016-02 ("ASU 2016-02") regarding ASC Topic 842 "Leases." The amendments in this ASU require balance sheet recognition of lease assets and lease liabilities by lessees for leases classified as operating leases, with an optional policy election to not recognize lease assets and lease liabilities for leases with a term of 12 months or less. The amendments also require new disclosures, including qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. ASU 2016-02 will be effective for Autodesk's fiscal year beginning February 1, 2019 unless Autodesk elects early adoption. The amendments require a modified retrospective approach with optional practical expedients. Autodesk is currently evaluating the accounting, transition, and disclosure requirements of the standard and cannot currently estimate the financial statement impact of adoption.

In January 2016, the FASB issued Accounting Standards Update No. 2016-01 ("ASU 2016-01") regarding ASC Topic 825-10 "Financial Instruments - Overall." The amendments address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments, and require equity securities to be measured at fair value with changes in fair value recognized through net income. The amendments also simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment for impairment quarterly at each reporting period. The amendments in ASU 2016-01 are effective for annual and interim periods beginning after December 15, 2017. An entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, with prospective adoption of the amendments related to equity securities without readily determinable fair values existing as of the date of adoption. Autodesk is currently evaluating the accounting, transition, and disclosure requirements of the standard and cannot currently estimate the financial statement impact of adoption.

In May 2015, the FASB issued Accounting Standards Update No. 2015-07 ("ASU 2015-07") regarding ASC Topic 820 "Fair Value Measurement: Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)." The amendments in ASU 2015-07 remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also limit certain disclosures to investments for which the entity has elected to measure at fair value using the net asset value per share practical expedient. The amendments in ASU 2015-07 are effective for annual and interim periods beginning after December 15, 2015. Early adoption is permitted. The amendments should be applied retrospectively by removing from the fair value hierarchy any investments for which fair value is measured using the net asset value per share practical expedient. Autodesk does not expect ASU 2015-07 to have a material impact on its consolidated financial statements.

In April 2015, the FASB issued Accounting Standards Update No. 2015-05 ("ASU 2015-05") regarding Subtopic 350-40, "Intangibles - Goodwill and Other - Internal-Use Software: Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." The amendments in this ASU provide guidance about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The amendments in ASU 2015-05 are effective for annual and interim periods beginning after December 15, 2015. Early adoption is permitted. The amendments in

ASU 2015-05 may be applied either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. Autodesk does not expect ASU 2015-05 to have a material impact on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update 2014-09 ("ASU 2014-09") regarding ASC Topic 606 “Revenue from Contracts with Customers.” ASU 2014-09 provides principles for recognizing revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14 to defer the effective date by one year with early adoption permitted as of the original effective date. ASU 2014-09 will be effective for Autodesk’s fiscal year beginning February 1, 2018 unless we elect the earlier date of February 1, 2017. In addition, the FASB issued ASU 2016-08 in March 2016, to help provide interpretive clarifications on the new guidance in ASC Topic 606. Autodesk is currently evaluating the accounting, transition, and disclosure requirements of the standard and cannot currently estimate the financial statement impact of adoption.

2. Financial Instruments

The following tables summarize the Company's financial instruments' amortized cost, gross unrealized gains, gross unrealized losses, and fair value by significant investment category as of January 31, 2016 and 2015.

	January 31, 2016						
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Fair Value	Level 1	Level 2	Level 3
Cash equivalents (1):							
Agency bonds	$ 8.5	$ —	$ —	$ 8.5	$ 8.5	$ —	$ —
Certificates of deposit	267.6	—	—	267.6	267.6	—	—
Commercial paper	106.6	—	—	106.6	—	106.6	—
Custody cash deposit	2.1	—	—	2.1	2.1	—	—
Money market funds	382.4	—	—	382.4	—	382.4	—
Municipal bonds	5.0	—	—	5.0	5.0	—	—
U.S. treasury bills	103.0	—	—	103.0	103.0	—	—
Marketable securities:							
Short-term available for sale							
Asset backed securities	7.3	—	—	7.3	—	7.3	—
Certificates of deposit	190.3	—	—	190.3	190.3	—	—
Commercial paper	141.1	—	—	141.1	—	141.1	—
Corporate debt securities	377.1	0.1	(0.3)	376.9	376.9	—	—
Municipal bonds	9.7	—	—	9.7	9.7	—	—
Sovereign debt	20.1	—	—	20.1	—	20.1	—
U.S. government agency bonds	40.0	—	(0.1)	39.9	39.9	—	—
U.S. treasury bills	74.6	—	—	74.6	74.6	—	—
Short-term trading securities							
Mutual funds	38.8	0.4	(1.2)	38.0	38.0	—	—
Long-term available for sale							
Agency bonds	56.8	0.1	—	56.9	56.9	—	—
Asset backed securities	36.5	0.1	—	36.6	—	36.6	—
Corporate debt securities	320.9	0.3	(0.8)	320.4	320.4	—	—
Municipal securities	2.9	—	—	2.9	2.9	—	—
Sovereign debt	16.9	—	—	16.9	—	16.9	—
U.S. government agency securities	98.4	0.3	(0.1)	98.6	98.6	—	—
Convertible debt securities (2)	2.5	2.0	(1.1)	3.4	—	—	3.4
Derivative contracts (3)	1.5	7.8	(7.4)	1.9	—	1.6	0.3
Total	$ 2,310.6	$ 11.1	$ (11.0)	$ 2,310.7	$ 1,594.4	$ 712.6	$ 3.7

(1) Included in “Cash and cash equivalents” in the accompanying Consolidated Balance Sheets.
(2) Considered "available for sale" and included in "Other assets" in the accompanying Consolidated Balance Sheets.
(3) Included in “Prepaid expenses and other current assets,” "Other assets," or “Other accrued liabilities” in the accompanying Consolidated Balance Sheets.

	January 31, 2015						
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Fair Value	Level 1	Level 2	Level 3
Cash equivalents (1):							
Certificates of deposit	$ 258.6	$ —	$ —	$ 258.6	$ 258.6	$ —	$ —
Commercial paper	161.0	—	—	161.0	—	161.0	—
Corporate bond	11.5	—	—	11.5	11.5	—	—
Custody cash deposit	141.5	—	—	141.5	141.5	—	—
Money market funds	127.3	—	—	127.3	—	127.3	—
Marketable securities:							
Short-term available for sale							
Agency bonds	37.9	—	—	37.9	37.9	—	—
Certificates of deposit	101.9	—	—	101.9	101.9	—	—
Commercial paper	258.4	—	—	258.4	—	258.4	—
Corporate debt securities	148.0	0.1	(0.1)	148.0	148.0	—	—
Municipal bond	29.2	0.1	—	29.3	29.3	—	—
Short-term trading securities							
Mutual funds	36.9	3.4	—	40.3	40.3	—	—
Long-term available for sale							
Agency bond	50.6	0.2	—	50.8	50.8	—	—
Corporate debt securities	199.4	0.6	(0.2)	199.8	199.8	—	—
Municipal securities	13.3	0.1	—	13.4	13.4	—	—
U.S. government agency securities	8.9	0.1	—	9.0	9.0	—	—
Convertible debt securities (2)	4.7	2.5	(2.1)	5.1	—	—	5.1
Derivative contracts (3)	3.5	19.5	(7.0)	16.0	—	15.1	0.9
Total	$ 1,592.6	$ 26.6	$ (9.4)	$ 1,609.8	$ 1,042.0	$ 561.8	$ 6.0

(1) Included in “Cash and cash equivalents” in the accompanying Consolidated Balance Sheets.
(2) Considered "available for sale" securities and included in "Other assets" in the accompanying Consolidated Balance Sheets.
(3) Included in “Prepaid expenses and other current assets,” "Other assets," or “Other accrued liabilities” in the accompanying Consolidated Balance Sheets.

Autodesk classifies its marketable securities as either short-term or long-term based on each instrument’s underlying contractual maturity date. Marketable securities with remaining maturities of less than 12 months are classified as short-term and marketable securities with remaining maturities greater than 12 months are classified as long-term. Autodesk may sell certain of its marketable securities prior to their stated maturities for strategic purposes or in anticipation of credit deterioration.

Autodesk applies fair value accounting for certain financial assets and liabilities, which consist of cash equivalents, marketable securities, and other financial instruments, on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and (Level 3) unobservable inputs for which there is little or no market data, which require Autodesk to develop its own assumptions. When determining fair value, Autodesk uses observable market data and relies on unobservable inputs only when observable market data is not available. There have been no transfers between fair value measurement levels during the year ended January 31, 2016.

Autodesk's cash equivalents, marketable securities, and financial instruments are primarily classified within Level 1 or Level 2 of the fair value hierarchy. Autodesk values it's available for sale securities on pricing from pricing vendors, who may use quoted prices in active markets for identical assets (Level 1) or inputs other than quoted prices that are observable either directly or indirectly in determining fair value (Level 2). Autodesk's Level 2 securities are valued primarily using observable inputs other than quoted prices in active markets for identical assets and liabilities. Autodesk's Level 3 securities consist of investments held in auction rate securities, convertible debt securities, and derivative contracts which are valued using probability weighted discounted cash flow models and some of the inputs to the models are unobservable in the market.

A reconciliation of the change in Autodesk's Level 3 items for the fiscal years ended January 31, 2016 and 2015 was as follows:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	Derivative Contracts	**Convertible Debt Securities**	**Total**
Balances, January 31, 2014	$ 9.1	$ 20.2	$ 29.3
Purchases	0.1	0.6	0.7
Settlements	(0.8)	(3.0)	(3.8)
Losses included in interest and other expense	(7.5)	(13.3)	(20.8)
Gains included in OCI	—	0.6	0.6
Balances, January 31, 2015	0.9	5.1	6.0
Purchases	4.3	6.2	10.5
Settlements	(5.9)	(8.3)	(14.2)
Gains included in interest and other expense	1.0	—	1.0
Gains included in OCI	—	0.4	0.4
Balances, January 31, 2016	$ 0.3	$ 3.4	$ 3.7

The following table summarizes the estimated fair value of Autodesk's "available-for-sale securities" classified by the contractual maturity date of the security:

	January 31, 2016	
	Cost	**Fair Value**
Due in 1 year	$ 849.2	$ 849.0
Due in 1 year through 5 years	542.5	543.2
Due in 5 years through 10 years	3.4	3.4
Total	$ 1,395.1	$ 1,395.6

As of January 31, 2016 and 2015, Autodesk did not have any material securities in a continuous unrealized loss position for greater than twelve months.

As of January 31, 2016 and 2015 Autodesk had $104.3 million and $52.6 million, respectively, in direct investments of privately held companies accounted for under the cost method. The increase from fiscal 2015 was primarily due to an approximately $27.4 million investment in FIT AG that was entered into simultaneously with the netfabb GmbH acquisition. Refer to Note 5. "Acquisitions" for further discussion regarding the acquisition and investment. The privately held investments are periodically assessed for other-than-temporary impairment. If Autodesk determines that an other-than-temporary impairment has occurred, Autodesk writes down the investment to its estimated fair value. Autodesk estimates fair value of its cost method investments considering available information such as pricing in recent rounds of financing, current cash positions, earnings and cash flow forecasts, recent operational performance, and any other readily available market data.

During fiscal 2016, Autodesk recorded $0.2 million in other-than-temporary impairment on its privately held equity and debt investments. During fiscal 2015, Autodesk recorded $19.2 million other-than-temporary impairment on its privately held equity and debt investments. The impairment expense was recorded in "Interest and other expense, net" on the Company's Consolidated Statement of Operations.

The sales or settlement of "available-for-sale securities" in fiscal 2016, 2015, and 2014 resulted in a gain of $0.1 million, a gain of $0.7 million, and a loss of $0.2 million, respectively. The losses and gains were recorded in "Interest and other expense, net" on the Company's Consolidated Statement of Operations.

Proceeds from the sale and maturity of marketable securities for fiscal 2016 and fiscal 2015 were $1.7 billion and $1.2 billion, respectively.

Derivative Financial Instruments

Under its risk management strategy, Autodesk uses derivative instruments to manage its short-term exposures to fluctuations in foreign currency exchange rates that exist as part of ongoing business operations. Autodesk's general practice is to hedge a portion of transaction exposures denominated in euros, Japanese yen, Swiss francs, British pounds, Canadian dollars and Australian dollars. These instruments have maturities between one to twelve months in the future. Autodesk does not enter into derivative instrument transactions for trading or speculative purposes.

The bank counterparties to the derivative contracts potentially expose Autodesk to credit-related losses in the event of their nonperformance. However, to mitigate that risk, Autodesk only contracts with counterparties who meet the Company's minimum requirements under its counterparty risk assessment process. Autodesk monitors ratings, credit spreads, and potential downgrades on at least a quarterly basis. Based on Autodesk's on-going assessment of counterparty risk, the Company will adjust its exposure to various counterparties. Autodesk generally enters into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. However, Autodesk does not have any master netting arrangements in place with collateral features.

Foreign currency contracts designated as cash flow hedges

Autodesk uses foreign currency contracts to reduce the exchange rate impact on a portion of the net revenue or operating expense of certain anticipated transactions. These contracts are designated and documented as cash flow hedges. The effectiveness of the cash flow hedge contracts is assessed quarterly using regression analysis as well as other timing and probability criteria. To receive cash flow hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge and the hedges are expected to be highly effective in offsetting changes to future cash flows on hedged transactions. The gross gains and losses on these hedges are included in "Accumulated other comprehensive loss" and are reclassified into earnings at the time the forecasted revenue or expense is recognized. In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, Autodesk reclassifies the gain or loss on the related cash flow hedge from "Accumulated other comprehensive loss" to "Interest and other expense, net" in the Company's Consolidated Financial Statements at that time.

The net notional amount of these contracts are presented net settled and were $142.4 million at January 31, 2016 and $336.6 million at January 31, 2015. Outstanding contracts are recognized as either assets or liabilities on the Consolidated Balance Sheet at fair value. The majority of the net gain of $15.7 million remaining in "Accumulated other comprehensive loss" as of January 31, 2016 is expected to be recognized into earnings within the next twelve months.

Derivatives not designated as hedging instruments

Autodesk uses foreign currency contracts which are not designated as hedging instruments to reduce the exchange rate risk associated primarily with foreign currency denominated receivables and payables. These forward contracts are marked-to-market at the end of each fiscal quarter with gains and losses recognized as "Interest and other expense, net." These derivative instruments do not subject the Company to material balance sheet risk due to exchange rate movements because gains and losses on these derivative instruments are intended to offset the gains or losses resulting from the settlement of the underlying foreign currency denominated receivables and payables. The net notional amounts of these foreign currency contracts are presented net settled and were $231.6 million at January 31, 2016 and $44.6 million at January 31, 2015.

From time to time and consistent with its risk management policy, Autodesk also uses derivative instruments to hedge its economic exposure related to committed, in-process acquisitions priced in foreign currency. Such derivatives do not qualify for hedge accounting and are marked-to-market through earnings, with any gain or loss reflected immediately in "Interest and other expense, net," in each period.

In addition to these foreign currency contracts, Autodesk holds derivative instruments issued by privately held companies, which are not designated as hedging instruments. These derivatives consist of certain conversion options on the convertible debt securities held by Autodesk and an option to acquire a privately held company. These derivatives are recorded at fair value as of each balance sheet date and are recorded in "Other assets." Changes in the fair values of these instruments are recognized in income as "Interest and other expense, net."

Fair Value of Derivative Instruments:

The fair value of derivative instruments in Autodesk's Consolidated Balance Sheets were as follows as of January 31, 2016 and January 31, 2015:

		Fair Value at	
	Balance Sheet Location	**January 31, 2016**	**January 31, 2015**
Derivative Assets			
Foreign currency contracts designated as cash flow hedges	Prepaid expenses and other current assets (1)	$ 3.4	$ 20.4
Derivatives not designated as hedging instruments	Prepaid expenses and other current assets and Other assets	4.9	0.9
Total derivative assets		$ 8.3	$ 21.3
Derivative Liabilities			
Foreign currency contracts designated as cash flow hedges	Other accrued liabilities (2)	$ 3.4	$ 5.4
Derivatives not designated as hedging instrument	Other accrued liabilities	3.0	—
Total derivative liabilities		$ 6.4	$ 5.4

(1) Considering Autodesk's master netting arrangements, these contracts are presented net settled. The gross balance is $5.1 million and $23.8 million at January 31, 2016 and January 31, 2015, respectively.
(2) Considering Autodesk's master netting arrangements, these contracts are presented net settled. The gross balance is $5.1 million and $8.7 million at January 31, 2016 and January 31, 2015, respectively.

The effects of derivatives designated as hedging instruments on Autodesk's Consolidated Statements of Operations were as follows for the fiscal years ended January 31, 2016, 2015, and 2014, respectively (amounts presented include any income tax effects):

	Foreign Currency Contracts		
	Fiscal Year Ended January 31,		
	2016	**2015**	**2014**
Amount of gain recognized in accumulated other comprehensive income on derivatives (effective portion)	$ 2.2	$ 46.4	$ 12.2
Amount and location of gain reclassified from accumulated other comprehensive income into income (effective portion)			
Net revenue	$ 39.8	$ 10.5	$ 13.1
Operating expenses	(10.5)	(3.5)	(1.6)
Total	$ 29.3	$ 7.0	$ 11.5
Amount and location of (loss) gain recognized in income on derivatives (ineffective portion and amount excluded from effectiveness testing)			
Interest and other expense, net	$ (0.7)	$ 0.9	$ (0.1)

The effects of derivatives not designated as hedging instruments on Autodesk's Consolidated Statements of Operations were as follows for the fiscal years ended January 31, 2016, 2015, and 2014, respectively (amounts presented include any income tax effects):

	Foreign Exchange Contracts		
	Fiscal Year Ended January 31,		
	2016	2015	2014
Amount and location of (loss) gain recognized in income on derivatives not designated as hedging instruments			
Interest and other expense, net	$ (1.7)	$ (25.5)	$ 12.8

3. Employee and Director Stock Plans

Stock Plans

As of January 31, 2016, Autodesk maintained two active stock plans for the purpose of granting equity awards to employees and to non-employee members of Autodesk's Board of Directors: the 2012 Employee Stock Plan (as amended, the "2012 Employee Plan"), which is available only to employees, and the Autodesk 2012 Outside Directors' Stock Plan ("2012 Directors' Plan"), which is available only to non-employee directors. Additionally, there are two expired or terminated plans with options outstanding. The exercise price of all stock options granted under these plans was equal to the fair market value of the stock on the grant date.

The 2012 Employee Plan was approved by Autodesk's stockholders and became effective on January 6, 2012. On June 10, 2015, Autodesk's stockholders approved amendments to the 2012 Employee Plan, which increased the number of shares reserved for issuance under the plan by 12.5 million shares. The 2012 Employee Plan replaced the 2008 Employee Stock Plan, as amended ("2008 Plan"), and no further equity awards may be granted under the 2008 Plan. The 2012 Employee Plan reserves up to 45.1 million shares which includes 39.1 million shares reserved under the 2012 Employee Plan, as well as up to 6.0 million shares forfeited under certain prior employee stock plans during the life of the 2012 Employee Plan. The 2012 Employee Plan permits the grant of stock options, restricted stock units, and restricted stock awards. Each restricted stock unit or restricted stock award granted will be counted against the shares authorized for issuance under the 2012 Employee Plan as 1.79 shares. If a granted option, restricted stock unit, or restricted stock award expires or becomes unexercisable for any reason, the unpurchased or forfeited shares that were granted may be returned to the 2012 Employee Plan and may become available for future grant under the 2012 Employee Plan. As of January 31, 2016, 29.2 million shares subject to options or restricted stock awards have been granted under the 2012 Employee Plan. Options and restricted stock that were granted under the 2012 plan vest over periods ranging from immediately upon grant to over a three year period and options expire 10 years from the date of grant. The 2012 Employee Plan will expire on June 30, 2022. At January 31, 2016, 18.6 million shares were available for future issuance under the 2012 Employee Plan.

The 2012 Director's Plan was approved by Autodesk's stockholders and became effective on January 6, 2012. The 2012 Directors' Plan replaced the 2010 Outside Directors' Stock Plan, as amended ("2010 Plan"). The 2012 Directors' Plan permits the grant of stock options, restricted stock units, and restricted stock awards to non-employee members of Autodesk's Board of Directors. Each restricted stock unit or restricted stock award granted will be counted against the shares authorized for issuance under the 2012 Directors' Plan as 2.11 shares. As of January 31, 2016, 0.7 million shares subject to restricted stock unit awards have been granted under the 2012 Directors' Plan. Restricted stock units that were granted under the 2012 Outside Directors' Plan vest over one to three years from the date of grant. On March 12, 2015, the Board reduced the number of shares reserved for issuance under the 2012 Directors' Plan by 0.9 million shares, so that 1.7 million shares are now reserved for issuance under the 2012 Directors' Plan. The 2012 Directors' Plan will expire on June 30, 2022. At January 31, 2016, 1.0 million shares were available for future issuance under the 2012 Director's Plan.

The following sections summarize activity under Autodesk's stock plans.

Stock Options:

A summary of stock option activity for the fiscal year ended January 31, 2016 is as follows:

	Number of Shares	Weighted average exercise price per share	Weighted average remaining contractual term	Aggregate Intrinsic Value (2)
	(in millions)		(in years)	(in millions)
Options outstanding at January 31, 2015	2.7	$ 34.46		
Granted (1)	—	—		
Exercised	(1.1)	30.88		
Canceled/Forfeited	—	—		
Options vested, exercisable and outstanding at January 31, 2016	1.6	$ 37.06	3.7	$ 15.4
Options available for grant at January 31, 2016	19.6			

(1) Autodesk did not grant stock options in the twelve months ended January 31, 2016.
(2) Represents the total pre-tax intrinsic value, based on Autodesk's closing stock price of $46.82 per share as of January 31, 2016, which would have been received by the option holders had all option holders exercised their options as of that date.

As of January 31, 2016, compensation cost related to stock options has been fully recognized.

The following table summarizes information about the pre-tax intrinsic value of options exercised during the fiscal years ended January 31, 2016, 2015, and 2014:

	Fiscal year ended January 31,		
	2016	2015	2014
Pre-tax intrinsic value of options exercised (1)	$ 32.6	$ 67.6	$ 149.0

(1) The intrinsic value of options exercised is calculated as the difference between the exercise price of the option and the market value of the stock on the date of exercise.

The following table summarizes information about options vested and exercisable, and outstanding at January 31, 2016:

	Number of Shares (in millions)	Weighted average exercise price per share
Range of per-share exercise prices:		
$12.31 - $34.70	0.5	$ 27.34
$36.06 - $41.62	0.6	40.62
$42.39 - $43.81	0.5	43.80
	1.6	$ 37.06

These options will expire if not exercised at specific dates ranging through September 2022.

Restricted Stock:

A summary of restricted stock unit activity for the fiscal year ended January 31, 2016 is as follows:

	Unreleased Restricted Stock Units (in thousands)	Weighted average grant date fair value
Unvested restricted stock units at January 31, 2015	7,801.3	$ 48.46
Granted	4,035.1	52.53
Vested	(3,657.5)	45.61
Canceled/Forfeited	(473.9)	50.19
Performance Adjustment (1)	34.6	54.92
Unvested restricted stock units at January 31, 2016	7,739.6	$ 51.80

(1) Based on Autodesk's financial results for the performance period, the fiscal 2015, 2014 and 2013 performance stock units were earned at 113.8%, 65.8%, and 92.3% of the target award, respectively. The vesting of the 2013 performance stock units was subject to the holders satisfying the remaining service condition of the awards, which ended in March 2015.

For the restricted stock units granted during fiscal years ended January 31, 2016, 2015, and 2014, the weighted average grant date fair value was $52.53, $54.17, and $42.37, respectively. The fair value of the shares vested during fiscal years ended January 31, 2016, 2015, and 2014 was $193.3 million, $147.8 million, and $87.0 million, respectively.

During the fiscal year ended January 31, 2016, Autodesk granted 3.6 million restricted stock units. The restricted stock units vest over periods ranging from immediately upon grant to a pre-determined date that is typically within three years from the date of grant. Restricted stock units are not considered outstanding stock at the time of grant, as the holders of these units are not entitled to any of the rights of a stockholder, including voting rights. The fair value of the restricted stock units is expensed ratably over the vesting period. Autodesk recorded stock-based compensation expense related to restricted stock units of $146.4 million, $118.9 million, and $74.9 million during fiscal years ended January 31, 2016, 2015, and 2014, respectively. As of January 31, 2016, total compensation cost not yet recognized of $248.2 million related to non-vested awards, is expected to be recognized over a weighted average period of 1.8 years. At January 31, 2016, the number of restricted stock units granted but unvested was 6.9 million.

During the fiscal year ended January 31, 2016, Autodesk granted 0.4 million performance stock units ("PSUs") for which the ultimate number of shares earned is determined based on the achievement of performance criteria at the end of the stated performance period. The performance criteria are based upon billings and subscriptions goals adopted by the Compensation and Human Resource Committee (the “Annual Financial Results”), as well as total stockholder return compared against the S&P Computer Software Select Index (“Relative TSR”). Each PSU covers a three year period:

- Up to one third of the PSU may vest following year one depending upon the achievement of Annual Financial Results for year one as well as 1 year Relative TSR (covering year one).

- Up to one third of the PSU may vest following year two depending upon the achievement of Annual Financial Results for year two as well as 2 year Relative TSR (covering years one and two).

- Up to one third of the PSU may vest following year three depending upon the achievement of Annual Financial Results for year three as well as 3 year Relative TSR (covering years one, two, and three).

PSUs are not considered outstanding stock at the time of grant, as the holders of these units are not entitled to any of the rights of a stockholder, including voting rights. Autodesk has determined the grant-date fair value for these awards using a Monte Carlo simulation model since the awards are subject to a market condition. The fair value of the performance restricted stock units is expensed using the accelerated attribution method over the vesting period. Autodesk recorded stock-based compensation expense related to PSUs of $23.2 million, $17.5 million, and $8.7 million during fiscal years ended January 31, 2016, 2015, and 2014 respectively. As of January 31, 2016, total compensation cost not yet recognized of $3.6 million related to non-vested PSUs, is expected to be recognized over a weighted average period of 0.8 years. At January 31, 2016, the number of PSUs granted but unvested was 0.8 million.

1998 Employee Qualified Stock Purchase Plan ("ESP Plan")

Under Autodesk's ESP Plan, which was approved by stockholders in 1998, eligible employees may purchase shares of Autodesk's common stock at their discretion using up to 15% of their eligible compensation subject to certain limitations, at not less than 85% of fair market value as defined in the ESP Plan. At January 31, 2016, a total of 43.3 million shares were available for future issuance. This amount automatically increases on the first trading day of each fiscal year by an amount equal to the lesser of 10.0 million shares or 2% of the total of (1) outstanding shares plus (2) any shares repurchased by Autodesk during the prior fiscal year. Under the ESP Plan, the Company issues shares on the first trading day following March 31 and September 30 of each fiscal year. The ESP Plan expires during fiscal 2018.

Autodesk issued 2.1 million shares under the ESP Plan at an average price of $36.29 per share in fiscal 2016, 2.1 million shares at an average price of $33.91 per share in fiscal 2015, and 2.9 million shares at an average price of $22.61 per share in fiscal 2014. The weighted average grant date fair value of awards granted under the ESP Plan during fiscal 2016, 2015, and 2014, calculated as of the award grant date using the BSM option pricing model, was $11.85, $15.14, and $11.80 per share, respectively. Autodesk recorded $27.1 million, $23.9 million, and $22.9 million of compensation expense associated with the ESP Plan in fiscal 2016, 2015, and 2014, respectively.

Equity Compensation Plan Information

The following table summarizes the number of outstanding options granted to employees and directors, as well as the number of securities remaining available for future issuance under these plans as of January 31, 2016:

Plan category	(a) Number of securities to be issued upon exercise of outstanding options	(b) Weighted-average exercise price of outstanding options	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (in millions)
Equity compensation plans approved by security holders	9.3	$ 37.06	62.9 (1)
Total	9.3	$ 37.06	62.9

(1) Included in this amount are 43.3 million securities available for future issuance under Autodesk's ESP Plan.

4. Income Taxes

The provision for income taxes consists of the following:

	Fiscal year ended January 31, 2016	2015	2014
Federal:			
Current	$ (4.7)	$ (43.8)	$ 29.1
Deferred	220.9	(11.9)	(41.4)
State:			
Current	0.5	(13.2)	0.6
Deferred	20.9	9.0	—
Foreign:			
Current	68.4	69.5	63.9
Deferred	4.2	(8.4)	(1.1)
	$ 310.2	$ 1.2	$ 51.1

Pursuant to accounting standards related to stock-based compensation, the Company has unrecorded excess stock option tax benefits of $233.8 million as of January 31, 2016. These amounts will be credited to additional paid-in-capital when such amounts reduce cash taxes payable. Foreign pretax income was $218.2 million in fiscal 2016, $302.5 million in fiscal 2015, and $380.5 million in fiscal 2014.

The differences between the U.S. statutory rate and the aggregate income tax provision are as follows:

	Fiscal year ended January 31,		
	2016	2015	2014
Income tax provision at U.S. Federal statutory rate	$ (7.1)	$ 29.0	$ 98.0
State income tax benefit, net of the U.S. Federal benefit	(7.6)	(4.0)	(2.9)
Foreign income taxed at rates different from the U.S. statutory rate	(29.4)	(40.0)	(57.1)
U.S. valuation allowance	345.0	2.9	2.1
Tax effect of non-deductible stock-based compensation	19.3	15.7	10.8
Research and development tax credit benefit	(9.4)	(7.2)	(8.8)
Closure of income tax audits and changes in uncertain tax positions	(4.7)	(0.7)	3.6
Tax effect of officer compensation in excess of $1.0 million	1.4	2.4	3.0
Non-deductible expenses	2.6	2.2	2.6
Other	0.1	0.9	(0.2)
	$ 310.2	$ 1.2	$ 51.1

Autodesk's tax expense was increased by $345.0 million during fiscal 2016 for valuation allowances reducing the Company's U.S. federal and state deferred tax assets to the amount more likely than not to be realized. The effective tax rate impact includes valuation allowances against the deferred tax assets that existed at the beginning of fiscal 2016, and valuation allowances to offset tax attributes generated during fiscal 2016.

The Protecting Americans from Tax Hikes (PATH) Act of 2015 enacted on December 18, 2015 extended and made permanent the federal R&D tax credit. As a result, our income tax provision for Fiscal 2016 includes a tax benefit that reduced our effective annual tax rate. We recorded federal R&D tax benefits of $9.4 million, $7.2 million and $8.8 million during fiscal 2016, 2015, and 2014, respectively. As of January 31, 2016, the deferred tax asset balances for U.S. federal and state R&D tax credits were offset by a valuation allowance.

Significant components of Autodesk's deferred tax assets and liabilities are as follows:

	January 31,	
	2016	2015
Stock-based compensation	$ 37.5	$ 39.9
Research and development tax credit carryforwards	91.3	62.6
Foreign tax credit carryforwards	51.1	—
Accrued compensation and benefits	41.5	43.6
Other accruals not currently deductible for tax	23.6	18.4
Purchased technology and capitalized software	64.3	53.9
Fixed assets	18.6	16.2
Tax loss carryforwards	17.6	16.0
Deferred Revenue	56.7	48.0
Other	13.9	7.4
Total deferred tax assets	416.1	306.0
Less: valuation allowance	(398.0)	(70.8)
Net deferred tax assets	18.1	235.2
Indefinite lived intangibles	(54.1)	(40.7)
Unremitted earnings of foreign subsidiaries	(22.4)	(9.4)
Total deferred tax liabilities	(76.5)	(50.1)
Net deferred tax assets	$ (58.4)	$ 185.1

The valuation allowance increased by $327.2 million, $3.6 million, and $15.9 million in fiscal 2016, 2015, and 2014, respectively. The fiscal 2016, 2015, and 2014 changes in valuation allowance were primarily related to U.S. and Canadian deferred taxes. Autodesk recorded a $230.8 million valuation allowance against the Company's U.S. federal and remaining state deferred tax assets recorded in the second quarter of fiscal 2016. Autodesk regularly assesses the need for a valuation allowance against its deferred tax assets. In making that assessment, Autodesk considers both positive and negative evidence, whether it is more likely than not that some or all of the deferred tax assets will not be realized. In evaluating the need for a valuation allowance, Autodesk considered recent cumulative losses in the United States arising from the Company's business model transition as a significant piece of negative evidence and determined that it was not more likely than not that the federal and remaining state deferred tax assets would be realized. As Autodesk continually strives to optimize our overall business model, tax planning strategies may become feasible and prudent allowing us to realize many of the deferred tax assets which are offset by a valuation allowance; therefore, Autodesk will continue to evaluate the realizability of our net deferred tax assets each quarter, both in the US and in foreign jurisdictions, based on all available evidence, both positive and negative.

Autodesk provides U.S. income taxes on the earnings of foreign subsidiaries, except to the extent subsidiaries' earnings are considered permanently reinvested outside the U.S. As of January 31, 2016, the cumulative amount of earnings upon which U.S. income taxes have not been provided was $1,942.2 million. The unrecognized deferred tax liability for these earnings was approximately $544.3 million.

Realization of foreign non-current net deferred tax assets of $9.2 million is dependent upon the company's ability to generate future taxable income in appropriate tax jurisdictions to obtain benefit from the reversal of temporary differences, net operating loss carryforwards and tax credits. The amount of deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income are reduced and Autodesk then determines that it is not more likely than not to realize such deferred tax assets.

As of January 31, 2016, Autodesk had $222.7 million of cumulative federal tax loss carryforwards and $258.9 million of cumulative state tax loss carryforwards, which may be available to reduce future income tax liabilities in certain jurisdictions. These federal and state tax loss carryforwards will expire beginning fiscal 2019 through fiscal 2037 and fiscal 2019 through fiscal 2037, respectively. Autodesk also had $6.0 million of cumulative UK tax loss carryforwards, which may be available to reduce future income tax liabilities indefinitely. Autodesk had $6.8 million of cumulative federal and state capital loss carryforwards as of January 31, 2016 which are available to offset future capital gains through fiscal 2019.

As of January 31, 2016, Autodesk had $116.2 million of cumulative federal research tax credit carryforwards, $60.9 million of cumulative California state research tax credit carryforwards, and $50.4 million of cumulative Canadian federal tax credit carryforwards, which may be available to reduce future income tax liabilities in the respective jurisdictions. The federal tax credit carryforwards will expire beginning fiscal 2021 through fiscal 2037, the state credit carryforwards may reduce future California income tax liabilities indefinitely, and the Canadian tax credit carryforwards will expire beginning fiscal 2027 through fiscal 2037. Autodesk also has $185.4 million of cumulative foreign tax credit carryforwards, which may be available to reduce future U. S. tax liabilities. The foreign tax credit will expire beginning fiscal 2019 through fiscal 2027.

Utilization of net operating losses and tax credits may be subject to an annual limitation due to ownership change limitations provided in the Internal Revenue Code and similar state provisions. This annual limitation may result in the expiration of net operating losses and credits before utilization.

As a result of certain business and employment actions and capital investments undertaken by Autodesk, income earned in certain Europe and Asia Pacific countries is subject to reduced tax rates through fiscal 2016 and 2020, respectively with extensions available with incremental business and employment actions. We have no net income tax benefits attributable to the tax status of these business arrangements in fiscal 2016, compared to $1.2 million ($0.01 basic net income per share) in fiscal 2015, and $9.7 million ($0.04 basic net income per share) in fiscal 2014. The income tax benefits were offset by accruals of U.S. income taxes on undistributed earnings, among other factors.

As of January 31, 2016, the company had $254.3 million of gross unrecognized tax benefits, of which $236.8 million would impact the effective tax rate, if recognized. However, this rate impact would be offset to the extent that recognition of unrecognized tax benefits currently presented as a reduction of deferred tax assets would increase the valuation allowance.

It is possible that the amount of unrecognized tax benefits will change in the next twelve months; however an estimate of the range of the possible change cannot be made at this time.

A reconciliation of the beginning and ending amount of the gross unrecognized tax benefits is as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Gross unrecognized tax benefits at the beginning of the fiscal year	$ 245.8	$ 222.1	$ 212.7
Increases for tax positions of prior years	1.4	3.2	1.8
Decreases for tax positions of prior years	(7.0)	(2.5)	(0.3)
Increases for tax positions related to the current year	15.8	33.2	15.3
Decreases relating to settlements with taxing authorities	(0.5)	(5.4)	(4.6)
Reductions as a result of lapse of the statute of limitations	(1.2)	(4.8)	(2.8)
Gross unrecognized tax benefits at the end of the fiscal year	$ 254.3	$ 245.8	$ 222.1

It is the company's continuing practice to recognize interest and/or penalties related to income tax matters in income tax expense. Autodesk had $3.3 million, $2.0 million, and $2.8 million, net of tax benefit, accrued for interest and penalties related to unrecognized tax benefits as of January 31, 2016, 2015, and 2014, respectively.

Autodesk and its subsidiaries are subject to income tax in the United States as well as numerous state and foreign jurisdictions. Autodesk's U.S. and state income tax returns for fiscal year 2003 through fiscal year 2016 remain open to examination. In addition, Autodesk files tax returns in multiple foreign taxing jurisdictions with open tax years ranging from fiscal year 2004 to 2016.

5. Acquisitions

During the fiscal years ended January 31, 2016 and January 31, 2015, Autodesk completed the business combinations and technology purchases described below. The results of operations for the following acquisitions are included in the accompanying Consolidated Statement of Operations since their respective acquisition dates. Pro forma results of operations have not been presented because the effects of the following acquisitions, individually and in the aggregate, were not material to Autodesk's Consolidated Financial Statements.

For acquisitions accounted for as business combinations, Autodesk recorded the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The fair values assigned to the identifiable intangible assets acquired were based on estimates and assumptions determined by management. Autodesk recorded the excess of consideration transferred over the aggregate fair values as goodwill.

Fiscal 2016 Acquisitions

On November 12, 2015, Autodesk closed a share purchase agreement with FIT AG ("FIT") to acquire all of the outstanding shares of netfabb GmbH ("netfabb") for approximately $42.5 million cash consideration. Autodesk simultaneously entered into an investment agreement with FIT to invest approximately $27.4 million cash to acquire an equity interest in FIT. netfabb is a German-based provider of industrial grade additive manufacturing software solutions supporting most major 3D printers. FIT is a German-based provider of rapid prototyping and additive design and manufacturing services. The acquisition of netfabb is expected to provide Autodesk with software solutions that will reduce production costs and increase efficiency in 3D printing and additive manufacturing. netfabb will be integrated into Autodesk's PSEB segment. The amount of goodwill that is expected to be deductible for U.S. income tax purposes is $29.8 million.

During the fiscal year ended January 31, 2016, Autodesk also completed several other business combinations and technology acquisitions for total cash consideration of $106.8 million. These business combinations and technology acquisitions were not material individually or in aggregate to Autodesk's Consolidated Financial Statements.

The following table summarizes the fair value of the assets acquired and liabilities assumed by major class for each of the business combinations and technology acquisitions completed during the fiscal year ended January 31, 2016:

	netfabb	Other
Developed technologies	$ 6.6	$ 27.3
Customer relationships and other non-current intangible assets	6.2	12.9
Trade name	1.4	4.7
Goodwill	32.8	64.5
Deferred Revenue (current and non-current)	(1.0)	(0.7)
Deferred tax liability	(3.9)	(2.4)
Net tangible assets (liabilities)	0.4	0.5
	$ 42.5	$ 106.8

For netfabb and certain other business combinations, the allocation of purchase price consideration to certain assets and liabilities is not yet finalized. Autodesk's estimates and assumptions are subject to change within the measurement period (up to one year from the acquisition date). For netfabb, the primary areas of the preliminary purchase price allocation that are not yet finalized are amounts for tax assets and liabilities, pending finalization of estimates and assumptions in respect of certain tax aspects of the transaction and residual goodwill, as well as pending finalization of the valuation of certain intangible assets accounted for as part of the business combination. For certain other business combinations, the primary areas of the preliminary purchase price allocation that are not yet finalized are amounts for tax assets and liabilities, pending finalization of estimates and assumptions in respect of certain tax aspects of the transaction and residual goodwill.

Fiscal 2015 Acquisitions

On June 27, 2014, Autodesk acquired Shotgun Software, Inc. (“Shotgun”) for total consideration of $54.5 million, of which $51.2 million was cash consideration. Prior to acquiring Shotgun, Autodesk had a convertible debt investment in the company with an acquisition-date fair value of $3.3 million using a market approach to value the investment. Shotgun was a privately-owned company that provided a cloud-based production management solution that enabled digital studios to track, schedule, review, and collaborate on projects and images. Shotgun has been integrated into, and the related goodwill was assigned to, Autodesk's M&E segment. Goodwill is not expected to be deductible for U.S. income tax purposes.

On May 29, 2014, Autodesk acquired all the outstanding shares of Within Technologies Limited ("Within Technologies”) for total cash consideration of $88.0 million. Autodesk used its non-U.S.-based cash for the transaction. Within Technologies is a United Kingdom based developer of design and simulation software for next generation manufacturing processes. The Within Technologies acquisition is expected to accelerate Autodesk’s development of tools and technologies for advanced manufacturing. Within Technologies has been integrated into Autodesk’s PSEB reportable segment. The amount of goodwill that is expected to be deductible for U.S. income tax purposes is $78.9 million.

On February 6, 2014, Autodesk acquired the entire issued and to be issued share capital of Delcam plc (“Delcam”), for $284.6 million. Delcam was previously listed as a public company (LON: DLC) and is a leading supplier of advanced CADCAM and industrial measurement solutions for the manufacturing industry. With this transaction Autodesk gains Delcam’s range of design, manufacturing, and inspection software that provide automated CADCAM solutions for a variety of industries, ranging from aerospace to toys and sports equipment. The transaction was structured as a cash offer for all the outstanding shares of Delcam, and Delcam has been integrated into Autodesk's MFG reportable segment. The amount of goodwill that is expected to be deductible for U.S. income tax purposes is $166.0 million.

During the fiscal year ended January 31, 2015, Autodesk also completed 21 other business combination and technology acquisitions for total cash consideration of approximately $234.5 million. These business combinations and technology acquisitions were not material individually or in aggregate to Autodesk's Consolidated Financial Statements.

The following table summarizes the fair value of the assets acquired and liabilities assumed by major class for each of the business combinations and technology acquisitions completed during the fiscal year ended January 31, 2015:

	Shotgun	Within	Delcam	Other
Developed technologies	$ 5.4	$ 4.6	$ 28.9	$ 39.0
Customer relationships	7.5	3.6	39.7	9.8
Trade name	1.6	1.2	16.5	6.3
Goodwill	43.2	80.6	190.4	180.6
Deferred Revenue	(0.7)	—	(10.4)	(0.4)
Deferred tax (liability) asset	(2.6)	(1.7)	(13.2)	(2.1)
Net tangible assets	0.1	(0.3)	32.7	1.3
Total	$ 54.5	$ 88.0	$ 284.6	$ 234.5

6. Deferred Compensation

At January 31, 2016, Autodesk had marketable securities totaling $1,430.2 million, of which $38.0 million related to investments in debt and equity securities that are held in a rabbi trust under non-qualified deferred compensation plans. The total related deferred compensation liability was $38.0 million at January 31, 2016, of which $1.9 million was classified as current and $36.1 million was classified as non-current liabilities. The total related deferred compensation liability at January 31, 2015 was $40.3 million, of which $5.3 million was classified as current and $35.0 million was classified as non-current liabilities. The securities are recorded in the Consolidated Balance Sheets under the current portion of "Marketable Securities". The current and non-current portions of the liability are recorded in the Consolidated Balance Sheets under "Accrued compensation" and "Other liabilities," respectively.

7. Borrowing Arrangements

In June 2015, Autodesk issued $450.0 million aggregate principal amount of 3.125% senior notes due June 15, 2020 and $300.0 million aggregate principal amount of 4.375% senior notes due June 15, 2025 (collectively, the "2015 Senior Notes"). Autodesk received net proceeds of $742.0 million from issuance of the 2015 Senior Notes, net of a discount of $1.7 million and issuance costs of $6.3 million. Both the discount and issuance costs are being amortized to interest expense over the respective terms of the 2015 Senior Notes using the effective interest method. The proceeds of the 2015 Senior Notes are available for general corporate purposes. Autodesk may redeem the 2015 Senior Notes at any time, subject to a make whole premium. In addition, upon the occurrence of certain change of control triggering events, Autodesk may be required to repurchase the 2015 Senior Notes, at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. The 2015 Senior Notes contain restrictive covenants that limit Autodesk's ability to create certain liens, to enter into certain sale and leaseback transactions and to consolidate or merge with, or convey, transfer or lease all or substantially all of its assets, subject to significant qualifications and exceptions. Based on quoted market prices, the fair value of the 2015 Senior Notes was approximately $756.9 million as of January 31, 2016.

In December 2012, Autodesk issued $400.0 million aggregate principal amount of 1.95% senior notes due December 15, 2017 and $350.0 million aggregate principal amount of 3.6% senior notes due December 15, 2022 (collectively, the "2012 Senior Notes"). Autodesk received net proceeds of $739.3 million from issuance of the 2012 Senior Notes, net of a discount of $4.5 million and issuance costs of $6.1 million. Both the discount and issuance costs are being amortized to interest expense over the respective terms of the 2012 Senior Notes using the effective interest method. The proceeds of the 2012 Senior Notes are available for general corporate purposes. Autodesk may redeem the 2012 Senior Notes at any time, subject to a make whole premium. In addition, upon the occurrence of certain change of control triggering events, Autodesk may be required to repurchase the 2012 Senior Notes, at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. The 2012 Senior Notes contain restrictive covenants that limit our ability to create certain liens, to enter into certain sale and leaseback transactions and to consolidate or merge with, or convey, transfer, or lease all or substantially all of our assets, subject to significant qualifications and exceptions. Based on quoted market prices, the fair value of the 2012 Senior Notes was approximately $738.0 million as of January 31, 2016.

Autodesk's line of credit facility permits unsecured short-term borrowings of up to $400.0 million with an option to request an increase in the amount of the credit facility by up to an additional $100.0 million, and is available for working capital or other business needs. This credit agreement contains customary covenants that could restrict the imposition of liens on

Autodesk's assets, and restrict the Company's ability to incur additional indebtedness or make dispositions of assets if Autodesk fails to maintain the financial covenants. The financial covenants consist of a debt to capitalization ratio, and an interest coverage ratio. The line of credit is syndicated with various financial institutions, including Citibank, N.A., an affiliate of Citigroup, which is one of the lead lenders and an agent. In May 2015, Autodesk amended and restated the credit agreement to extend the facility's maturity date from May 2018 to May 2020 and to update the calculation for our financial covenants. As of January 31, 2016, we were in compliance with the credit facility's covenants. At January 31, 2016 and January 31, 2015, Autodesk had no outstanding borrowings on this line of credit.

8. Commitments and Contingencies

Lease commitments

Autodesk leases office space and computer equipment under non-cancellable operating lease agreements that expire at various dates through 2090. The leases generally provide that Autodesk pay taxes, insurance, and maintenance expenses related to the leased assets. Certain of these lease arrangements contain escalation clauses whereby monthly rent increases over time. At January 31, 2016, the aggregate future minimum lease payments required were as follows:

2017	$ 61.0
2018	54.8
2019	43.1
2020	26.2
2021	18.0
Thereafter	51.2
	254.3
Less: Sublease income	1.6
	$ 252.7

Rent expense related to these operating leases recognized on a straight-line basis over the lease period, was as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Rent expense	$ 58.7	$ 55.0	$ 50.2

Purchase commitments

In the normal course of business, Autodesk enters into various purchase commitments for goods or services. Total non-cancellable purchase commitments as of January 31, 2016 were approximately $100.2 million for periods through fiscal 2020. These purchase commitments primarily result from contracts for the acquisition of IT infrastructure, marketing, and software development services.

Autodesk has certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is generally based on a dollar amount per unit shipped or a percentage of the underlying revenue. Royalty expense, which was recorded under cost of license and other revenue and cost of subscription revenue on Autodesk's Consolidated Statements of Operations, was $17.4 million in fiscal 2016, $17.9 million in fiscal 2015, and $18.0 million in fiscal 2014.

Guarantees and Indemnifications

In the normal course of business, Autodesk provides indemnifications of varying scopes, including limited product warranties and indemnification of customers against claims of intellectual property infringement made by third parties arising from the use of its products or services. Autodesk accrues for known indemnification issues if a loss is probable and can be reasonably estimated. Historically, costs related to these indemnifications have not been significant, and because potential future costs are highly variable, Autodesk is unable to estimate the maximum potential impact of these indemnifications on its future results of operations.

In connection with the purchase, sale, or license of assets or businesses with third parties, Autodesk has entered into or assumed customary indemnification agreements related to the assets or businesses purchased, sold or licensed. Historically, costs related to these indemnifications have not been significant, and because potential future costs are highly variable, Autodesk is unable to estimate the maximum potential impact of these indemnifications on its future results of operations.

As permitted under Delaware law, Autodesk has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at Autodesk's request in such capacity. The maximum potential amount of future payments Autodesk could be required to make under these indemnification agreements is unlimited; however, Autodesk has directors' and officers' liability insurance coverage that is intended to reduce its financial exposure and may enable Autodesk to recover a portion of any future amounts paid. Autodesk believes the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is minimal.

Legal Proceedings

Autodesk is involved in a variety of claims, suits, investigations, and proceedings in the normal course of business activities including claims of alleged infringement of intellectual property rights, commercial, employment, piracy prosecution, business practices, and other matters. In the Company's opinion, resolution of pending matters is not expected to have a material adverse impact on its consolidated results of operations, cash flows, or its financial position. Given the unpredictable nature of legal proceedings, there is a reasonable possibility that an unfavorable resolution of one or more such proceedings could in the future materially affect the Company's results of operations, cash flows, or financial position in a particular period, however, based on the information known by the Company as of the date of this filing and the rules and regulations applicable to the preparation of the Company's financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

9. Stockholders' Equity

Preferred Stock

Under Autodesk's Certificate of Incorporation, 2.0 million shares of preferred stock are authorized. At January 31, 2016, there were no preferred shares 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 stockholders.

Common Stock Repurchase Programs

Autodesk has a stock repurchase program that is used to offset dilution from the issuance of stock under the Company's employee stock plans and for such other purposes as may be in the interests of Autodesk and its stockholders, which has the effect of returning excess cash generated from the Company's business to stockholders. Autodesk repurchased and retired 8.5 million shares in fiscal 2016 at an average repurchase price of $53.58 per share, 6.9 million shares in fiscal 2015 at an average repurchase price of $53.83 per share, and 10.5 million shares in fiscal 2014 at an average repurchase price of $40.43.

At January 31, 2016, 6.3 million shares remained available for repurchase under the repurchase program approved by the Board of Directors. The number of shares acquired and the timing of the purchases are based on several factors, including general market and economic conditions, the number of employee stock option exercises and restricted stock unit issuances, the trading price of Autodesk common stock, cash on hand and available in the United States, cash requirements for acquisitions, and Company defined trading windows.

10. Interest and Other Expense, net

Interest and other expense, net, consists of the following:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Interest and investment expense, net	$ (33.9)	$ (13.2)	$ (9.8)
(Loss) gain on foreign currency	—	(3.9)	4.0
Gain (loss) on strategic investments	3.8	(23.3)	(1.8)
Other income	8.5	2.7	2.7
Interest and other expense, net	$ (21.6)	$ (37.7)	$ (4.9)

11. Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, net of taxes, was comprised of the following:

	Net Unrealized Gains (Losses) on Derivative Instruments	Net Unrealized Gains (Losses) on Available for Sale Securities	Defined Benefit Pension Components	Foreign Currency Translation Adjustments	Total
Balances, January 31, 2014	$ 3.5	$ 1.8	$ (7.7)	$ 1.8	$ (0.6)
Other comprehensive income (loss) before reclassifications	47.0	(1.7)	(18.3)	(80.7)	(53.7)
Pre-tax (gains) losses reclassified from accumulated other comprehensive income	(7.0)	1.7	0.5	—	(4.8)
Tax effects	(0.7)	(0.2)	1.8	4.9	5.8
Net current period other comprehensive income (loss)	39.3	(0.2)	(16.0)	(75.8)	(52.7)
Balances, January 31, 2015	42.8	1.6	(23.7)	(74.0)	(53.3)
Other comprehensive income (loss) before reclassifications	1.6	(1.3)	(6.8)	(35.2)	(41.7)
Pre-tax (gains) losses reclassified from accumulated other comprehensive income	(29.3)	(0.1)	1.3	—	(28.1)
Tax effects	0.6	—	0.9	0.5	2.0
Net current period other comprehensive loss	(27.1)	(1.4)	(4.6)	(34.7)	(67.8)
Balances, January 31, 2016	$ 15.7	$ 0.2	$ (28.3)	$ (108.7)	$ (121.1)

Reclassifications related to gains and losses on available for sale securities are included in Interest and other expense, net. Refer to Note 2, "Financial Instruments" for the amount and location of reclassifications related to derivative instruments. Reclassifications of the defined benefit pension components are included in the computation of net periodic benefit cost. Refer to Note 14, "Retirement Benefit Plans".

12. Net (Loss) Income Per Share

Basic net (loss) income per share is computed using the weighted average number of shares of common stock outstanding for the period, excluding stock options and restricted stock units. Diluted net (loss) income per share is based upon the weighted average number of shares of common stock outstanding for the period and potentially dilutive common shares, including the effect of stock options and restricted stock units under the treasury stock method. The following table sets forth the computation of the numerators and denominators used in the basic and diluted net (loss) income per share amounts:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Numerator:			
Net (loss) income	$ (330.5)	$ 81.8	$ 228.8
Denominator:			
Denominator for basic net (loss) income per share—weighted average shares	226.0	227.1	224.0
Effect of dilutive securities (1)	—	5.3	5.6
Denominator for dilutive net (loss) income per share	226.0	232.4	229.6
Basic net (loss) income per share	$ (1.46)	$ 0.36	$ 1.02
Diluted net (loss) income per share	$ (1.46)	$ 0.35	$ 1.00

(1) Dilutive securities of 4.7 million shares for the fiscal year ended January 31, 2016 have been excluded from the calculation of diluted net (loss) income per share as those shares would have been anti-dilutive due to the net loss incurred during this period.

The computation of diluted net (loss) income per share does not include shares that are anti-dilutive under the treasury stock method because their exercise prices are higher than the average market value of Autodesk's stock during the fiscal year. For the fiscal years ended January 31, 2016, 2015, and 2014, 0.1 million, 0.1 million, and 5.4 million potentially anti-dilutive shares, respectively, were excluded from the computation of net (loss) income per share.

13. Segments

Autodesk reports segment information based on the "management" approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company's reportable segments. Autodesk has four reportable segments: AEC, MFG, PSEB, and M&E. Autodesk has no material inter-segment revenue.

The AEC, MFG, and PSEB segments derive revenue from the sale of licenses for software products and services to customers who design, build, manage, or own building, manufacturing, and infrastructure projects. Autodesk's M&E segment derives revenue from the sale of products to creative professionals, post-production facilities, and broadcasters for a variety of applications, including feature films, television programs, commercials, music and corporate videos, interactive game production, web design, and interactive web streaming.

AEC software products help to improve the way building, civil infrastructure, process plant, and construction projects are designed, built, and managed. A broad portfolio of solutions enables greater efficiency, accuracy, and sustainability across the entire project lifecycle. Autodesk AEC solutions include advanced technology for BIM, AutoCAD-based design and documentation productivity software, sustainable design analysis applications, and collaborative project management solutions. BIM, an integrated process for building and infrastructure design, analysis, documentation, and construction, uses consistent, coordination information to improve communication and collaboration between the extended project team. AEC provides a comprehensive portfolio of BIM solutions that help customers deliver projects faster and more economically, while minimizing environmental impact. AEC's revenue primarily includes revenue from the sales of Autodesk Building Design Suites, Autodesk Infrastructure Design Suites, AEC flexible enterprise offerings, AEC consulting services, and AutoCAD Civil 3D.

MFG provides the manufacturers in automotive and transportation, industrial machinery, consumer products and building products with comprehensive digital prototyping solutions that bring together design data from all phases of the product development process to develop a single digital model created in Autodesk Inventor software. Autodesk's solutions for digital prototyping enable a broad group of manufacturers to realize benefits with minimal disruption to existing workflows. MFG's revenue primarily includes revenue from the sales of licenses of Autodesk Product Design Suites, AutoCAD Mechanical, Delcam, and Autodesk Moldflow products.

PSEB includes Autodesk's design product, AutoCAD. Autodesk's AutoCAD product is a platform product that underpins the Company's design product offerings for the industries it serves. For example, AEC and MFG offer tailored versions of AutoCAD software for the industries they serve. Autodesk's AutoCAD product also provides a platform for Autodesk's developer partners to build custom solutions for a range of diverse design-oriented markets. PSEB's revenue primarily includes revenue from sales of AutoCAD and AutoCAD LT, the AutoCAD Design Suite, and many other design products, including consumer design products, as well as from sales of licenses of other Autodesk's design products.

M&E consists of two product groups: Animation and Creative Finishing. Animation products, such as Autodesk Maya, Autodesk 3ds Max, and the Autodesk Entertainment Creation Suites, are sold as software only and provide tools for digital sculpting, modeling, animation, effects, rendering and compositing, for design visualization, visual effects, and games production. M&E products are also included in a number of PSEB, AEC, and MFG focused suites. Creative Finishing products, such as Autodesk Flame and Autodesk Lustre, provide editing, finishing, and visual effects design and color grading.

All of Autodesk's reportable segments distribute their respective products primarily through authorized resellers and distributors and, to a lesser extent, through direct sales to end-users.

The accounting policies of the reportable segments are the same as those described in Note 1, "Business and Summary of Significant Accounting Policies." Autodesk evaluates each segment's performance on the basis of gross profit. Autodesk currently does not separately accumulate and report asset information by segment, except for goodwill, which is disclosed in Note 1, "Business and Summary of Significant Accounting Policies."

Information concerning the operations of Autodesk's reportable segments is as follows:

	Fiscal year ended January 31,		
	2016	**2015**	**2014**
Net revenue:			
Architecture, Engineering, and Construction	$ 949.1	$ 872.6	$ 730.6
Manufacturing	724.6	675.6	579.4
Platform Solutions and Emerging Business	670.4	796.7	789.2
Media and Entertainment	160.0	167.3	174.7
	$ 2,504.1	$ 2,512.2	$ 2,273.9
Gross profit:			
Architecture, Engineering, and Construction	$ 857.0	$ 785.8	$ 663.8
Manufacturing	638.1	604.0	531.5
Platform Solutions and Emerging Business	572.0	712.3	716.8
Media and Entertainment	127.1	127.3	137.8
Unallocated (1)	(60.8)	(59.3)	(50.3)
	$ 2,133.4	$ 2,170.1	$ 1,999.6
Depreciation, amortization and accretion:			
Architecture, Engineering, and Construction	$ 1.5	$ 1.3	$ 0.2
Manufacturing	1.3	3.0	0.9
Platform Solutions and Emerging Business	9.8	6.8	5.5
Media and Entertainment	0.2	0.3	0.2
Unallocated	133.0	134.5	122.1
	$ 145.8	$ 145.9	$ 128.9

(1) Unallocated amounts primarily relate to corporate expenses and other costs and expenses that are managed outside the reportable segments, including stock-based compensation expense.

Information regarding Autodesk's operations by geographic area is as follows:

	Fiscal year ended January 31,		
	2016	2015	2014
Net revenue:			
Americas			
U.S.	$ 803.9	$ 736.4	$ 672.3
Other Americas	168.9	161.6	146.6
Total Americas	972.8	898.0	818.9
Europe, Middle East, and Africa	934.6	980.0	851.8
Asia Pacific			
Japan	219.7	269.0	274.5
Other Asia Pacific	377.0	365.2	328.7
Total Asia Pacific	596.7	634.2	603.2
Total net revenue	$ 2,504.1	$ 2,512.2	$ 2,273.9

Information regarding Autodesk's long-lived assets by geographic area is as follows:

	January 31,	
	2016	2015
Long-lived assets (1):		
Americas		
U.S.	$ 118.8	$ 108.8
Other Americas	3.2	3.1
Total Americas	122.0	111.9
Europe, Middle East, and Africa	25.7	25.0
Asia Pacific	21.6	22.3
Total long-lived assets	$ 169.3	$ 159.2

(1) Long-lived assets exclude deferred tax assets, marketable securities, goodwill, and other intangible assets.

14. Retirement Benefit Plans

Pretax Savings Plan

Autodesk has a 401(k) plan that covers nearly all U.S. employees. Eligible employees may contribute up to 50% of their pretax salary, subject to limitations mandated by the Internal Revenue Service. Autodesk makes voluntary cash contributions and matches a portion of employee contributions in cash. Autodesk's contributions were $17.3 million in fiscal 2016, $11.2 million in fiscal 2015, and $8.1 million in fiscal 2014. Autodesk does not allow participants to invest in Autodesk common stock through the 401(k) plan.

Defined Benefit Pension Plans

Autodesk maintains certain defined benefit pension plans to employees primarily located in countries outside of the U.S., particularly the United Kingdom, Switzerland, and Japan. The Company deposits funds for specific plans, consistent with the requirements of local law, with insurance companies, third-party trustees, or into government-managed accounts, and accrues for the unfunded portion of the obligation, where material. Depending on the design of the plan, local customs, and market circumstances, the liabilities of a plan may exceed qualified plan assets.

Benefit Obligation and Plan Assets

The changes in the projected benefit obligations and plan assets for the plans described above were as follows:

	Fiscal year ended January 31,	
	2016	2015
Beginning projected benefit obligation	$ 144.7	$ 62.2
Service cost	5.7	4.6
Interest cost	3.3	3.9
Actuarial loss (gain)	6.3	18.8
Benefits paid	(6.5)	(7.5)
Foreign currency exchange rate changes	(10.1)	(1.2)
Curtailments and settlements	(2.2)	(2.9)
Contributions by plan participants	4.0	5.9
Business combinations	—	60.9
Ending projected benefit obligation	$ 145.2	$ 144.7
Beginning fair value of plan assets	$ 104.2	$ 40.7
Actual return on plan assets	1.3	4.1
Contributions paid by employer	4.5	4.9
Contributions paid by plan participants	4.0	5.9
Benefit payments	(6.5)	(7.5)
Curtailments and settlements	—	(2.9)
Foreign currency exchange rate changes	(6.1)	(1.2)
Business combinations	—	60.2
Ending fair value of plan assets	$ 101.4	$ 104.2
Funded status	$ (43.8)	$ (40.5)

Amounts included within the business combinations line above represent plan assets and liabilities assumed under the acquisition of Delcam.

The amounts recognized on the consolidated balance sheets at the end of each period were as follows:

	Fiscal Year Ended January 31,	
	2016	2015
Other long-term liabilities	$ 43.8	$ 40.5
Accumulated other comprehensive loss, before tax	32.2	26.6
Net amount recognized	$ 76.0	$ 67.1

On a worldwide basis, our defined benefit pension plans were 70% funded as of January 31, 2016. Funded status is not indicative of our ability to pay ongoing pension benefits or of Autodesk's obligation to fund retirement accounts.

As of January 31, 2016, the aggregate accumulated benefit obligation was $127.1 million for the defined benefit pension plans compared to $124.3 million as of January 31, 2015. Included in the aggregate data in the following tables are the amounts applicable to our defined benefit pension plans, with accumulated benefit obligations in excess of plan assets, as well as plans with projected benefit obligations in excess of plan assets. Amounts related to such plans at the end of each period were as follows:

	Fiscal Year Ended January 31,	
	2016	2015
Plans with accumulated benefit obligations in excess of plan assets:		
Accumulated benefit obligations	$ 127.1	$ 124.0
Plan Assets	101.4	103.9
Plans with projected benefit obligations in excess of plan assets:		
Projected benefit obligations	$ 145.2	$ 144.7
Plan Assets	101.4	104.2

Defined Benefit Pension Plan Assets

The investments of the plans are managed by insurance companies or third-party investment managers selected by Autodesk's Trustees, consistent with regulations or market practice of the country where the assets are invested. Investments managed by qualified insurance companies or third-party investment managers under standard contracts follow local regulations, and Autodesk is not actively involved in their investment strategies.

Defined benefit pension plan assets measured at fair value on a recurring basis consisted of the following investment categories at the end of each period as follows:

	Fiscal Year Ended January 31,				
	2016				2015
	Level 1	Level 2	Level 3	Total	Total
Investment fund	$ —	$ 58.5	$ —	$ 58.5	$ 60.6
Insurance contracts	—	42.6	—	42.6	43.5
Total assets measured at fair value	—	101.1	—	101.1	104.1
Cash	0.3	—	—	0.3	0.1
Total pension plan assets at fair value	$ 0.3	$ 101.1	$ —	$ 101.4	$ 104.2

The assets held in the investment fund in the preceding table are invested in a diversified growth fund actively managed by Russell Investments in association with Aon Hewitt. The objective of the fund is to generate capital appreciation on a long-term basis through a diversified portfolio of investments. The fund aims to deliver equity-like returns in the medium to long term with around two-thirds the volatility of equity markets. The fair value of the assets held in the investment fund classified as Level 2 are either priced using quoted prices for identical assets in inactive markets or priced monthly at net asset value without restrictions on redemption.

The insurance contracts in the preceding table represent the immediate cash surrender value of assets managed by qualified insurance companies. Autodesk does not have control over the target allocation or visibility of the investment strategies of those investments. Insurance contracts and investments held by insurance companies made up 42% of total plan assets as of both January 31, 2016 and January 31, 2015.

Estimated Future Benefit Payments

Estimated benefit payments over the next 10 fiscal years are as follows:

		Pension Benefits
2017	$	3.9
2018		3.9
2019		3.7
2020		3.5
2021		3.5
2022-2026		19.1

Funding Expectations

Our expected required funding for the plans during fiscal 2017 is approximately $4.3 million.

Net Periodic Benefit Cost

The components of net periodic pension cost for the defined benefit pension plans for fiscal 2016, 2015, and 2014 are as follows:

	Fiscal Year Ended January 31,					
	2016		2015		2014	
Service cost for benefits earned during the period	$	5.7	$	4.6	$	5.4
Interest cost on projected benefit obligation		3.3		3.9		1.1
Expected return on plan assets		(3.9)		(4.6)		(0.8)
Amortization of prior service credit		(0.1)		(0.1)		(0.1)
Amortization of loss		1.4		0.6		1.0
Net periodic benefit cost	$	6.4	$	4.4	$	6.6

Amounts Recorded in OCI

The components of other comprehensive income for the defined benefit pension plans before taxes for fiscal 2016, 2015, and 2014 are as follows:

	Fiscal Year Ended January 31,					
	2016		2015		2014	
Prior service credit for period	$	(2.2)	$	—	$	—
Net loss (gain) for period		9.1		18.4		(3.9)
Amortization of prior service credit		0.1		0.1		0.1
Amortization of net loss		(1.4)		(0.6)		(1.0)
Other comprehensive loss (income)	$	5.6	$	17.9	$	(4.8)

Amounts Recorded in AOCI

The amounts recorded in accumulated other comprehensive loss before taxes at the end of each period were as follows:

	Fiscal Year Ended January 31,			
	2016		2015	
Net prior service credit	$	(3.9)	$	(1.8)
Net actuarial loss		36.1		28.4
Accumulated other comprehensive loss, before tax	$	32.2	$	26.6

The estimated amounts that will be amortized from AOCI into net periodic benefit cost over the next fiscal year for the qualified defined benefit pension plans are as follows:

	Pension Benefits
Amortization of prior service credit	$ (0.1)
Amortization of the net loss	1.5
Total amortization	$ 1.4

Assumptions

Weighted average actuarial assumptions used to determine costs for the plans for each period were as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Discount rate	3.2%	3.3%	2.3%
Expected long-term rate of return on plan assets	3.8%	3.9%	1.9%
Rate of compensation increase	2.2%	2.2%	2.2%

The weighted-average expected long-term rate of return for the plan assets is 3.8%. The weighted-average expected long-term rate of return on plan assets is based on the interest rates guaranteed under the insurance contracts, and the expected rate of return appropriate for each category of assets weighted for the distribution within the diversified investment fund. The assumptions used for the plans are based upon customary rates and practices for the location of the plans. Factors such as asset class allocations, long-term rates of return (actual and expected), and results of periodic asset liability modeling studies are considered when constructing the long-term rate of return assumption for our defined benefit pension plans.

Weighted average actuarial assumptions used to determine benefit obligations for the plans at the end of each period were as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Discount rate	2.2%	2.4%	2.2%
Rate of compensation increase	2.6%	1.2%	2.2%

In selecting the appropriate discount rate for the plans, the Company uses country-specific information, adjusted to reflect the duration of the particular plan. The discount rate was based on highly rated long-term bond indexes and yield curves that match the duration of the plan's benefit obligations.

Defined Contribution Plans

Autodesk also provides defined contribution plans in certain foreign countries where required by statute. Autodesk's funding policy for foreign defined contribution plans is consistent with the local requirements in each country. Autodesk's contributions to these plans were $23.0 million in fiscal 2016, $23.5 million in fiscal 2015, and $22.3 million in fiscal 2014.

Other Plans

In addition, Autodesk offers a non-qualified deferred compensation plan to certain key employees whereby they may defer a portion (or all) of their annual compensation until retirement or a different date specified by the employee in accordance with terms of the plan. See Note 6, "Deferred Compensation," for further discussion.

15. Restructuring Reserves

During fiscal 2014, the Board of Directors of the Company approved a world-wide restructuring plan in order to re-balance staffing levels to better align them with the evolving needs of the business. The restructuring plan included a reduction of approximately 85 positions and the consolidation of four leased facilities, with a total cost of approximately $15.0 million ("Fiscal 2014 Plan"). By July 31, 2014, the personnel and facilities related actions included in this restructuring plan were substantially complete.

During fiscal 2013, the Board of Directors of the Company approved a world-wide restructuring plan in line with the Company's strategy, including its continuing shift to cloud and mobile computing ("Fiscal 2013 Plan"). The restructuring plan resulted in a reduction of approximately 500 positions and the consolidation of eight leased facilities, with an aggregate charge of $46.2 million to date. By January 31, 2015, the personnel and facilities related actions included in this restructuring plan were substantially complete.

The following table sets forth the restructuring activities for the fiscal years ended January 31, 2016 and 2015:

	Balances, January 31, 2015	Additions	Payments	Adjustments (1)	Balances, January 31, 2016
Fiscal 2013 Plan					
Lease termination and asset costs	$ 0.2	$ —	$ (0.1)	$ —	$ 0.1
Fiscal 2014 Plan					
Lease termination and asset costs	1.4	—	(0.4)	0.2	1.2
Total	$ 1.6	$ —	$ (0.5)	$ 0.2	$ 1.3
Current portion (2)	$ 0.7				$ 0.8
Non-current portion (2)	0.9				0.5
Total	$ 1.6				$ 1.3

(1) Adjustments include the impact of foreign currency translation.
(2) The current and non-current portions of the reserve are recorded in the Consolidated Balance Sheets under “Other accrued liabilities” and “Other liabilities,” respectively.

	Balances, January 31, 2014	Additions	Payments	Adjustments (1)	Balances, January 31, 2015
Fiscal 2013 Plan					
Employee termination costs	$ 0.1	$ —	$ —	$ (0.1)	$ —
Lease termination and asset costs	0.2	0.3	(0.3)	—	0.2
Fiscal 2014 Plan					
Employee termination costs	3.5	2.5	(6.0)	—	—
Lease termination and asset costs	1.3	0.3	(0.5)	0.3	1.4
Total	$ 5.1	$ 3.1	$ (6.8)	$ 0.2	$ 1.6
Current portion (2)	$ 4.0				$ 0.7
Non-current portion (2)	1.1				0.9
Total	$ 5.1				$ 1.6

(1) Adjustments include the impact of foreign currency translation.
(2) The current and non-current portions of the reserve are recorded in the Consolidated Balance Sheets under “Other accrued liabilities” and “Other liabilities,” respectively.

16. Selected Quarterly Financial Information (Unaudited)

Summarized quarterly financial information for fiscal 2016 and 2015 is as follows:

2016	1st quarter	2nd quarter (1)	3rd quarter	4th quarter (2)	Fiscal year
Net revenue	$ 646.5	$ 609.5	$ 599.8	$ 648.3	$ 2,504.1
Gross profit	554.7	516.5	508.8	553.4	2,133.4
Income (loss) from operations	21.5	4.3	(14.8)	(9.7)	1.3
Provision for income taxes	(2.7)	(269.5)	(21.3)	(16.7)	(310.2)
Net income (loss)	19.1	(268.6)	(43.8)	(37.2)	(330.5)
Basic net income (loss) per share	$ 0.08	$ (1.18)	$ (0.19)	$ (0.17)	$ (1.46)
Diluted net income (loss) per share	$ 0.08	$ (1.18)	$ (0.19)	$ (0.17)	$ (1.46)
Income (loss) from operations includes the following items:					
Stock-based compensation expense	$ 50.2	$ 40.7	$ 50.2	$ 56.1	$ 197.2
Amortization of acquisition related intangibles	22.4	20.2	19.7	19.9	82.2

2015	1st quarter	2nd quarter	3rd quarter	4th quarter	Fiscal year
Net revenue	$ 592.5	$ 637.1	$ 618.0	$ 664.6	$ 2,512.2
Gross profit	513.8	549.2	532.0	575.1	2,170.1
Income from operations	42.2	49.9	14.6	14.0	120.7
Provision for income taxes	(7.3)	(11.6)	(0.9)	18.6	(1.2)
Net income	28.3	31.3	10.7	11.5	81.8
Basic net income per share	$ 0.12	$ 0.14	$ 0.05	$ 0.05	$ 0.36
Diluted net income per share	$ 0.12	$ 0.13	$ 0.05	$ 0.05	$ 0.35
Income from operations includes the following items:					
Stock-based compensation expense	$ 33.6	$ 39.8	$ 43.1	$ 49.1	$ 165.6
Amortization of acquisition related intangibles	23.9	24.6	22.6	21.9	93.0
Restructuring charges, net	2.3	0.8	—	—	3.1

(1) Certain second quarter fiscal 2016 balances have been revised to include the correction of an error identified in the third quarter of fiscal 2016, resulting in an additional $33.1 million of income tax expense from the previously reported results, primarily related to the establishment of a valuation allowance. See Note 1, "Business and Summary of Significant Accounting Policies" for further discussion.

(2) Subsequent to furnishing preliminary financial statements on Form 8-K on February 25, 2016 for the three and twelve months ended January 31, 2016, Autodesk identified a $4.5 million tax adjustment associated with deemed foreign withholding taxes related to non-permanently reinvested earnings in foreign jurisdictions which have not yet repatriated resulting in changes to the Consolidated Financial Statements as reflected in this Annual Report on Form 10-K. This non-cash adjustment resulted in an increase to GAAP diluted loss per share from $(0.15) to $(0.17) for the three months ended January 31, 2016.

17. Subsequent Events (Unaudited)

Following a review of its business, on February 2, 2016, the Board of Directors of the Company approved a world-wide restructuring plan that includes a reduction in force that will result in the termination of approximately 10% of the Company's workforce, or approximately 925 employees, and the consolidation of certain leased facilities. The Company is taking these actions to accelerate its move to the cloud and its transition to a subscription-based business model. The restructuring is expected to reduce expenses, streamline the organization, and reallocate resources to align more closely with the company's needs going forward. Although the Company is reducing its overall staffing levels in the near term, the Company plans to invest in key development areas and strategic opportunities.

The Company expects to substantially complete the reduction in force and the facilities consolidation by the end of its fourth quarter of fiscal 2017 (ending January 31, 2017). The Company anticipates incurring pre-tax restructuring charges of $85 million to $95 million, substantially all of which would result in cash expenditures, $77 million to $85 million of which would be for one-time employee termination benefits, and $8 million to $10 million of which would be for facilities-related and other costs.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Autodesk, Inc.

We have audited the accompanying consolidated balance sheets of Autodesk, Inc. as of January 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows for each of the three years in the period ended January 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended January 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Autodesk, Inc.'s internal control over financial reporting as of January 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 23, 2016 expressed an adverse opinion thereon.

/s/ ERNST & YOUNG LLP

San Francisco, California
March 23, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Autodesk, Inc.

We have audited Autodesk, Inc.'s internal control over financial reporting as of January 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Autodesk, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment. Management concluded that a material weakness exists in its internal control over financial reporting related to its controls over the technical review of the reconciliation of the deferred tax accounts and the effective tax rate. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the accompanying consolidated balance sheets of Autodesk, Inc. as of January 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows for each of the three years in the period ended January 31, 2016. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the fiscal 2016 financial statements, and this report does not affect our report dated March 23, 2016, which expressed an unqualified opinion on those financial statements.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Autodesk, Inc. has not maintained effective internal control over financial reporting as of January 31, 2016, based on the COSO criteria.

/s/ ERNST & YOUNG LLP

San Francisco, California
March 23, 2016

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in our Exchange Act reports is (i) recorded, processed, summarized and reported within the time periods specified in the rules of the Securities and Exchange Commission, and (ii) accumulated and communicated to Autodesk management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. We conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of January 31, 2016 for reasons described below.

However, corrective actions have been initiated to address the internal control weakness as described below under the section "Remediation Efforts with Respect to Material Weakness".

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Our management assessed the effectiveness of our internal control over financial reporting as of January 31, 2016. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in the 2013 Internal Control—Integrated Framework. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Autodesk have been detected.

During the year ended January 31, 2016, our management has concluded our internal control over financial reporting was not effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles due to the material weakness discussed in further detail below. Our independent registered public accounting firm, Ernst & Young, LLP, has issued an audit report on our internal control over financial reporting, which is included in Item 8 herein.

In connection with the preparation of our Condensed Consolidated Financial Statements for the fiscal quarter ended October 31, 2015, our management concluded that a material weakness exists in our internal control over financial reporting related to our controls over the technical review of our reconciliation of our deferred tax accounts and the effective tax rate. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

We have performed additional analyses and other procedures to enable management to conclude that, notwithstanding the existence of the material weakness described above, the consolidated financial statements included in this Form 10-K present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

Remediation Efforts with Respect to Material Weakness

Management initiated remediation plans including the following:

- enhancing our technical accounting review for complex income tax considerations;
- enhancing our income tax controls to include specific activities to ensure proper classification of deferred taxes;
- supplementing our accounting and tax professionals with the engagement of an internationally recognized accounting firm to assist us in the technical review regarding the application of tax rules around deferred tax assets and liabilities; and
- assessed and reorganized the structure of our tax function to enhance the level of documentation, technical oversight, and review.

Management will continue to enhance its controls to include refinements and improvements to certain controls over the accounting for income taxes. The Company's enhanced controls will continue to evolve and have not had a sufficient period of time to operate for management to conclude that they were operating effectively. Management believes the foregoing efforts will effectively remediate the material weakness.

Changes in Internal Control Over Financial Reporting

Other than with respect to the remediation efforts described above, there were no changes in our internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the quarter ended January 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

Certain information required by Part III is omitted from this Annual Report because we intend to file a definitive proxy statement pursuant to Regulation 14A for our Annual Meeting of Stockholders not later than 120 days after the end of the fiscal year covered by this Annual Report (the "Proxy Statement") and certain information included therein is incorporated herein by reference. Only those sections of the Proxy Statement that specifically address the items set forth herein are incorporated by reference.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is incorporated herein by reference to the sections entitled "Proposal One—Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," and "Corporate Governance" in our Proxy Statement.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following sets forth certain information as of March 23, 2016 regarding our executive officers.

Name	Age	Position
Carl Bass	58	President and Chief Executive Officer
R. Scott Herren	54	Senior Vice President and Chief Financial Officer
Andrew Anagnost	51	Senior Vice President, Industry Strategy and Marketing
Jan Becker	63	Senior Vice President, Human Resources and Corporate Real Estate
Steve M. Blum	51	Senior Vice President, Worldwide Sales and Services
Pascal W. Di Fronzo	51	Senior Vice President, General Counsel and Secretary
Amar Hanspal	52	Senior Vice President, Autodesk Product Group

Carl Bass joined Autodesk in September 1993 and has served as President and Chief Executive Officer since May 2006. Mr. Bass served as Interim Chief Financial Officer from August 2014 to November 2014 and August 2008 to April 2009. From June 2004 to April 2006, Mr. Bass served as Chief Operating Officer. From February 2002 to June 2004, Mr. Bass served as Senior Executive Vice President, Design Solutions Group. From August 2001 to February 2002, Mr. Bass served as Executive Vice President, Emerging Business and Chief Strategy Officer. From June 1999 to July 2001, he served as President and Chief Executive Officer of Buzzsaw.com, Inc., a spin-off from Autodesk. Mr. Bass has also held other executive positions within Autodesk. Mr. Bass served on the boards of directors of McAfee, Inc. from January 2008 until it was acquired by Intel Corporation in February 2011 and E2open, Inc. from July 2011 until it was acquired by Insight Venture Partners in April 2014. Mr. Bass has served on the boards of directors of Autodesk, Inc. since January 2006, HP, Inc. since November 2015 and Zendesk, Inc. since February 2016.

R. Scott Herren joined Autodesk in November 2014 and serves as Senior Vice President and Chief Financial Officer. Prior to joining Autodesk, Mr. Herren was the Senior Vice President of Finance for Citrix Systems, Inc. from September 2011 to October 2014 where he led the company's finance, accounting, tax, treasury, investor relations, real estate, and facilities teams. From March 2000 to September 2011, Mr. Herren held a variety of leadership positions at Citrix including Vice President and Managing Director for EMEA and Vice President and General Manager of the Virtualization Systems Group. Prior to Citrix, Mr. Herren served at FedEx Corporation as Vice President, Financial Planning. Prior to FedEx, he spent 13 years at International Business Machines Corporation in senior financial positions.

Andrew Anagnost joined Autodesk in September 1997 and has served as our Senior Vice President, Industry Strategy & Marketing since March 2012. From December 2009 to March 2012, Dr. Anagnost was Vice President, Product Suites and Web Services. Prior to this position, Dr. Anagnost served as Vice President of CAD/CAE products for the manufacturing division from March 2007 to December 2009. Previously, Dr. Anagnost held other senior management positions at Autodesk. Prior to joining Autodesk, Dr. Anagnost held various engineering, sales, marketing and product management positions at Lockheed Aeronautical Systems Company and EXA Corporation. He also served as an NRC post-doctoral fellow at NASA Ames Research Center.

Jan Becker joined Autodesk in September 1992 and has served as Senior Vice President, Human Resources and Corporate Real Estate since June 2000. Ms. Becker previously served in other capacities in the Human Resources Department at Autodesk. Prior to joining Autodesk, Ms. Becker held a variety of senior management positions at Sun Microsystems. Prior to Sun Microsystems, Ms. Becker worked both domestically and internationally at a number of high-tech organizations, including Activision, Digital Equipment Corporation, and Hewlett-Packard Company.

Steven M. Blum joined Autodesk in January 2003 and has served as Senior Vice President, Worldwide Sales and Services since February 2011. From January 2003 to February 2011, he served as Senior Vice President of Americas Sales. Prior to this position, Blum was Executive Vice President of Sales and Account Management for Parago, Inc. Blum also held positions at Mentor Graphics, most recently serving as Vice President of America's sales. Before joining Mentor Graphics, he held engineering and sales positions at NCR Corporation and Advanced Micro Devices.

Pascal W. Di Fronzo joined Autodesk in June 1998 and has served as Senior Vice President, General Counsel and Secretary since March 2007. From March 2006 to March 2007, Mr. Di Fronzo served as Vice President, General Counsel and Secretary, and served as Vice President, Assistant General Counsel and Assistant Secretary from March 2005 through March 2006. Previously, Mr. Di Fronzo served in other business and legal capacities in our Legal Department. Prior to joining Autodesk, he advised high technology and emerging growth companies on business and intellectual property transactions and litigation while in private practice.

Amar Hanspal joined Autodesk in June 1987 and has served as our Senior Vice President, Autodesk Product Group since November 2015. From February 2012 to November 2015, Mr. Hanspal served as Senior Vice President, Information Modeling & Platform Product Group. Prior to this position, Mr. Hanspal served as Senior Vice President, Platform Solutions and Emerging Business from January 2007 to February 2012 and as Vice President of Autodesk Collaboration Solutions from January 2003 to January 2007. Previously, Mr. Hanspal held other executive and non-executive positions at Autodesk.

There is no family relationship among any of our directors or executive officers.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to the section entitled "Corporate Governance" and "Executive Compensation," in our Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to the section entitled "Security Ownership of Certain Beneficial Owners and Management," and "Executive Compensation—Equity Compensation Plan Information" in our Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to the section entitled "Certain Relationships and Related Party Transactions" and "Corporate Governance—Independence of the Board of Directors" in our Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the sections entitled "Proposal Two—Ratification of the Appointment of Independent Registered Public Accounting Firm" in our Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Report:

1. *Financial Statements*: The information concerning Autodesk's financial statements, and Report of Ernst & Young LLP, Independent Registered Public Accounting Firm required by this Item is incorporated by reference herein to the section of this Report in Item 8, entitled "Financial Statements and Supplementary Data."

2. *Financial Statement Schedule*: The following financial statement schedule of Autodesk, Inc., for the fiscal years ended January 31, 2016, 2015, and 2014, is filed as part of this Report and should be read in conjunction with the Consolidated Financial Statements of Autodesk, Inc.:

   Schedule II Valuation and Qualifying Accounts

   Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

3. *Exhibits*: See Item 15(b) below. We have filed, or incorporated into this Report by reference, the exhibits listed on the accompanying Index to Exhibits immediately following the signature page of this Form 10-K.

(b) Exhibits:

We have filed, or incorporated into the Report by reference, the exhibits listed on the accompanying Index to Exhibits immediately following the signature page of this Form 10-K.

(c) Financial Statement Schedules: See Item 15(a), above.

ITEM 15(A)(2) FINANCIAL STATEMENT SCHEDULE II

Description	Balance at Beginning of Fiscal Year	Additions Charged to Costs and Expenses or Revenues	Deductions and Write-Offs	Balance at End of Fiscal Year
	(in millions)			
Fiscal Year Ended January 31, 2016				
Allowance for doubtful accounts	$ 6.3	$ 2.3	$ 1.0	$ 7.6
Product returns reserves	2.6	10.4	11.4	1.6
Partner Program reserves (1)	36.5	267.4	258.7	45.2
Restructuring	1.6	—	0.3	1.3
Fiscal Year Ended January 31, 2015				
Allowance for doubtful accounts	$ 4.9	$ 1.6	$ 0.2	$ 6.3
Product returns reserves	4.0	17.4	18.8	2.6
Partner Program reserves (1)	38.4	237.3	239.2	36.5
Restructuring	5.6	3.2	7.2	1.6
Fiscal Year Ended January 31, 2014				
Allowance for doubtful accounts	$ 5.6	$ 1.3	$ 2.0	$ 4.9
Product returns reserves	4.9	23.1	24.0	4.0
Partner Program reserves (1)	48.3	278.6	288.5	38.4
Restructuring	8.9	12.8	16.1	5.6

(1) The partner program reserves balance impacts "Accounts receivable, net" and "Accounts payable" on the accompanying Consolidated Balance Sheets.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

AUTODESK, INC.

By: /s/ CARL BASS

Carl Bass

President and Chief Executive Officer

Dated: March 23, 2016

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carl Bass and R. Scott Herren each as his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities as of March 23, 2016.

Signature	Title
/s/ CARL BASS Carl Bass	President and Chief Executive Officer (Principal Executive Officer)
/s/ R. SCOTT HERREN R. Scott Herren	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ PAUL UNDERWOOD Paul Underwood	Vice President and Controller (Principal Accounting Officer)
/s/ CRAWFORD W. BEVERIDGE Crawford W. Beveridge	Director (Non-executive Chairman of the Board)
Jeff Clarke	Director
/s/ J. HALLAM DAWSON J. Hallam Dawson	Director
Scott Ferguson	Director
/s/ THOMAS GEORGENS Thomas Georgens	Director
/s/ PER-KRISTIAN HALVORSEN Per-Kristian Halvorsen	Director
Rick Hill	Director
/s/ MARY T. MCDOWELL Mary T. McDowell	Director
/s/ LORRIE M. NORRINGTON Lorrie M. Norrington	Director
/s/ ELIZABETH RAFAEL Elizabeth Rafael	Director
/s/ STACY J. SMITH Stacy J. Smith	Director
/s/ STEVEN M. WEST Steven M. West	Director

Index to Exhibits

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of Registrant *(incorporated by reference to Exhibit 3.1 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2006, file no. 000-14338)*
3.2	Amended and Restated Bylaws of Registrant (*incorporated by reference to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K filed on March 11, 2016*)
4.1	Indenture dated December 13, 2012, by and between Autodesk, Inc. and U.S. Bank National Association (*incorporated by reference to Exhibit 4.1 filed with the Registrant's Current Report on Form 8-K filed on December 13, 2012*)
4.2	First Supplemental Indenture (including Form of Notes) dated December 13, 2012, by and between Autodesk, Inc. and U.S. Bank National Association. (*incorporated by reference to Exhibit 4.2 filed with the Registrant's Current Report on Form 8-K filed on December 13, 2012*)
4.3	Second Supplemental Indenture (including Form of Notes), dated June 5, 2015, by and between Autodesk, Inc. and U.S. Bank National Association. *(incorporated by reference from Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on June 8, 2015)*
10.1*	Description of Registrant's Performance Stock Unit Program (*incorporated by reference to Item 5.02 of the Registrant's Current Report on Form 8-K filed on March 17, 2015*)
10.2*	Description of Registrant's Sales Commission Plan (*incorporated by reference to Item 5.02 of the Registrant's Current Report on Form 8-K filed on March 17, 2015*)
10.3*	Registrant's 1998 Employee Qualified Stock Purchase Plan, as amended on June 10, 2010 *(incorporated by reference to Exhibit 10.3 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2013)*
10.4*	Registrant's 1998 Employee Qualified Stock Purchase Plan Forms of Agreement (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2005*)
10.5*	Registrant's 1998 Employee Qualified Stock Purchase Plan Form of Agreement (non-U.S. Employees) (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2014*)
10.6*	Registrant's 2000 Directors' Option Plan, as amended (*incorporated by reference to Exhibit 10.3 filed with the Registrant's Current Report on Form 8-K filed on June 18, 2008*)
10.7*	Registrant's 2000 Directors' Option Plan Forms of Agreements (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2008*)
10.8*	Registrant's 2008 Employee Stock Plan, as amended and restated (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2010)*
10.9*	Registrant's 2008 Employee Stock Plan Forms of Agreement (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2008*)
10.10*	Registrant's 2008 Employee Stock Plan Form of Agreement (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on February 6, 2009*)
10.11*	Registrant's 2008 Employee Stock Plan Forms of Restricted Stock Unit Agreements (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Current Report on Form 8-K filed on June 18, 2008*)
10.12*	Registrant's 2008 Employee Stock Plan Forms of Agreement (non-U.S. Employees) (*incorporated by reference to Exhibit 10.14 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2009*)

Exhibit No.	Description
10.13*	Registrant's 2012 Employee Stock Plan, as amended and restated (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on June 11, 2015*)
10.14*	Registrant's 2012 Employee Stock Plan Form of Restricted Stock Unit Agreement (*incorporated by reference to Exhibit 10.3 filed with the Registrant's Current Report on Form 8-K filed on March 13, 2012*)
10.15*	Registrant's 2012 Employee Stock Plan Form of Stock Option Agreement (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Current Report on Form 8-K filed on March 13, 2012)*
10.16*	Registrant's 2012 Employee Stock Plan Form of Stock Option Agreement (non-U.S. Employees) *(incorporated by reference to Exhibit 10.4 filed with the Registrant's Current Report on Form 8-K filed on March 13, 2012)*
10.17*	Amendments to certain stock option agreements (*incorporated by reference to Exhibit 10.16 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2009*)
10.18*	Registrant's 2010 Outside Directors' Stock Plan (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on June 16, 2009*)
10.19*	Registrant's 2010 Outside Directors' Stock Plan Form of Stock Option Agreement (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on March 31, 2010*)
10.20*	Registrant's 2010 Outside Directors' Stock Plan Form of Restricted Stock Award Agreement (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Current Report on Form 8-K filed on March 31, 2010*)
10.21*	Registrant's 2012 Outside Directors' Stock Plan, as amended and restated (*filed herewith*)
10.22*	Registrant's 2012 Outside Directors' Stock Plan Form of Restricted Stock Unit Agreement *(incorporated by reference to Exhibit 10.5 filed with the Registrant's Current Report on Form 8-K filed on March 13, 2012)*
10.23*	Registrant's Executive Incentive Plan, as amended and restated (*filed herewith*)
10.24*	Registrant's 2005 Non-Qualified Deferred Compensation Plan, as amended and restated, effective as of January 1, 2010 *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2009)*
10.25*	Participants, target awards and payout formulas for fiscal year 2016 under the Registrant's Executive Incentive Plan (*incorporated by reference to Item 5.02 of the Registrant's Current Report on Form 8-K filed on March 17, 2015*)
10.26*	Executive Change in Control Program, as amended and restated (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Current report on Form 8-K filed on September 23, 2013*)
10.27*	Sub-Plan of the Autodesk, Inc. 1998 Employee Qualified Stock Purchase Plan, as amended and restated (*incorporated by reference to Exhibit 10.2 filed with the Registrant's Form 10-Q for the fiscal quarter ended July 31, 2014*)
10.28*	Form of Indemnification Agreement executed by Autodesk and each of its officers and directors (*incorporated by reference to Exhibit 10.8 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2005*)
10.29*	Third Amended and Restated Employment Agreement between Registrant and Carl Bass dated March 21, 2013 (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on March 25, 2013*)
10.30*	R. Scott Herren Offer Letter dated September 23, 2014 (*incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2014*)

Exhibit No.	Description
10.31*	Registrant's Equity Incentive Deferral Plan as amended and restated effective as of June 12, 2008 (*incorporated by reference to Exhibit 10.4 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2008*)
10.32*	Amendment to Registrant's Equity Incentive Deferral Plan effective as of February 17, 2012 *(incorporated by reference to Exhibit 10.37 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2012)*
10.33	Office Lease between Registrant and the J.H.S. Trust for 111 McInnis Parkway, San Rafael, CA, as amended *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2004)*
10.34	Fourth Amendment to Lease between Registrant and the J.H.S. Holdings L.P. for 111 McInnis Parkway, San Rafael, CA *(incorporated by reference to Exhibit 10.30 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2010)*
10.35	Amended and Restated Credit Agreement, dated as of May 29, 2015, by and among the Registrant, the lenders from time to time party thereto and Citibank, N.A., as agent *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on May 29, 2015)*
21.1	List of Subsidiaries *(filed herewith)*
23.1	Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP) *(filed herewith)*
24.1	Power of Attorney (contained in the signature page to this Annual Report)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 (*filed herewith*)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 (*filed herewith*)
32.1†	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *(filed herewith)*
101.INS ††	XBRL Instance Document
101.SCH ††	XBRL Taxonomy Extension Schema
101.CAL ††	XBRL Taxonomy Extension Calculation Linkbase
101.DEF ††	XBRL Taxonomy Extension Definition Linkbase
101.LAB ††	XBRL Taxonomy Extension Label Linkbase
101.PRE ††	XBRL Taxonomy Extension Presentation Linkbase

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* Denotes a management contract or compensatory plan or arrangement.

† The certifications attached as Exhibit 32.1 that accompany this Annual Report on Form 10-K, are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Autodesk, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-K, irrespective of any general incorporation language contained in such filing.

†† The financial information contained in these XBRL documents is unaudited.

Board of Directors

Carl Bass
President and Chief Executive Officer, Autodesk, Inc.

Crawford W. Beveridge
non-Executive Chairman of the Board, Autodesk, Inc.

Jeff Clarke

J. Hallam Dawson*

Scott Ferguson

Thomas Georgens

Per-Kristian Halvorsen*

Richard S. Hill

Mary T. McDowell

Lorrie M. Norrington

Betsy Rafael

Stacy J. Smith

Steven M. West

Company Executive Officers

Carl Bass
President and Chief Executive Officer

Andrew Anagnost
Senior Vice President, Industry Strategy and Marketing

Jan Becker
Senior Vice President, Human Resources and Corporate Real Estate

Steven M. Blum
Senior Vice President, Worldwide Sales and Services

Amar Hanspal
Senior Vice President, Autodesk Product Group

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

R. Scott Herren
Senior Vice President and Chief Financial Officer

Corporate Headquarters

Worldwide Headquarters
Autodesk, Inc.
111 McInnis Parkway
San Rafael, CA 94903
USA

Asia Pacific Headquarters
Autodesk Asia Pte Ltd
3 Fusionopolis Way
#10-21 Symbiosis
Singapore 138633
Singapore

European Headquarters
Autodesk Development Sàrl
Rue du Puits-Godet 6
Case Postale 35
2002 Neuchâtel
Switzerland

Legal Counsel

Wilson Sonsini Goodrich & Rosati Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
USA

Transfer Agent

Computershare Trust Company N.A.
350 Indiana Street, Suite 750
Golden, CO 80401
USA

Independent Registered Public Accounting Firm

Ernst & Young, LLP
560 Mission Street, Suite 1600
San Francisco, CA 94105
USA

Notice of Annual Meeting

Held at Autodesk, Inc.'s San Francisco office at The Landmark at One Market Street, 2nd Floor, San Francisco, California, USA, June 15, 2016, 3:00 p.m. Pacific time.

Investor Relations

For more information, including copies of this annual report free of charge, write to us at: Investor Relations, Autodesk, Inc., 111 McInnis Parkway, San Rafael, CA 94903, USA; Phone us at +1-415-507-6705; email us at investor.relations@autodesk.com; or visit our website at: www.autodesk.com.

* Messrs. Dawson and Halvorsen have notified the Board of Directors that they will not stand for reelection at the Annual Meeting.

Autodesk, Inc., 111 McInnis Parkway, San Rafael, CA 94903