

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

February 3, 2020

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-14338

(Commission File Number)

94-2819853

(IRS Employer
Identification No.)

111 McInnis Parkway

San Rafael,

California

94903

(Address of principal
executive offices)

(Zip Code)

(415) 507-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock, par value \$0.01 per share

ADSK

The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02. Termination of a Material Definitive Agreement.

The disclosure set forth in Item 8.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The disclosure set forth in Item 8.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events

On February 3, 2020, Autodesk, Inc. (the "Company") provided a Notice of Full Redemption (the "Redemption Notice") to the holders of the Company's outstanding 3.125% Notes due 2020 (the "Notes"), regarding the Company's exercise of its option to redeem the issued and outstanding Notes, pursuant to Section 3.02 of the Indenture dated as of December 13, 2012, entered into between the Company and U.S. Bank National Association and Section 1.3 of the Second Supplemental Indenture dated as of June 5, 2015 (the "Second Supplemental Indenture"). The Company will redeem \$450,000,000 aggregate principal amount of Notes on March 4, 2020 (the "Redemption Date").

The redemption price per Note (the "Redemption Price") is equal to \$1,000 in principal, together with accrued and unpaid interest thereon from December 15, 2019 to, but excluding, the Redemption Date plus the sum of the present values of the Remaining Scheduled Payments of the Notes, discounted to the Redemption Date using a discount rate equal to the comparable Treasury rate plus 25 basis points (such sum, the "Redemption Premium"). The Redemption Price will include \$450.0 million principal amount of Notes, accrued and unpaid interest and the Redemption Premium.

Payment of the Redemption Price for the Notes will be made by U.S. Bank National Association, as paying agent. Payment of the Redemption Price will be made on the Redemption Date upon presentation and surrender of Notes at the address specified in the Redemption Notice.

A copy of the Redemption Notice is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Notice of Full Redemption to the holders of Autodesk, Inc. 3.125% Notes due 2020</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUTODESK, INC.

By: /s/ R. Scott Herren

R. Scott Herren
Senior Vice President and Chief Financial Officer

Date: February 3, 2020

EXHIBIT INDEX

Exhibit No.

Description

99.1

[Notice of Full Redemption to the holders of Autodesk, Inc. 3.125% Notes due 2020](#)

**NOTICE OF FULL REDEMPTION
OF
AUTODESK, INC.
3.125% NOTES DUE 2020**

CUSIP Number 052769 AC0

Notice is hereby given that, pursuant to the provisions of Section 3.02 of the Indenture (the “**Base Indenture**”), dated as of December 13, 2012, entered into among Autodesk, Inc. (the “**Company**”) and U.S. Bank National Association, as trustee (in such capacity, the “**Trustee**”), and Section 1.3 of the Second Supplemental Indenture (together with the Base Indenture, the “**Indenture**”), dated as of June 5, 2015, entered into among the Company and the Trustee relating to the Company’s 3.125% Notes due 2020 (the “**Notes**”), the Company has called for redemption and will redeem \$450,000,000 aggregate principal amount of Notes on March 4, 2020 (the “**Redemption Date**”). Capitalized terms used in this notice and not otherwise defined have the meanings given to them in the Indenture.

The redemption price per Note (the “**Redemption Price**”) is equal to \$1,000 in principal, together with accrued and unpaid interest thereon from December 15, 2019 to, but excluding, the Redemption Date plus the sum of the present values of the Remaining Scheduled Payments of the Notes, discounted in accordance with Section 1.3(b)(ii) of the Indenture. The Redemption Price will be available two Business Days prior to the Redemption Date.

Payment of the Redemption Price will be made on the Redemption Date upon presentation and surrender of Notes at the address set forth below under “Manner of Redemption.” On the Redemption Date, the Redemption Price will become due and payable on the Notes, interest will cease to accrue on the Notes, and the holders thereof will be entitled to no rights as such holders with respect to the Notes except the right to receive payment of the Redemption Price, unless the Company defaults in making payment of the Redemption Price.

To obtain payment for your Notes, the Notes and any other required documents must be surrendered to U.S. Bank National Association, as Paying Agent, in accordance with the applicable procedures of DTC or, with respect to certificated Notes at the following address:

U.S. Bank National Association
Global Corporate Trust Services
Attn: Specialized Finance
111 Fillmore Ave. East, EP-MN-WS2N
St. Paul, MN 55107

For Information, Call: (800) 934-6802

IMPORTANT NOTICE

U.S. federal tax law requires that the Trustee as paying agent (in such context, the “**Paying Agent**”) withhold 24% of your payment under “backup withholding rules” unless: (a) you qualify for an exemption or (b) you provide the Paying Agent with your Social Security Number or Federal Employer Identification Number and certain other required certifications. A holder that is a U.S. person (as defined in the instructions to IRS Form W-9) may provide the required information and certifications by submitting a properly completed IRS Form W-9, which may be obtained at a bank or other financial institution or from the IRS website at www.irs.gov. A holder that is not a U.S. person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from, or reduction of withholding rate under, certain nonresident withholding rules by submitting a properly completed IRS Form W-8BEN, IRS Form W-8BEN-E or another version of IRS Form W-8. IRS Forms W-8 may be obtained from the Paying Agent or from the IRS website at www.irs.gov.

February 3, 2020 AUTODESK, INC.

Association, as trustee

By: U.S. Bank National