
**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)

November 4, 2008

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-14338
(Commission File Number)

94-2819853
(IRS Employer
Identification No.)

**111 McInnis Parkway
San Rafael, California 94903**
(Address of principal executive offices, including zip code)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On November 4, 2008, Autodesk, Inc. issued a press release reporting preliminary financial results for the quarter ended October 31, 2008. The press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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

Non-GAAP Financial Measures

To supplement Autodesk’s consolidated financial information presented on a GAAP basis, the press release furnished herewith as Exhibit 99.1 provides investors with certain non-GAAP measures, including historical estimated non-GAAP net earnings per diluted share. For our internal budgeting and resource allocation process, Autodesk’s management uses these non-GAAP measures that do not include: (a) the stock-based compensation impact of SFAS 123R and (b) amortization of purchased intangibles and purchases of technology that result in in-process research and development expense. Autodesk’s management uses these non-GAAP measures in making operating decisions because we believe the measures provide meaningful supplemental information regarding Autodesk’s earning potential. In addition, these non-GAAP financial measures facilitate comparisons to competitors’ historical results and operating guidance.

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

A. Stock compensation impact of SFAS 123R. These expenses consist of expenses for employee stock-based compensation under SFAS 123R. Autodesk excludes stock-based compensation expenses from our 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. Further, as Autodesk applies SFAS 123R, we believe that it is useful to investors to understand the impact of the application of SFAS 123R to our results of operations.

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

There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. In addition, the non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. Management compensates for these limitations by analyzing current and future results on a GAAP basis as well as a non-GAAP basis and also by providing GAAP measures in our earnings release. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with generally accepted accounting principles in the United States. The non-GAAP financial measures are meant to supplement, and be viewed in conjunction with, GAAP financial measures. Investors should review the information regarding non-GAAP financial measures provided in our press release.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.**Description**

99.1

Press release dated as of November 4, 2008, entitled "Autodesk Announces Preliminary Third Quarter Results."

SIGNATURES

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

AUTODESK, INC.

By: /s/ CARL BASS

Carl Bass

President and Chief Executive Officer

Date: November 10, 2008

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated as of November 4, 2008 entitled "Autodesk Announces Preliminary Third Quarter Results."

PRESS RELEASE

Investors: David Gennarelli, david.gennarelli@autodesk.com, 415-507-6033
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AUTODESK ANNOUNCES PRELIMINARY THIRD QUARTER RESULTS

SAN RAFAEL, Calif., November 4, 2008— Autodesk, Inc. (NASDAQ: ADSK) today announced preliminary financial results for the third quarter ended October 31, 2008. Based on preliminary financial data, the company expects total revenue to be in the range of \$604 million to \$607 million. GAAP earnings are expected to be in the range of \$0.41 to \$0.43 per diluted share. Non-GAAP earnings are expected to be in the range of \$0.53 to \$0.55 per diluted share and exclude \$0.07 related to stock-based compensation expense and \$0.05 for the amortization of acquisition related intangibles.

“The sharp downturn of the global economy is substantially impacting our business,” said Carl Bass, Autodesk president and CEO. “Demand for our products fell dramatically in October in all geographies as the financial crisis worsened. With many of our customers and partners unable to secure credit, projects are being delayed and our business is being impacted. While our currency hedge will provide a net benefit to our third quarter, the considerable strengthening of the U.S. dollar and our unusually low ending level of backlog will likely create a significant headwind for the next few quarters.

“Our third quarter net income will include the benefit of some reductions to previous cost estimates. In addition we have begun to take actions to reduce our cost structure in this uncertain economic environment which we believe will position the company to emerge from this downturn in a stronger financial and competitive position.”

Autodesk will announce final third quarter financial results in a press release immediately following the close of market on November 20, 2008. The company will also host a live conference call and webcast to discuss these results on November 20, 2008 at 2:00 p.m. Pacific Time. The call will be webcast at <http://www.autodesk.com/investors>. If you are unable to access the Internet, you may dial in at 866-510-0710 or 617-597-5378 and enter passcode number 46764406. An audio replay webcast and podcast will also be available after 4:00 p.m. Pacific Time on our website at <http://www.autodesk.com/investors> or by dialing 888-286-8010 or 617-801-6888 and reference 73660289 as the passcode.

The Autodesk logo is positioned vertically on the right side of the page. It consists of the word "Autodesk" in a bold, sans-serif font, with a registered trademark symbol (®) at the top right of the letter 'k'.

Safe Harbor Statement

The preliminary results reported in this press release are estimates based on management's initial analysis of operating results. Although the quarter is completed, we are still in the early stages of our standard financial reporting closing procedures. Accordingly, as we complete our quarter closing, our actual results could differ from these preliminary estimates.

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding our preliminary third quarter financial results, the effects of the strengthening U.S. dollar and low ending level of backlog, cost reduction efforts, financial and competitive position, strategies, anticipated market trends and other statements regarding our expected performance and results. Factors that could cause actual results to differ materially include the following: general market and business conditions, our performance in particular geographies, including emerging economies, the financial and business condition of our reseller and distribution channels, fluctuation in foreign currency exchange rates, failure to achieve continued cost reductions and productivity increases, difficulties encountered in integrating new or acquired businesses and technologies, the inability to identify and realize the anticipated benefits of acquisitions, unexpected fluctuations in our tax rate, the timing and degree of expected investments in growth opportunities, slowing momentum in maintenance revenues, failure to achieve sufficient sell-through in our channels for new or existing products, pricing pressure, failure to achieve continued migration from 2D products to 3D products, changes in the timing of product releases and retirements, failure of key new applications to achieve anticipated levels of customer acceptance, failure to achieve continued success in technology advancements, interruptions or terminations in the business of the Company's consultants or third party developers, and unanticipated impact of accounting for technology acquisitions.

Further information on potential factors that could affect the actual financial results of Autodesk are included in the Company's reports on Form 10-K for the year ended January 31, 2008 and our Form 10-Q for the quarter ended July 31, 2008, which are on file with the Securities and Exchange Commission. Autodesk does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

About Autodesk

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

Note: AutoCAD and Autodesk are either registered trademarks or trademarks of Autodesk, Inc., in the US and/or other countries.