
**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 23, 2012

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 February 23, 2012, Autodesk, Inc. (“Autodesk” or the “Company”) issued a press release and prepared remarks reporting financial results for the fourth quarter and fiscal year ended January 31, 2012. The press release and prepared remarks are furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

These exhibits 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 statements presented on a GAAP basis, the press release and prepared remarks furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, provide investors with certain non-GAAP measures, including but not limited to historical non-GAAP net earnings and historical and future non-GAAP net earnings per diluted share. For our internal budgeting and resource allocation process, Autodesk’s management uses non-GAAP measures that do not include: (a) stock-based compensation expenses, (b) amortization of purchased intangibles and purchases of technology, (c) restructuring charges, (d) discrete tax items, and (e) the income tax effects on the difference between GAAP and non-GAAP costs and expenses. Autodesk’s management uses 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 our and our competitors’ historical results and operating guidance.

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

A. Stock-based compensation expenses. Autodesk excludes stock-based compensation expenses from its 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.

B. Amortization of purchased intangibles and purchases of technology. Autodesk incurs amortization of acquisition-related purchased intangible assets, primarily in connection with its acquisition of certain businesses and technologies. The amortization of purchased intangibles 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.

C. Restructuring charges. 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 operating results in the current period.

D. Discrete tax items. Autodesk excludes its GAAP tax provision, including discrete items, from its non-GAAP measure of income, and includes a non-GAAP tax provision based upon its projected annual non-GAAP effective tax rate. Management believes this approach assists investors in understanding the tax provision and the effective tax rate related to the Company’s ongoing operations.

E. 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 costs and expenses, primarily due to differences in the timing of when income tax benefits are recognized for stock compensation and purchased intangibles for GAAP and non-GAAP measures.

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 and prepared remarks. 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 and prepared remarks.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

- | | |
|------|---|
| 99.1 | Press release dated as of February 23, 2012. |
| 99.2 | Prepared remarks dated as of February 23, 2012. |
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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/ MARK J. HAWKINS

Mark J. Hawkins

Executive Vice President and Chief Financial Officer

Date: February 23, 2012

EXHIBIT INDEX

Exhibit No. Description

- 99.1 Press release dated as of February 23, 2012.
- 99.2 Prepared remarks dated as of February 23, 2012.

Investors: David Gennarelli, david.gennarelli@autodesk.com, 415-507-6033

Press: Noah Cole, noah.cole@autodesk.com, 503-707-3872

AUTODESK REPORTS 12 PERCENT FOURTH QUARTER REVENUE GROWTH

14% revenue growth and 36% EPS growth in fiscal 2012

SAN RAFAEL, Calif., February 23, 2012-- [Autodesk, Inc.](http://www.autodesk.com) (NASDAQ: ADSK) today reported financial results for the fourth quarter and full fiscal year 2012.

Fourth Quarter Fiscal 2012

- Revenue was \$592 million, an increase of 12 percent compared to the fourth quarter of fiscal 2011.
- GAAP operating margin was 15 percent, compared to 14 percent in the fourth quarter of fiscal 2011.
- Non-GAAP operating margin was 24 percent, compared to 20 percent in the fourth quarter of fiscal 2011. A reconciliation of GAAP to non-GAAP results is provided in the accompanying tables.
- GAAP diluted earnings per share were \$0.31, compared to \$0.26 in the fourth quarter of fiscal 2011.
- Non-GAAP diluted earnings per share were \$0.46, compared to \$0.35 in the fourth quarter of fiscal 2011.
- Cash flow from operating activities was \$175 million, compared to \$176 million in the fourth quarter of fiscal 2011.

Full Year Fiscal 2012

- Revenue was \$2.22 billion, an increase of 14 percent compared to fiscal 2011.
- GAAP operating margin was 16 percent, compared to 14 percent in fiscal 2011.
- Non-GAAP operating margin was 24 percent, compared to 21 percent in fiscal 2011.
- GAAP diluted earnings per share were \$1.22, compared to \$0.90 in fiscal 2011.
- Non-GAAP diluted earnings per share were \$1.74, compared to \$1.32 in fiscal 2011.
- Cash flow from operating activities was \$574 million, compared to \$541 million in fiscal 2011.

“Our strong fourth quarter performance capped a terrific year for Autodesk,” said Carl Bass, Autodesk president and CEO. “We finished the year with another strong quarter of diversified revenue growth and increased profitability. Demand for our suites, AutoCAD, and AutoCAD LT products led to strong revenue growth across all of our geographies and record revenues in the Americas. We also achieved record revenue in both our Manufacturing and AEC business segments.”

“We’re proud of the strong revenue and profitability growth that we delivered in fiscal 2012,” continued Bass. “We made progress on all of our key initiatives including accelerating our cloud-based initiatives and launching our new design and creation suites, which we believe positions Autodesk for success in the future. We also unveiled our new PLM initiative. As we kick off fiscal 2013, we aim to delight our customers with our ever-improving product portfolio while delivering continued revenue and profitability growth.”

Fourth Quarter Operational Overview

EMEA revenue was \$234 million, an increase of 10 percent compared to the fourth quarter last year as reported and 8 percent on a constant currency basis. Revenue in the Americas was a record \$226 million, an increase of 17 percent compared to the fourth quarter last year. Revenue in Asia Pacific was \$133 million, an increase of 9 percent compared to the fourth quarter last year as reported and 3 percent on a constant currency basis. Revenue from emerging economies was \$95 million, an increase of 12 percent compared to the fourth quarter last year as reported and 14 percent on a constant currency basis. Revenue from emerging economies represented 16 percent of total revenue in the fourth quarter.

Revenue from the Platform Solutions and Emerging Business segment was \$214 million, an increase of 18 percent compared to the fourth quarter last year. Revenue from the Architecture, Engineering and Construction business segment was a record \$175 million, an increase of 8 percent compared to the fourth quarter last year. Revenue from the Manufacturing business segment was a record \$148 million, an increase of 11 percent compared to the fourth quarter last year. Revenue from the Media and Entertainment business segment was \$55 million, an increase of 7 percent compared to the fourth quarter last year.

“Our strong fourth quarter results topped an excellent year of consistent performance and growth,” said Mark Hawkins, Autodesk executive vice president, chief financial officer. “We generated strong growth in revenue from commercial new licenses, record maintenance billings, and solid cash flow from operations. We achieved strong operating margin expansion in the quarter, driven by revenue growth and continued focus on cost controls. The operating margin growth was consistent with the growth we’ve been able to achieve over the past two years. With \$1.6 billion in cash and marketable securities, no debt and a record deferred revenue balance, we ended the fiscal year with an exceptionally strong balance sheet.”

Business Outlook

The following statements are forward-looking statements that are based on current expectations and assumptions, and involve risks and uncertainties some of which are set forth below. Autodesk’s business outlook for the first quarter and full year fiscal 2013 assumes a continuation of the current economic environment and foreign exchange currency rate environment.

First Quarter Fiscal 2013

<i>1Q FY13 Guidance Metrics</i>	1Q FY13 (ending April 30, 2012)
Revenue (in millions)	\$575 to \$590
EPS - GAAP	\$0.29 to \$0.31
EPS - Non-GAAP	\$0.46 to \$0.48

Non-GAAP earnings per diluted share exclude \$0.10 related to stock-based compensation expense and \$0.07 for the amortization of acquisition related intangibles, net of tax.

Full Year Fiscal 2013

Net revenue for fiscal 2013 is expected to increase by at least 10 percent compared to fiscal 2012. Autodesk anticipates fiscal 2013 GAAP operating margin to increase by approximately 130 basis points and non-GAAP operating margin to increase by approximately 200 basis points compared to fiscal 2012. A reconciliation between the GAAP and non-GAAP estimates for fiscal 2013 is provided in the tables following this press release.

Both first quarter fiscal 2013 and full year fiscal 2013 outlooks assume an effective tax rate of approximately 26.5 percent for both GAAP and non-GAAP results. This rate does not include the federal R&D tax credit benefit, which expired on December 31, 2011. The assumed effective tax rate will be adjusted if or when there is a renewal of the tax credit.

Earnings Conference Call and Webcast

Autodesk will host its fourth quarter conference call today at 5:00 p.m. ET. The live broadcast can be accessed at <http://www.autodesk.com/investors>. Supplemental financial information and prepared remarks for the conference call will be posted to the investor relations section of Autodesk's website simultaneously with this press release.

NOTE: The prepared remarks will not be read on the conference call. The conference call will include only brief remarks followed by questions and answers.

A replay of the broadcast will be available at 7:00 pm ET at <http://www.autodesk.com/investors>. This replay will be maintained on Autodesk's website for at least 12 months.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding increased shareholder value with continued revenue and profitability growth, statements in the paragraphs under “Business Outlook” above, and other statements regarding our expected strategies, market and products positions, performance, and results. There are a significant number of factors that could cause actual results to differ materially from statements made in this press release, including: general market, political, economic and business conditions, failure to maintain our revenue growth and profitability, our performance in particular geographies, including emerging economies, failure to successfully incorporate sales of licenses of products suites into our overall sales strategy, failure to successfully expand adoption of our products, failure to maintain cost reductions and productivity increases or otherwise control our expenses, slowing momentum in maintenance billings or revenues, difficulties encountered in integrating new or acquired businesses and technologies, the inability to identify and realize the anticipated benefits of acquisitions, the financial and business condition of our reseller and distribution channels, fluctuation in foreign currency exchange rates, the success of our foreign currency hedging program, failure to achieve sufficient sell-through in our channels for new or existing products, pricing pressure, unexpected fluctuations in our tax rate, the timing and degree of expected investments in growth and efficiency opportunities, 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 Autodesk consultants, the expense and impact of legal or regulatory proceedings, and any unanticipated accounting charges.

Further information on potential factors that could affect the financial results of Autodesk are included in Autodesk’s report on Form 10-K for the year ended January 31, 2011 and Forms 10-Q for the quarters ended April 30, 2011, July 31, 2011 and October 31, 2011, which are on file with the U.S. Securities and Exchange Commission. Autodesk does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

About Autodesk

Autodesk, Inc., is a leader in 3D design, engineering and entertainment software. Customers across the manufacturing, architecture, building, construction, and media and entertainment industries – including the last 16 Academy Award winners for Best Visual Effects – use Autodesk software to design, visualize, and simulate their ideas. Since its introduction of AutoCAD software in 1982, Autodesk continues to develop the broadest portfolio of state-of-the-art software for global markets. For additional information about Autodesk, visit www.autodesk.com.

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Autodesk, Inc.
Condensed Consolidated Statements of Operations
(In millions, except per share data)

	Three Months Ended		Twelve Months Ended	
	January 31,		January 31,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Net revenue:				
License and other	\$ 370.2	\$ 329.6	\$ 1,357.6	\$ 1,172.1
Maintenance	222.2	198.1	858.0	779.7
Total net revenue	592.4	527.7	2,215.6	1,951.8
Cost of revenue:				
Cost of license and other revenue	48.3	40.2	187.1	162.2
Cost of maintenance revenue	9.2	8.2	42.0	34.4
Total cost of revenue	57.5	48.4	229.1	196.6
Gross profit	534.9	479.3	1,986.5	1,755.2
Operating expenses:				
Marketing and sales	233.5	226.9	842.6	776.0
Research and development	149.5	126.9	566.5	496.2
General and administrative	60.1	52.1	223.1	200.8
Restructuring	-	1.8	(1.3)	10.8
Total operating expenses	443.1	407.7	1,630.9	1,483.8
Income from operations	91.8	71.6	355.6	271.4
Interest and other income, net	1.1	1.4	7.3	0.6
Income before income taxes	92.9	73.0	362.9	272.0
Provision for income taxes	(20.9)	(11.4)	(77.6)	(60.0)
Net income	\$ 72.0	\$ 61.6	\$ 285.3	\$ 212.0
Basic net income per share	\$ 0.32	\$ 0.27	\$ 1.25	\$ 0.93
Diluted net income per share	\$ 0.31	\$ 0.26	\$ 1.22	\$ 0.90
Weighted average shares used in computing basic net income per share	226.1	227.0	227.7	227.6
Weighted average shares used in computing diluted net income per share	231.5	235.0	233.3	234.2

Autodesk, Inc.
Condensed Consolidated Balance Sheets
(In millions)

	January 31, 2012	January 31, 2011
	<u>(Unaudited)</u>	
<i>ASSETS:</i>		
Current assets:		
Cash and cash equivalents	\$ 1,156.9	\$ 1,075.1
Marketable securities	254.4	199.2
Accounts receivable, net	395.1	318.4
Deferred income taxes	30.1	56.8
Prepaid expenses and other current assets	59.4	64.8
Total current assets	<u>1,895.9</u>	<u>1,714.3</u>
Marketable securities	192.8	192.6
Computer equipment, software, furniture and leasehold improvements, net	104.5	84.5
Purchased technologies, net	84.6	57.2
Goodwill	682.4	554.1
Deferred income taxes, net	135.8	90.7
Other assets	131.8	94.2
	<u>\$ 3,227.8</u>	<u>\$ 2,787.6</u>
<i>LIABILITIES AND STOCKHOLDERS' EQUITY:</i>		
Current liabilities:		
Accounts payable	\$ 89.3	\$ 76.8
Accrued compensation	183.9	193.1
Accrued income taxes	14.4	28.6
Deferred revenue	582.3	496.2
Other accrued liabilities	84.2	75.1
Total current liabilities	<u>954.1</u>	<u>869.8</u>
Deferred revenue	136.9	91.7
Long term income taxes payable	174.8	139.1
Other liabilities	79.1	77.7
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	-	-
Common stock and additional paid-in capital	1,365.4	1,267.2
Accumulated other comprehensive income (loss)	5.9	(0.6)
Retained earnings	511.6	342.7
Total stockholders' equity	<u>1,882.9</u>	<u>1,609.3</u>
	<u>\$ 3,227.8</u>	<u>\$ 2,787.6</u>

Autodesk, Inc.
Condensed Consolidated Statements of Cash Flows
(In millions)

	Twelve Months Ended	
	January 31,	
	2012	2011
	(Unaudited)	
Operating activities:		
Net income	\$ 285.3	\$ 212.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	115.5	105.4
Stock-based compensation expense	108.8	80.7
Excess tax benefits from stock-based compensation	(31.5)	-
Restructuring (benefits) charges, net	(1.3)	10.8
Changes in operating assets and liabilities, net of business combinations	96.7	131.9
Net cash provided by operating activities	<u>573.5</u>	<u>540.8</u>
Investing activities:		
Purchases of marketable securities	(614.2)	(507.2)
Sales of marketable securities	149.5	135.3
Maturities of marketable securities	409.6	275.4
Capital Expenditures	(63.0)	(28.3)
Acquisitions, net of cash acquired	(221.7)	(13.5)
Other investing activities	(30.5)	(4.0)
Net cash used in investing activities	<u>(370.3)</u>	<u>(142.3)</u>
Financing activities:		
Proceeds from issuance of common stock, net of issuance costs	176.1	120.9
Repurchases of common stock	(327.4)	(280.3)
Excess tax benefits from stock-based compensation	31.5	-
Net cash used in financing activities	<u>(119.8)</u>	<u>(159.4)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(1.6)</u>	<u>(2.7)</u>
Net increase in cash and cash equivalents	81.8	236.4
Cash and cash equivalents at beginning of fiscal year	1,075.1	838.7
Cash and cash equivalents at end of period	<u>\$ 1,156.9</u>	<u>\$ 1,075.1</u>

Autodesk, Inc.
Reconciliation of GAAP financial measures to non-GAAP financial measures
(In millions, except per share data)

To supplement our consolidated financial statements presented on a GAAP basis, Autodesk provides investors with certain non-GAAP measures including non-GAAP net income, non-GAAP net income per share, non-GAAP cost of license and other revenue, non-GAAP gross profit, non-GAAP operating expenses, non-GAAP income from operations and non-GAAP provision for income taxes. These non-GAAP financial measures are adjusted to exclude certain costs, expenses, gains and losses, including stock-based compensation expense, amortization of purchased intangibles, restructuring charges, discrete tax provision items and related income tax expenses. See our reconciliation of GAAP financial measures to non-GAAP financial measures herein. We believe these exclusions are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of 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. 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. The presentation of this additional 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. Investors should review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables accompanying this press release.

The following table shows Autodesk's non-GAAP results reconciled to GAAP results included in this release.

	Three Months Ended		Twelve Months Ended	
	January 31,		January 31,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
GAAP cost of license and other revenue	\$ 48.3	\$ 40.2	\$ 187.1	\$ 162.2
Stock-based compensation expense	(1.1)	(0.8)	(3.9)	(2.9)
Amortization of developed technology	(10.3)	(8.1)	(38.0)	(31.9)
Non-GAAP cost of license and other revenue	<u>\$ 36.9</u>	<u>\$ 31.3</u>	<u>\$ 145.2</u>	<u>\$ 127.4</u>
GAAP gross profit	\$ 534.9	\$ 479.3	\$ 1,986.5	\$ 1,755.2
Stock-based compensation expense	1.1	0.8	3.9	2.9
Amortization of developed technology	10.3	8.1	38.0	31.9
Non-GAAP gross profit	<u>\$ 546.3</u>	<u>\$ 488.2</u>	<u>\$ 2,028.4</u>	<u>\$ 1,790.0</u>
GAAP marketing and sales	\$ 233.5	\$ 226.9	\$ 842.6	\$ 776.0
Stock-based compensation expense	(13.5)	(8.1)	(48.3)	(35.5)
Non-GAAP marketing and sales	<u>\$ 220.0</u>	<u>\$ 218.8</u>	<u>\$ 794.3</u>	<u>\$ 740.5</u>
GAAP research and development	\$ 149.5	\$ 126.9	\$ 566.5	\$ 496.2
Stock-based compensation expense	(10.5)	(6.2)	(38.1)	(27.4)
Non-GAAP research and development	<u>\$ 139.0</u>	<u>\$ 120.7</u>	<u>\$ 528.4</u>	<u>\$ 468.8</u>
GAAP general and administrative	\$ 60.1	\$ 52.1	\$ 223.1	\$ 200.8
Stock-based compensation expense	(4.9)	(3.3)	(18.5)	(14.9)
Amortization of customer relationships and trade names	(8.3)	(6.2)	(32.3)	(24.0)
Non-GAAP general and administrative	<u>\$ 46.9</u>	<u>\$ 42.6</u>	<u>\$ 172.3</u>	<u>\$ 161.9</u>
GAAP restructuring charges	\$ -	\$ 1.8	\$ (1.3)	\$ 10.8
Restructuring charges	-	(1.8)	1.3	(10.8)
Non-GAAP restructuring charges	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
GAAP operating expenses	\$ 443.1	\$ 407.7	\$ 1,630.9	\$ 1,483.8
Stock-based compensation expense	(28.9)	(17.6)	(104.9)	(77.8)
Amortization of customer relationships and trade names	(8.3)	(6.2)	(32.3)	(24.0)
Restructuring charges	-	(1.8)	1.3	(10.8)
Non-GAAP operating expenses	<u>\$ 405.9</u>	<u>\$ 382.1</u>	<u>\$ 1,495.0</u>	<u>\$ 1,371.2</u>
GAAP income from operations	\$ 91.8	\$ 71.6	\$ 355.6	\$ 271.4
Stock-based compensation expense	30.0	18.4	108.8	80.7
Amortization of developed technology	10.3	8.1	38.0	31.9
Amortization of customer relationships and trade names	8.3	6.2	32.3	24.0
Restructuring charges	-	1.8	(1.3)	10.8
Non-GAAP income from operations	<u>\$ 140.4</u>	<u>\$ 106.1</u>	<u>\$ 533.4</u>	<u>\$ 418.8</u>

GAAP provision for income taxes	\$ (20.9)	\$ (11.4)	\$ (77.6)	\$ (60.0)
Discrete GAAP tax provision items	0.6	(4.7)	(6.8)	(6.0)
Income tax effect of non-GAAP adjustments	(15.1)	(8.7)	(50.9)	(43.0)
Non-GAAP provision for income tax	<u>\$ (35.4)</u>	<u>\$ (24.8)</u>	<u>\$ (135.3)</u>	<u>\$ (109.0)</u>
GAAP net income	\$ 72.0	\$ 61.6	\$ 285.3	\$ 212.0
Stock-based compensation expense	30.0	18.4	108.8	80.7
Amortization of developed technology	10.3	8.1	38.0	31.9
Amortization of customer relationships and trade names	8.3	6.2	32.3	24.0
Restructuring charges	-	1.8	(1.3)	10.8
Discrete GAAP tax provision items	0.6	(4.7)	(6.8)	(6.0)
Income tax effect of non-GAAP adjustments	(15.1)	(8.7)	(50.9)	(43.0)
Non-GAAP net income	<u>\$ 106.1</u>	<u>\$ 82.7</u>	<u>\$ 405.4</u>	<u>\$ 310.4</u>
GAAP diluted net income per share (1)	\$ 0.31	\$ 0.26	\$ 1.22	\$ 0.90
Stock-based compensation expense	0.13	0.08	0.47	0.34
Amortization of developed technology	0.04	0.04	0.16	0.14
Amortization of customer relationships and trade names	0.04	0.02	0.14	0.10
Restructuring charges	-	0.01	(0.01)	0.05
Discrete GAAP tax provision items	-	(0.02)	(0.03)	(0.03)
Income tax effect of non-GAAP adjustments	(0.06)	(0.04)	(0.21)	(0.18)
Non-GAAP diluted net income per share (1)	<u>\$ 0.46</u>	<u>\$ 0.35</u>	<u>\$ 1.74</u>	<u>\$ 1.32</u>

(1) Earnings per share were computed independently for each of the periods presented; therefore the sum of the earnings per share amounts for the quarters may not equal the total for the year.



Other Supplemental Financial Information^(a)

Fiscal Year 2012	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2012
Financial Statistics (\$ in millions, except per share data):					
Total Net Revenue	\$ 528	\$ 546	\$ 549	\$ 592	\$ 2,216
License and Other Revenue	\$ 323	\$ 333	\$ 331	\$ 370	\$ 1,358
Maintenance Revenue	\$ 205	\$ 213	\$ 217	\$ 222	\$ 858
GAAP Gross Margin	90%	89%	89%	90%	90%
Non-GAAP Gross Margin (1)(2)	91%	91%	91%	92%	92%
GAAP Operating Expenses	\$ 395	\$ 394	\$ 399	\$ 443	\$ 1,631
GAAP Operating Margin	15%	17%	16%	15%	16%
GAAP Net Income	\$ 69	\$ 71	\$ 73	\$ 72	\$ 285
GAAP Diluted Net Income Per Share (c)	\$ 0.29	\$ 0.30	\$ 0.32	\$ 0.31	\$ 1.22
Non-GAAP Operating Expenses (1)(3)	\$ 364	\$ 360	\$ 366	\$ 406	\$ 1,495
Non-GAAP Operating Margin (1)(4)	23%	25%	25%	24%	24%
Non-GAAP Net Income (1)(5)	\$ 94	\$ 104	\$ 102	\$ 106	\$ 405
Non-GAAP Diluted Net Income Per Share (1)(6)(c)	\$ 0.40	\$ 0.44	\$ 0.44	\$ 0.46	\$ 1.74
Total Cash and Marketable Securities	\$ 1,526	\$ 1,553	\$ 1,534	\$ 1,604	\$ 1,604
Days Sales Outstanding	47	49	43	61	61
Capital Expenditures	\$ 23	\$ 17	\$ 9	\$ 14	\$ 63
Cash Flow from Operating Activities	\$ 128	\$ 132	\$ 138	\$ 175	\$ 574
GAAP Depreciation and Amortization	\$ 25	\$ 30	\$ 31	\$ 30	\$ 116
Deferred Maintenance Revenue Balance	\$ 543	\$ 566	\$ 553	\$ 633	\$ 633
Revenue by Geography (in millions):					
Americas	\$ 181	\$ 191	\$ 200	\$ 226	\$ 799
Europe, Middle East and Africa	\$ 215	\$ 212	\$ 202	\$ 234	\$ 862
Asia Pacific	\$ 132	\$ 143	\$ 146	\$ 133	\$ 555
% of Total Rev from Emerging Economies	15%	16%	16%	16%	16%
Revenue by Segment (in millions):					
Platform Solutions and Emerging Business	\$ 211	\$ 199	\$ 210	\$ 214	\$ 833
Architecture, Engineering and Construction	\$ 141	\$ 158	\$ 152	\$ 175	\$ 626
Manufacturing	\$ 123	\$ 136	\$ 134	\$ 148	\$ 540
Media and Entertainment	\$ 53	\$ 54	\$ 53	\$ 55	\$ 216
Other Revenue Statistics:					
% of Total Rev from Flagship	61%	56%	57%	56%	58%
% of Total Rev Suites	23%	29%	27%	27%	27%
% of Total Rev New and Adjacent	15%	15%	16%	17%	16%
% of Total Rev from AutoCAD and AutoCAD LT	37%	31%	31%	32%	33%
Upgrade and Crossgrade Revenue (in millions)	\$ 53	\$ 41	\$ 37	\$ 54	\$ 185
Favorable (Unfavorable) Impact of U.S. Dollar Translation Relative to Foreign Currencies Compared to Comparable Prior Year Period ^(b) (in millions):					
FX Impact on Total Net Revenue	\$ (3)	\$ 8	\$ 12	\$ 12	\$ 29
FX Impact on Cost of Revenue and Total Operating Expenses	\$ (9)	\$ (17)	\$ (12)	\$ (5)	\$ (43)
FX Impact on Operating Income	\$ (12)	\$ (9)	\$ -	\$ 7	\$ (14)
Gross Margin by Segment (in millions):					
Platform Solutions and Emerging Business	\$ 199	\$ 187	\$ 198	\$ 204	\$ 788
Architecture, Engineering and Construction	\$ 128	\$ 143	\$ 138	\$ 161	\$ 570
Manufacturing	\$ 113	\$ 124	\$ 122	\$ 136	\$ 496
Media and Entertainment	\$ 43	\$ 44	\$ 43	\$ 45	\$ 175
Unallocated amounts	\$ (9)	\$ (10)	\$ (12)	\$ (11)	\$ (42)
Common Stock Statistics (in millions):					
Common Shares Outstanding	230.5	228.8	226.6	225.9	225.9
Fully Diluted Weighted Average Shares Outstanding	237.1	236.6	230.7	231.5	233.3
Shares Repurchased	1.7	2.5	3.5	2.0	9.7
Installed Base Statistics:					
Maintenance Installed Base (e)	3,004,000	2,985,000	3,116,000	3,166,000	3,166,000

(a) Totals may not agree with the sum of the components due to rounding.

(b) Effective in the second quarter of fiscal 2012, Autodesk changed the way it calculates constant currency growth rates and foreign currency impact on Total Net Revenue, and Cost of Revenue and Total Operating Expenses. Under the new methodology, all hedging gains and losses are removed from the calculation of constant currency growth rates, where previously Autodesk had not excluded hedging gains and losses from the prior period. Autodesk changed the way it calculates foreign currency impact on Total Net Revenue, and Cost of Revenue and Total Operating Expenses to include the impact of Autodesk's hedging program on both the current and prior period. Autodesk believes these changes are more useful to the users of Autodesk's financial information as they more fully reflect the underlying business growth rates and the impact of movements in foreign currency on Autodesk's U.S. dollar financial results. All prior period comparative information has been revised to conform to the new methodology.

	<u>QTR 1</u>	<u>QTR 2</u>	<u>QTR 3</u>	<u>QTR 4</u>	<u>YTD 2012</u>
Constant currency revenue growth	12%	14%	12%	10%	12%

(c) Earnings per share were computed independently for each of the periods presented; therefore the sum of the earnings per share amounts for the quarters may not equal the total for the year.

(d) Prior period amounts have been changed to conform to current period presentation.

(e) Autodesk will no longer provide Maintenance Installed Base beginning in FY 13

(1) To supplement our consolidated financial statements presented on a GAAP basis, Autodesk provides investors with certain non-GAAP measures including non-GAAP net income, non-GAAP net income per share, non-GAAP cost of license and other revenue, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP total spend, non-GAAP income from operations and non-GAAP provision for income taxes. These non-GAAP financial measures are adjusted to exclude certain costs, expenses, gains and losses, including stock-based compensation expense, restructuring charges, amortization of purchased intangibles and related income tax expenses. See our reconciliation of GAAP financial measures to non-GAAP financial measures herein. We believe these exclusions are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of 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. 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. The presentation of this additional 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. Investors should review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables accompanying Autodesk's press release.

	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2012
(2) GAAP Gross Margin	90%	89%	89%	90%	90%
Stock-based compensation expense	0%	0%	0%	0%	0%
Amortization of developed technology	1%	2%	2%	2%	2%
Non-GAAP Gross Margin	91%	91%	91%	92%	92%
(3) GAAP Operating Expenses	\$ 395	\$ 394	\$ 399	\$ 443	\$ 1,631
Stock-based compensation expense	(25)	(26)	(25)	(29)	(105)
Amortization of customer relationships and trade names	(7)	(9)	(8)	(8)	(32)
Restructuring charges	-	1	-	-	1
Non-GAAP Operating Expenses	\$ 364	\$ 360	\$ 366	\$ 406	\$ 1,495
(4) GAAP Operating Margin	15%	17%	16%	15%	16%
Stock-based compensation expense	5%	5%	5%	5%	5%
Amortization of developed technology	2%	2%	2%	2%	2%
Amortization of customer relationships and trade names	1%	2%	2%	2%	1%
Restructuring charges	0%	0%	0%	0%	0%
Non-GAAP Operating Margin	23%	25%	25%	24%	24%
(5) GAAP Net Income	\$ 69	\$ 71	\$ 73	\$ 72	\$ 285
Stock-based compensation expense	26	27	26	30	109
Amortization of developed technology	8	9	11	10	38
Amortization of customer relationships and trade names	7	9	8	8	32
Restructuring charges	-	(1)	-	-	(1)
Discrete GAAP tax provision items	(4)	1	(4)	1	(7)
Income tax effect of non-GAAP adjustments	(12)	(12)	(11)	(15)	(51)
Non-GAAP Net Income	\$ 94	\$ 104	\$ 102	\$ 106	\$ 405
(6) GAAP Diluted Net Income Per Share	\$ 0.29	\$ 0.30	\$ 0.32	\$ 0.31	\$ 1.22
Stock-based compensation expense	0.11	0.12	0.11	0.13	0.47
Amortization of developed technology	0.03	0.04	0.05	0.04	0.16
Amortization of customer relationships and trade names	0.03	0.04	0.03	0.04	0.14
Restructuring charges	-	(0.01)	-	-	(0.01)
Discrete GAAP tax provision items	(0.02)	0.01	(0.02)	-	(0.03)
Income tax effect of non-GAAP adjustments	(0.04)	(0.06)	(0.05)	(0.06)	(0.21)
Non-GAAP Diluted Net Income Per Share	\$ 0.40	\$ 0.44	\$ 0.44	\$ 0.46	\$ 1.74

Reconciliation for Fiscal 2013:

The following is a reconciliation of anticipated fiscal 2013 GAAP and non-GAAP operating margins:

	FISCAL 2013
GAAP operating margin basis point improvement over prior year	130
Stock-based compensation expense	110
Amortization of purchased intangibles	(40)
Non-GAAP operating margin basis point improvement over prior year	200

Reconciliation for Long Term Operating Margins:

Autodesk is not able to provide targets for our long term (ending with fiscal year 2015) GAAP operating margins at this time because of the difficulty of estimating certain items that are excluded from non-GAAP that affect operating margin, such as charges related to stock-based compensation expense and amortization of acquisition related intangibles.

AUTODESK, INC. (ADSK)
FOURTH QUARTER FISCAL 2012 EARNINGS ANNOUNCEMENT
February 23, 2012
PREPARED REMARKS

Autodesk is posting a copy of these prepared remarks and its press release to its Investor Relations website. These prepared remarks are offered to provide shareholders and analysts with additional time and detail for analyzing our results in advance of our quarterly conference call. As previously scheduled, the conference call will begin today, February 23, 2012 at 2:00 pm PT (5:00 pm ET) and will include only brief comments followed by questions and answers. These prepared remarks will not be read on the call.

To access the live broadcast of the question and answer session, please visit the Investor Relations section of Autodesk's website at www.autodesk.com/investor. A complete reconciliation between GAAP and non-GAAP results is provided in the tables following these prepared remarks.

Fourth Quarter Fiscal 2012 Overview

Driven by strong fourth quarter results, Autodesk grew revenue by 14 percent and recorded a strong increase in profitability in fiscal 2012. GAAP operating margin increased 210 basis points to 16 percent and non-GAAP operating margin increased 260 basis points to 24 percent in fiscal 2012. GAAP diluted earnings per share increased 36 percent and non-GAAP diluted earnings per share increased 32 percent in fiscal 2012. Growth in the fourth quarter was diversified across all major geographies and was led by the Americas which achieved record revenue results. Suites continued to lead product growth while AutoCAD and AutoCAD LT posted solid growth as well. Additional fourth quarter highlights include diversified growth across all business segments, record revenue achieved by both the Architecture, Engineering and Construction (AEC) and Manufacturing businesses, record maintenance billings, record deferred revenue, solid cash flow from operations, and strong improvement in operating margin and earnings per share.

- Revenue was \$592 million, an increase of 12 percent, compared to the fourth quarter last year and 8 percent compared to the third quarter of fiscal 2012.

- GAAP operating margin was 15 percent, compared to 14 percent in the fourth quarter last year and 16 percent in the third quarter of fiscal 2012.
- Non-GAAP operating margin was 24 percent, compared to 20 percent in the fourth quarter last year and 25 percent in the third quarter of fiscal 2012.
- On a GAAP basis, diluted earnings per share were \$0.31, compared to diluted earnings per share of \$0.26 in the fourth quarter last year and diluted earnings per share of \$0.32 in the third quarter of fiscal 2012.
- On a non-GAAP basis, diluted earnings per share were \$0.46, compared to non-GAAP diluted earnings per share of \$0.35 in the fourth quarter last year and non-GAAP diluted earnings per share of \$0.44 in the third quarter of fiscal 2012.
- Cash flow from operating activities was \$175 million, compared to \$176 million in the fourth quarter last year, and \$138 million in the third quarter of fiscal 2012.

Revenue Analysis

<i>(in millions)</i>	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
Total net revenue	\$ 528	\$ 528	\$ 546	\$ 549	\$ 592	\$ 2,216
License and other revenue	\$ 330	\$ 323	\$ 333	\$ 331	\$ 370	\$ 1,358
Maintenance revenue	\$ 198	\$ 205	\$ 213	\$ 217	\$ 222	\$ 858

Total net revenue for the fourth quarter was \$592 million, an increase of 12 percent compared to the fourth quarter last year as reported and 10 percent on a constant currency basis. Total net revenue for the fourth quarter increased 8 percent sequentially as reported and 8 percent on a constant currency basis.

License and other revenue was \$370 million, an increase of 12 percent compared to the fourth quarter last year, and 12 percent sequentially.

Revenue from commercial new licenses increased 18 percent compared to the fourth quarter last year, and 10 percent sequentially.

Maintenance revenue was a record \$222 million, an increase of 12 percent compared to the fourth quarter last year, and 2 percent sequentially.

The fourth quarter was a record for net maintenance billings, which increased 18 percent compared to the fourth quarter last year, and 48 percent sequentially due to typical seasonality, increased renewal rates, and an increase in multi-year subscriptions.

Revenue by Geography

<i>Revenue by Geography (in millions)</i>	4Q 2011		1Q 2012		2Q 2012		3Q 2012		4Q 2012		FY 2012	
EMEA	\$	212	\$	215	\$	212	\$	202	\$	234	\$	862
Americas	\$	193	\$	181	\$	191	\$	200	\$	226	\$	799
Asia Pacific	\$	123	\$	132	\$	143	\$	146	\$	133	\$	555
Emerging Economies	\$	85	\$	77	\$	88	\$	87	\$	95	\$	347
Emerging as a % of Total Revenue		16%		15%		16%		16%		16%		16%

Revenue in EMEA was \$234 million, an increase of 10 percent compared to the fourth quarter last year as reported and 8 percent on a constant currency basis. EMEA revenue increased 16 percent sequentially as reported and 17 percent on a constant currency basis. Our EMEA region experienced particular strength in northern Europe and emerging economies, partially offset by weakness in southern Europe. EMEA also benefited from strength in large deal activity (deals greater than \$1 million in total value) in our Manufacturing and AEC business segments.

Revenue in the Americas was a record \$226 million, an increase of 17 percent compared to the fourth quarter last year and 13 percent sequentially. Strength in the Americas was broad based across all business segments and strong growth in the U.S., Canada, Mexico, and Brazil.

Revenue in APAC was \$133 million, an increase of 9 percent compared to the fourth quarter last year as reported and 3 percent on a constant currency basis. Revenue in APAC decreased 9 percent sequentially as reported and 9 percent on a constant currency basis. Year-over-year growth in APAC was diversified with strength in Southeast Asia, China and South Korea. The sequential decline in revenue from APAC was against a difficult compare in the third quarter, which benefited from a large deal.

Revenue from emerging economies was \$95 million, an increase of 12 percent compared to the fourth quarter last year as reported and 14 percent on a constant currency basis. Revenue from emerging economies increased 9 percent sequentially as reported and 13 percent on a constant currency basis.

Revenue by Product Type

<i>Revenue by Product Type</i> ¹	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
Flagship	\$ 309	\$ 325	\$ 308	\$ 311	\$ 331	\$ 1,276
Suites	\$ 129	\$ 124	\$ 158	\$ 151	\$ 162	\$ 594
New and Adjacent	\$ 90	\$ 79	\$ 80	\$ 87	\$ 99	\$ 346

¹ Revenue by Product Type for periods prior to 1Q 2012 have been presented to conform with the current presentation.

Revenue from Flagship products was \$331 million and increased 7 percent compared to the fourth quarter last year, and 6 percent sequentially. Growth in Flagship was driven by strength in both AutoCAD and AutoCAD LT.

Revenue from Suites was \$162 million, or 27 percent of total revenue. Revenue from Suites increased 25 percent compared to the fourth quarter last year, and 7 percent sequentially. Suites continue to gain acceptance globally led by growth in our AEC and Manufacturing suites. Suites revenue includes previously existing suites, such as our Inventor and Revit family suites, as well as recently launched design and creation suites.

Revenue from New and Adjacent products was \$99 million and increased 11 percent compared to the fourth quarter last year, and 15 percent sequentially. Growth in New and Adjacent was driven by simulation, consumer, and consulting services.

As our customers migrate from our stand-alone products to Suites, we anticipate that our revenue from Suites will increase as a percentage of total revenue and that our revenue from our Flagship and New and Adjacent products will similarly decline as a percentage of total revenue.

Revenue by Business Segment

<i>Revenue by Segment (in millions)</i>	4Q 2011		1Q 2012		2Q 2012		3Q 2012		4Q 2012		FY 2012	
Platform Solutions and Emerging Business	\$	181	\$	211	\$	199	\$	210	\$	214	\$	833
Architecture, Engineering and Construction	\$	162	\$	141	\$	158	\$	152	\$	175	\$	626
Manufacturing	\$	133	\$	123	\$	136	\$	134	\$	148	\$	540
Media and Entertainment	\$	52	\$	53	\$	54	\$	53	\$	55	\$	216

Revenue from our Platform Solutions and Emerging Business (PSEB) segment was \$214 million, an increase of 18 percent compared to the fourth quarter last year and 2 percent sequentially. Combined revenue from AutoCAD and AutoCAD LT was \$191 million, an increase of 16 percent compared to the fourth quarter last year, and 11 percent sequentially. Revenue from PSEB suites grew 88 percent compared to the fourth quarter last year and decreased 27 percent sequentially off a small base. The sequential decline was related to a seasonal decrease in educational suites.

Revenue from our AEC business segment was a record \$175 million, an increase of 8 percent compared to the fourth quarter last year and 15 percent sequentially. Revenue from our AEC suites increased 32 percent compared to the fourth quarter last year and 22 percent sequentially. Growth in AEC was led by strength in the Americas and continued adoption of AEC suites. We also experienced continued penetration in the government vertical and won another contract with a state department of transportation.

Revenue from our Manufacturing business segment was a record \$148 million, an increase of 11 percent compared to the fourth quarter last year and 11 percent sequentially. Revenue from our Manufacturing suites increased 11 percent compared to the fourth quarter last year and 8 percent sequentially. Growth in our manufacturing segment was led by continued adoption of our core manufacturing design products and suites, as well as strong growth in our simulation offerings.

Revenue from our Media and Entertainment (M&E) business segment was \$55 million, an increase of 7 percent compared to the fourth quarter last year and 4 percent sequentially. Revenue from our animation products including Maya, 3dsMax, and our Entertainment Creation Suites increased 11 percent compared to the fourth quarter last year and decreased 2 percent sequentially. Revenue growth from animation products was led by strength in 3dsMax. Revenue from Creative Finishing decreased 1 percent compared to the fourth quarter last year and increased 21 percent sequentially.

Margins and EPS Review

<i>Gross Margin</i>	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
Gross Margin - GAAP	91%	90%	89%	89%	90%	90%
Gross Margin - Non-GAAP	93%	91%	91%	91%	92%	92%
<i>Operating Expenses (in millions)</i>	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
Operating Expenses - GAAP	\$ 408	\$ 395	\$ 394	\$ 399	\$ 443	\$ 1,631
Operating Expenses - Non-GAAP	\$ 382	\$ 364	\$ 360	\$ 366	\$ 406	\$ 1,495
<i>Operating Margin</i>	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
Operating Margin - GAAP	14%	15%	17%	16%	15%	16%
Operating Margin - Non-GAAP	20%	23%	25%	25%	24%	24%
<i>Earnings Per Share</i>	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
Diluted Net Income Per Share - GAAP	\$ 0.26	\$ 0.29	\$ 0.30	\$ 0.32	\$ 0.31	\$ 1.22
Diluted Net Income Per Share - Non-GAAP	\$ 0.35	\$ 0.40	\$ 0.44	\$ 0.44	\$ 0.46	\$ 1.74

GAAP gross margin in the fourth quarter was 90 percent. Non-GAAP gross margin in the fourth quarter was 92 percent. The year-over-year decrease of both GAAP and non-GAAP gross margin is primarily related to an increase in our consulting business costs. The expected sequential increase of both GAAP and non-GAAP gross margin is primarily related to a seasonal increase in revenue including large deals.

GAAP operating expenses increased 9 percent year-over-year and 11 percent sequentially. Non-GAAP operating expenses increased 6 percent year-over-year and 11 percent sequentially. The year-over-year increase in operating expenses is primarily related to higher employee related costs and higher professional fees. The sequential increase in operating costs is related to seasonally higher sales commissions and employee related costs, as well as higher professional fees.

GAAP operating margin was 15 percent and increased 190 basis points compared to the fourth quarter last year. GAAP operating margin decreased 90 basis points sequentially.

Non-GAAP operating margin was 24 percent and increased 360 basis points compared to the fourth quarter last year. The year-over-year increase in both GAAP and non-GAAP operating margin was driven primarily by increased revenue. Non-GAAP operating margin decreased 90 basis points sequentially. The sequential decrease in both GAAP and non-GAAP operating margin was driven primarily by a seasonal increase in sales commissions and employee related costs, as well as higher professional fees.

The fourth quarter effective tax rate was 23 percent for our GAAP results and 25 percent for our non-GAAP results.

Earnings per diluted share for the fourth quarter were \$0.31 GAAP and \$0.46 non-GAAP.

The share count used to compute basic net income per share was 226.1 million. The share count used to compute diluted net income per share was 231.5 million.

A complete reconciliation between GAAP and non-GAAP results is provided in the tables following these prepared remarks.

Foreign Currency Impact

Favorable (Unfavorable) Impact of U.S. Dollar Translation

Relative to Foreign Currencies

Compared to Comparable Prior Year Period (in millions)

	4Q 2011	1Q 2012	2Q 2012	3Q 2012	4Q 2012	FY 2012
FX Impact on Total Net Revenue	\$ 1	\$ (3)	\$ 8	\$ 12	\$ 12	\$ 29
FX Impact on Cost of Revenue and Operating Expenses	\$ (1)	\$ (9)	\$ (17)	\$ (12)	\$ (5)	\$ (43)
FX Impact on Operating Income	\$ 0	\$ (12)	\$ (9)	\$ 0	\$ 7	\$ (14)

The foreign currency impact represents the U.S. Dollar impact of changes in foreign currency rates on our financial results as well as the impact of gains and losses from our hedging program.

Compared to the fourth quarter of last year, the impact of foreign currency exchange rates including the impact of our hedging program was \$12 million favorable on revenue and \$5 million unfavorable on cost of revenue and operating expenses.

Compared to the third quarter of fiscal 2012, the impact of foreign currency exchange rates and hedging was \$2 million unfavorable on revenue and \$4 million favorable on expenses.

Balance Sheet Items and Cash Review

<i>Financial Statistics (in millions)</i>	4Q 2011		1Q 2012		2Q 2012		3Q 2012		4Q 2012		FY 2012	
Cash Flow from Operating Activities	\$	176	\$	128	\$	132	\$	138	\$	175	\$	574
Capital Expenditures	\$	10	\$	23	\$	17	\$	9	\$	14	\$	63
Depreciation and Amortization	\$	26	\$	25	\$	30	\$	31	\$	30	\$	116
Total Cash and Marketable Securities	\$	1,467	\$	1,526	\$	1,553	\$	1,534	\$	1,604		
Days Sales Outstanding		55		47		49		43		61		
Deferred Revenue	\$	588	\$	622	\$	642	\$	620	\$	719		

Total cash and investments at the end of the fourth quarter was approximately \$1.6 billion. In the fourth quarter we closed 5 small business and technology acquisitions totaling close to \$40 million (net of cash acquired).

During the fourth quarter, Autodesk used approximately \$64 million to repurchase 2 million shares of common stock at an average price of \$31.79 per share. For the full year, Autodesk used approximately \$327 million to repurchase 9.7 million shares of common stock at an average repurchase price of \$33.71 per share.

Cash flow from operating activities during the fourth quarter was \$175 million, approximately flat compared to the fourth quarter last year and an increase of 27 percent sequentially.

Days sales outstanding (DSO) was 61 days, an increase of 6 days compared to the fourth quarter last year and 18 days sequentially. The year-over-year increase is primarily related to a shift in billings linearity. The sequential increase is primarily the result of seasonally strong maintenance billings and a shift in billings linearity.

Deferred revenue was a record \$719 million, an increase of 22 percent compared to the fourth quarter last year and 16 percent sequentially. The year-over-year increase is primarily due to increased maintenance billings. The sequential increase is primarily related to seasonally higher maintenance billings and an increase in maintenance renewal rates.

Shippable backlog at the end of the fourth quarter was \$27 million, a decrease of \$1 million compared to the fourth quarter last year and an increase of \$5 million sequentially.

At the end of the fourth quarter, channel inventory was approximately 1 week. In fiscal 2013, Autodesk is making certain new licenses in most developed countries available through electronic delivery. In anticipation of this move, we initiated a plan to reduce inventory in the channel. Over the past two quarters, we reduced inventory in the channel by approximately \$13 million in total. This phase of the initiative is now complete. Over time, we expect to phase in electronic delivery of new licenses in emerging countries as well.

Financial Highlights for Fiscal 2012

- Revenue increased 14 percent to \$2.22 billion, compared to fiscal 2011.
 - Revenue from the Platform Solutions and Emerging Business segment increased 16 percent, compared to fiscal 2011.
 - Revenue from the Architecture, Engineering and Construction business segment increased 10 percent, compared to fiscal 2011.
 - Revenue from the Manufacturing business segment increased 15 percent, compared to fiscal 2011.
 - Revenue from the Media and Entertainment business segment increased 9 percent, compared to fiscal 2011.
- GAAP operating margin increased 210 basis points to 16 percent, compared to 14 percent in fiscal 2011.
- Non-GAAP operating margin increased 260 basis points to 24 percent, compared to 21 percent in fiscal 2011.
- GAAP diluted earnings per share were \$1.22, compared to diluted earnings per share of \$0.90 in fiscal 2011.
- Non-GAAP diluted earnings per share were \$1.74, compared to non-GAAP diluted earnings per share of \$1.32 in fiscal 2011.
- Cash flow from operations was \$574 million, an increase of 6 percent compared to fiscal 2011.

Business Outlook

The following statements are forward-looking statements that are based on current expectations and assumptions, and involve risks and uncertainties some of which are set forth below. Autodesk's business outlook for the first quarter and full year fiscal 2013 assumes a continuation of the current economic environment and foreign exchange currency rate environment.

First Quarter Fiscal 2013

<i>1Q FY13 Guidance Metrics</i>	1Q FY13 (ending April 30, 2012)
Revenue (in millions)	\$575 to \$590
EPS - GAAP	\$0.29 to \$0.31
EPS - Non-GAAP	\$0.46 to \$0.48

Non-GAAP earnings per diluted share exclude \$0.10 related to stock-based compensation expense and \$0.07 for the amortization of acquisition related intangibles, net of tax.

The majority of the projected euro and yen denominated net revenue for our first quarter fiscal 2013 has been hedged, which should help reduce the impact of currency fluctuations on our first quarter results. However, over an extended period of time, currency fluctuations will increasingly impact our results.

Full Year Fiscal 2013

Net revenue for fiscal 2013 is expected to increase by at least 10 percent compared to fiscal 2012. Autodesk anticipates fiscal 2013 GAAP operating margin to increase by approximately 130 basis points and non-GAAP operating margin to increase by approximately 200 basis points compared to fiscal 2012. A reconciliation between the GAAP and non-GAAP estimates for fiscal 2013 is provided in the tables following these prepared remarks.

Both first quarter fiscal 2013 and full year fiscal 2013 outlooks assume an effective tax rate of approximately 26.5 percent for both GAAP and non-GAAP results. This rate does not include the federal R&D tax credit benefit, which expired on December 31, 2011. The assumed effective tax rate will be adjusted if or when there is a renewal of the tax credit.

Over an extended period of time, currency fluctuations will increasingly impact our results. We hedge our net exposures using a four quarter rolling layered hedge program. As such, a portion of the projected euro, yen, and Australian dollar denominated net revenue for our fiscal 2013 has been hedged. The closer to the current time period, the more we are hedged. See below for more details on our foreign currency hedging program.

Autodesk's Foreign Currency Hedging Program and Calculation of Constant Currency Growth

Given the recent foreign exchange volatility, we would like to provide a brief summary of how we handle foreign currency exchange hedging as well as a description of how we calculate constant currency growth rates. A few points on our hedging program include:

- We do not conduct foreign currency exchange hedging for speculative purposes. The purpose of our hedging program is to reduce risk from foreign denominated cash flows and to partially reduce variability that would otherwise impact our financial results from currency fluctuations.
- We utilize cash flow hedges on revenue and certain operating expenses in major currencies. We hedge our net exposures using a four quarter rolling layered hedge. The closer to the current time period, the more we are hedged.
- The major currencies we hedge include the euro, yen, pound sterling, Australian dollar, Canadian dollar, and Swiss franc. The euro is the primary exposure for the company.

When we report period-over-period growth rate percentages on a constant currency basis, 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 period. However, when we calculate the foreign currency impact of exchange rates in the current and comparative period on our financial results (See table in above "Foreign Currency Impact" section) we include the U.S. Dollar impact of fluctuations in foreign currency exchange rates as well as the impact of gains and losses recorded as a result of our hedging program.

Autodesk's Product Type Classification

The following represents Autodesk's current view for product categorization. Autodesk will periodically make changes to this list. This is not a complete list.

"Flagship" includes the following products:

- 3ds Max®
- AutoCAD®
- AutoCAD LT®
- AutoCAD® vertical products such as AutoCAD® Mechanical and AutoCAD® Architecture
- Civil 3D®
- Inventor® products (standalone)
- Maya®
- Plant 3D
- Revit® products (standalone)

"Suites" include the following products classes:

- Autodesk® Design Suites
- Building Design Suites
- Educational/academic suites
- Entertainment Creation Suites
- Factory Design Suites
- Infrastructure Design Suites
- Inventor® family suites
- Plant Design Suites
- Product Design Suites
- Revit® family suites

“New and Adjacent” includes the following products and services:

- Algor[®] products
- Alias[®] Design products
- Autodesk[®] Consulting
- Buzzsaw[®]
- CF Dynamics
- Constructware[®]
- Consumer products
- Creative Finishing products
- Moldflow[®] products
- Navisworks[®]
- Scaleform[®]
- Vault products
- All other products

Safe Harbor Statement

These prepared remarks contain forward-looking statements that involve risks and uncertainties, including statements regarding increased shareholder value with continued revenue and profitability growth, statements in the paragraphs under “Business Outlook” above, statements regarding anticipated revenue performance and trends (including by geography, product, product type, and end user), electronic product delivery and the related reduction of channel inventory, the impact of foreign exchange hedges and other statements regarding our expected strategies, performance and results. There are a significant number of factors that could cause actual results to differ materially from statements made in these remarks, including: general market, political, economic and business conditions, failure to maintain our revenue growth and profitability, our performance in particular geographies, including emerging economies, failure to successfully incorporate sales of licenses of products suites into our overall sales strategy, failure to successfully expand adoption of our products, failure to maintain cost reductions and productivity increases or otherwise control our expenses, slowing momentum in maintenance billings or revenues, difficulties encountered in integrating new or acquired businesses and technologies, the inability to identify and realize the anticipated benefits of acquisitions, the financial and business condition of our reseller and distribution channels, fluctuation in foreign currency exchange rates, the success of our foreign currency hedging program, failure to achieve sufficient sell-through in our channels for new or existing products, pricing pressure, unexpected fluctuations in our tax rate, the timing and degree of expected investments in growth and efficiency opportunities, 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 Autodesk consultants, the expense or impact of legal or regulatory proceedings, and any unanticipated accounting charges.

Further information on potential factors that could affect the financial results of Autodesk are included in Autodesk's report on Form 10-K for the year ended January 31, 2011 and Forms 10-Q for the quarters ended April 30, 2011, July 31, 2011 and October 31, 2011, which are on file with the U.S. 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.

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Other Supplemental Financial Information^(a)

Fiscal Year 2012	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2012
Financial Statistics (\$ in millions, except per share data):					
Total Net Revenue	\$ 528	\$ 546	\$ 549	\$ 592	\$ 2,216
License and Other Revenue	\$ 323	\$ 333	\$ 331	\$ 370	\$ 1,358
Maintenance Revenue	\$ 205	\$ 213	\$ 217	\$ 222	\$ 858
GAAP Gross Margin	90%	89%	89%	90%	90%
Non-GAAP Gross Margin (1)(2)	91%	91%	91%	92%	92%
GAAP Operating Expenses	\$ 395	\$ 394	\$ 399	\$ 443	\$ 1,631
GAAP Operating Margin	15%	17%	16%	15%	16%
GAAP Net Income	\$ 69	\$ 71	\$ 73	\$ 72	\$ 285
GAAP Diluted Net Income Per Share (c)	\$ 0.29	\$ 0.30	\$ 0.32	\$ 0.31	\$ 1.22
Non-GAAP Operating Expenses (1)(3)	\$ 364	\$ 360	\$ 366	\$ 406	\$ 1,495
Non-GAAP Operating Margin (1)(4)	23%	25%	25%	24%	24%
Non-GAAP Net Income (1)(5)	\$ 94	\$ 104	\$ 102	\$ 106	\$ 405
Non-GAAP Diluted Net Income Per Share (1)(6)(c)	\$ 0.40	\$ 0.44	\$ 0.44	\$ 0.46	\$ 1.74
Total Cash and Marketable Securities	\$ 1,526	\$ 1,553	\$ 1,534	\$ 1,604	\$ 1,604
Days Sales Outstanding	47	49	43	61	61
Capital Expenditures	\$ 23	\$ 17	\$ 9	\$ 14	\$ 63
Cash Flow from Operating Activities	\$ 128	\$ 132	\$ 138	\$ 175	\$ 574
GAAP Depreciation and Amortization	\$ 25	\$ 30	\$ 31	\$ 30	\$ 116
Deferred Maintenance Revenue Balance	\$ 543	\$ 566	\$ 553	\$ 633	\$ 633
Revenue by Geography (in millions):					
Americas	\$ 181	\$ 191	\$ 200	\$ 226	\$ 799
Europe, Middle East and Africa	\$ 215	\$ 212	\$ 202	\$ 234	\$ 862
Asia Pacific	\$ 132	\$ 143	\$ 146	\$ 133	\$ 555
% of Total Rev from Emerging Economies	15%	16%	16%	16%	16%
Revenue by Segment (in millions):					
Platform Solutions and Emerging Business	\$ 211	\$ 199	\$ 210	\$ 214	\$ 833
Architecture, Engineering and Construction	\$ 141	\$ 158	\$ 152	\$ 175	\$ 626
Manufacturing	\$ 123	\$ 136	\$ 134	\$ 148	\$ 540
Media and Entertainment	\$ 53	\$ 54	\$ 53	\$ 55	\$ 216
Other Revenue Statistics:					
% of Total Rev from Flagship	61%	56%	57%	56%	58%
% of Total Rev Suites	23%	29%	27%	27%	27%
% of Total Rev New and Adjacent	15%	15%	16%	17%	16%
% of Total Rev from AutoCAD and AutoCAD LT	37%	31%	31%	32%	33%
Upgrade and Crossgrade Revenue (in millions)	\$ 53	\$ 41	\$ 37	\$ 54	\$ 185
Favorable (Unfavorable) Impact of U.S. Dollar Translation Relative to Foreign Currencies Compared to Comparable Prior Year					
Period ^(b) (in millions):					
FX Impact on Total Net Revenue	\$ (3)	\$ 8	\$ 12	\$ 12	\$ 29
FX Impact on Cost of Revenue and Total Operating Expenses	\$ (9)	\$ (17)	\$ (12)	\$ (5)	\$ (43)
FX Impact on Operating Income	\$ (12)	\$ (9)	\$ -	\$ 7	\$ (14)
Gross Margin by Segment (in millions):					
Platform Solutions and Emerging Business	\$ 199	\$ 187	\$ 198	\$ 204	\$ 788
Architecture, Engineering and Construction	\$ 128	\$ 143	\$ 138	\$ 161	\$ 570
Manufacturing	\$ 113	\$ 124	\$ 122	\$ 136	\$ 496
Media and Entertainment	\$ 43	\$ 44	\$ 43	\$ 45	\$ 175
Unallocated amounts	\$ (9)	\$ (10)	\$ (12)	\$ (11)	\$ (42)
Common Stock Statistics (in millions):					
Common Shares Outstanding	230.5	228.8	226.6	225.9	225.9
Fully Diluted Weighted Average Shares Outstanding	237.1	236.6	230.7	231.5	233.3
Shares Repurchased	1.7	2.5	3.5	2.0	9.7
Installed Base Statistics:					

Maintenance Installed Base (e)	3,004,000	2,985,000	3,116,000	3,166,000	3,166,000
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(a) Totals may not agree with the sum of the components due to rounding.

(b) Effective in the second quarter of fiscal 2012, Autodesk changed the way it calculates constant currency growth rates and foreign currency impact on Total Net Revenue, and Cost of Revenue and Total Operating Expenses. Under the new methodology, all hedging gains and losses are removed from the calculation of constant currency growth rates, where previously Autodesk had not excluded hedging gains and losses from the prior period. Autodesk changed the way it calculates foreign currency impact on Total Net Revenue, and Cost of Revenue and Total Operating Expenses to include the impact of Autodesk's hedging program on both the current and prior period. Autodesk believes these changes are more useful to the users of Autodesk's financial information as they more fully reflect the underlying business growth rates and the impact of movements in foreign currency on Autodesk's U.S. dollar financial results. All prior period comparative information has been revised to conform to the new methodology.

	<u>QTR 1</u>	<u>QTR 2</u>	<u>QTR 3</u>	<u>QTR 4</u>	<u>YTD 2012</u>
Constant currency revenue growth	12%	14%	12%	10%	12%

(c) Earnings per share were computed independently for each of the periods presented; therefore the sum of the earnings per share amounts for the quarters may not equal the total for the year.

(d) Prior period amounts have been changed to conform to current period presentation.

(e) Autodesk will no longer provide Maintenance Installed Base beginning in FY 13

(1) To supplement our consolidated financial statements presented on a GAAP basis, Autodesk provides investors with certain non-GAAP measures including non-GAAP net income, non-GAAP net income per share, non-GAAP cost of license and other revenue, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP total spend, non-GAAP income from operations and non-GAAP provision for income taxes. These non-GAAP financial measures are adjusted to exclude certain costs, expenses, gains and losses, including stock-based compensation expense, restructuring charges, amortization of purchased intangibles and related income tax expenses. See our reconciliation of GAAP financial measures to non-GAAP financial measures herein. We believe these exclusions are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of 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. 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. The presentation of this additional 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. Investors should review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables accompanying Autodesk's press release.

	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2012
(2) GAAP Gross Margin	90%	89%	89%	90%	90%
Stock-based compensation expense	0%	0%	0%	0%	0%
Amortization of developed technology	1%	2%	2%	2%	2%
Non-GAAP Gross Margin	91%	91%	91%	92%	92%
(3) GAAP Operating Expenses	\$ 395	\$ 394	\$ 399	\$ 443	\$ 1,631
Stock-based compensation expense	(25)	(26)	(25)	(29)	(105)
Amortization of customer relationships and trade names	(7)	(9)	(8)	(8)	(32)
Restructuring charges	-	1	-	-	1
Non-GAAP Operating Expenses	\$ 364	\$ 360	\$ 366	\$ 406	\$ 1,495
(4) GAAP Operating Margin	15%	17%	16%	15%	16%
Stock-based compensation expense	5%	5%	5%	5%	5%
Amortization of developed technology	2%	2%	2%	2%	2%
Amortization of customer relationships and trade names	1%	2%	2%	2%	1%
Restructuring charges	0%	0%	0%	0%	0%
Non-GAAP Operating Margin	23%	25%	25%	24%	24%
(5) GAAP Net Income	\$ 69	\$ 71	\$ 73	\$ 72	\$ 285
Stock-based compensation expense	26	27	26	30	109
Amortization of developed technology	8	9	11	10	38
Amortization of customer relationships and trade names	7	9	8	8	32
Restructuring charges	-	(1)	-	-	(1)
Discrete GAAP tax provision items	(4)	1	(4)	1	(7)
Income tax effect of non-GAAP adjustments	(12)	(12)	(11)	(15)	(51)
Non-GAAP Net Income	\$ 94	\$ 104	\$ 102	\$ 106	\$ 405
(6) GAAP Diluted Net Income Per Share	\$ 0.29	\$ 0.30	\$ 0.32	\$ 0.31	\$ 1.22
Stock-based compensation expense	0.11	0.12	0.11	0.13	0.47
Amortization of developed technology	0.03	0.04	0.05	0.04	0.16
Amortization of customer relationships and trade names	0.03	0.04	0.03	0.04	0.14
Restructuring charges	-	(0.01)	-	-	(0.01)
Discrete GAAP tax provision items	(0.02)	0.01	(0.02)	-	(0.03)
Income tax effect of non-GAAP adjustments	(0.04)	(0.06)	(0.05)	(0.06)	(0.21)
Non-GAAP Diluted Net Income Per Share	\$ 0.40	\$ 0.44	\$ 0.44	\$ 0.46	\$ 1.74

Reconciliation for Fiscal 2013:

The following is a reconciliation of anticipated fiscal 2013 GAAP and non-GAAP operating margins:

	FISCAL 2013
GAAP operating margin basis point improvement over prior year	130
Stock-based compensation expense	110
Amortization of purchased intangibles	(40)
Non-GAAP operating margin basis point improvement over prior year	200

Reconciliation for Long Term Operating Margins:

Autodesk is not able to provide targets for our long term (ending with fiscal year 2015) GAAP operating margins at this time because of the difficulty of estimating certain items that are excluded from non-GAAP that affect operating margin, such as charges related to stock-based compensation expense and amortization of acquisition related intangibles.

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Fiscal Year 2011	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2011
Financial Statistics (\$ in millions, except per share data):					
Total Net Revenue	\$ 475	\$ 473	\$ 477	\$ 528	\$ 1,952
License and Other Revenue	\$ 280	\$ 281	\$ 282	\$ 330	\$ 1,172
Maintenance Revenue	\$ 195	\$ 192	\$ 195	\$ 198	\$ 780
GAAP Gross Margin	89%	90%	90%	91%	90%
Non-GAAP Gross Margin (1)(2)	91%	92%	92%	93%	92%
GAAP Operating Expenses	\$ 373	\$ 345	\$ 359	\$ 408	\$ 1,484
GAAP Operating Margin	11%	17%	15%	14%	14%
GAAP Net Income	\$ 37	\$ 60	\$ 54	\$ 62	\$ 212
GAAP Diluted Net Income Per Share (c)	\$ 0.16	\$ 0.25	\$ 0.23	\$ 0.26	\$ 0.90
Non-GAAP Operating Expenses (1)(3)	\$ 336	\$ 317	\$ 337	\$ 382	\$ 1,371
Non-GAAP Operating Margin (1)(4)	20%	25%	21%	20%	21%
Non-GAAP Net Income (1)(5)	\$ 68	\$ 85	\$ 75	\$ 83	\$ 310
Non-GAAP Diluted Net Income Per Share (1)(6)(c)	\$ 0.29	\$ 0.36	\$ 0.32	\$ 0.35	\$ 1.32
Total Cash and Marketable Securities	\$ 1,239	\$ 1,271	\$ 1,337	\$ 1,467	\$ 1,467
Days Sales Outstanding	42	44	46	55	55
Capital Expenditures	\$ 6	\$ 5	\$ 7	\$ 10	\$ 28
Cash Flow from Operating Activities	\$ 139	\$ 112	\$ 114	\$ 176	\$ 541
GAAP Depreciation and Amortization	\$ 27	\$ 26	\$ 27	\$ 26	\$ 105
Deferred Maintenance Revenue Balance	\$ 492	\$ 473	\$ 450	\$ 509	\$ 509
Revenue by Geography (in millions):					
Americas	\$ 161	\$ 168	\$ 179	\$ 193	\$ 701
Europe, Middle East and Africa	\$ 199	\$ 189	\$ 183	\$ 212	\$ 783
Asia Pacific	\$ 115	\$ 116	\$ 115	\$ 123	\$ 468
Revenue by Segment (in millions):					
Platform Solutions and Emerging Business	\$ 184	\$ 177	\$ 174	\$ 181	\$ 716
Architecture, Engineering and Construction	\$ 137	\$ 133	\$ 136	\$ 162	\$ 568
Manufacturing	\$ 108	\$ 113	\$ 117	\$ 133	\$ 470
Media and Entertainment	\$ 46	\$ 50	\$ 50	\$ 52	\$ 198
Other Revenue Statistics:					
% of Total Rev from Flagship Revenue (d)	62%	61%	60%	58%	60%
% of Total Rev Suites Revenue (d)	22%	23%	23%	25%	23%
% of Total Rev New and Adjacent Revenue (d)	15%	16%	16%	17%	16%
% of Total Rev from AutoCAD and AutoCAD LT	36%	34%	33%	31%	33%
% of Total Rev from Emerging Economies	14%	15%	16%	16%	15%
Upgrade and Crossgrade Revenue (in millions)	\$ 51	\$ 18	\$ 32	\$ 61	\$ 162
Favorable (Unfavorable) Impact of U.S. Dollar Translation Relative to Foreign Currencies Compared to Comparable Prior Year Period ^(b) (in millions):					
FX Impact on Total Net Revenue	\$ 20	\$ 11	\$ 10	\$ 1	\$ 41
FX Impact on Cost of Revenue and Total Operating Expenses	\$ (10)	\$ -	\$ (2)	\$ (1)	\$ (13)
FX Impact on Operating Income	\$ 10	\$ 11	\$ 8	\$ -	\$ 28
Gross Margin by Segment (in millions):					
Platform Solutions and Emerging Business	\$ 173	\$ 168	\$ 164	\$ 173	\$ 679
Architecture, Engineering and Construction	\$ 123	\$ 122	\$ 124	\$ 149	\$ 518
Manufacturing	\$ 100	\$ 105	\$ 110	\$ 125	\$ 439
Media and Entertainment	\$ 36	\$ 38	\$ 39	\$ 41	\$ 154
Unallocated amounts	\$ (9)	\$ (9)	\$ (9)	\$ (9)	\$ (35)
Common Stock Statistics (in millions):					
Common Shares Outstanding	229.4	227.2	227.1	227.0	227.0
Fully Diluted Weighted Average Shares Outstanding	234.6	233.8	232.4	235.0	234.2
Shares Repurchased	2.0	2.5	2.5	2.0	9.0
Installed Base Statistics:					
Maintenance Installed Base (e)	2,383,000	2,631,000	2,813,000	2,936,000	2,936,000

(a) Totals may not agree with the sum of the components due to rounding.

(b) Effective in the second quarter of fiscal 2012, Autodesk changed the way it calculates constant currency growth rates and foreign currency impact on Total

Net Revenue, and Cost of Revenue and Total Operating Expenses. Under the new methodology, all hedging gains and losses are removed from the calculation of constant currency growth rates, where previously Autodesk had not excluded hedging gains and losses from the prior period. Autodesk changed the way it calculates foreign currency impact on Total Net Revenue, and Cost of Revenue and Total Operating Expenses to include the impact of Autodesk's hedging program on both the current and prior period. Autodesk believes these changes are more useful to the users of Autodesk's financial information as they more fully reflect the underlying business growth rates and the impact of movements in foreign currency on Autodesk's U.S. dollar financial results. All prior period comparative information has been revised to conform to the new methodology.

	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2011
Constant currency revenue growth	7%	11%	12%	15%	11%

(c) Earnings per share were computed independently for each of the periods presented; therefore the sum of the earnings per share amounts for the quarters may not equal the total for the year.

(d) Prior amounts have been conformed to align with the current period presentation.

(e) Autodesk will no longer provide Maintenance Installed Base beginning in FY 13

Autodesk

(1) To supplement our consolidated financial statements presented on a GAAP basis, Autodesk provides investors with certain non-GAAP measures including non-GAAP net income, non-GAAP net income per share, non-GAAP cost of license and other revenue, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP total spend, non-GAAP income from operations and non-GAAP provision for income taxes. These non-GAAP financial measures are adjusted to exclude certain costs, expenses, gains and losses, including stock-based compensation expense, restructuring charges, amortization of purchased intangibles and related income tax expenses. See our reconciliation of GAAP financial measures to non-GAAP financial measures herein. We believe these exclusions are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of 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. 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. The presentation of this additional 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. Investors should review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables accompanying Autodesk's press release.

	QTR 1	QTR 2	QTR 3	QTR 4	YTD 2011
(2) GAAP Gross Margin	89%	90%	90%	91%	90%
Stock-based compensation expense	0%	0%	0%	0%	0%
Amortization of developed technology	2%	2%	2%	2%	2%
Non-GAAP Gross Margin	91%	92%	92%	93%	92%
(3) GAAP Operating Expenses	\$ 373	\$ 345	\$ 359	\$ 408	\$ 1,484
Stock-based compensation expense	(24)	(20)	(16)	(18)	(78)
Amortization of customer relationships and trade names	(6)	(6)	(6)	(6)	(24)
Restructuring charges	(7)	(2)	-	(2)	(11)
Non-GAAP Operating Expenses	\$ 336	\$ 317	\$ 337	\$ 382	\$ 1,371
(4) GAAP Operating Margin	11%	17%	15%	14%	14%
Stock-based compensation expense	5%	5%	3%	3%	4%
Amortization of developed technology	2%	2%	2%	2%	2%
Amortization of customer relationships and trade names	1%	1%	1%	1%	1%
Restructuring charges	1%	0%	0%	0%	0%
Non-GAAP Operating Margin	20%	25%	21%	20%	21%
(5) GAAP Net Income	\$ 37	\$ 60	\$ 54	\$ 62	\$ 212
Stock-based compensation expense	24	21	17	18	80
Amortization of developed technology	8	8	8	8	32
Amortization of customer relationships and trade names	6	6	6	6	24
Restructuring charges	7	2	-	2	11
Discrete GAAP tax provision items (7)	(2)	-	-	(5)	(6)
Income tax effect of non-GAAP adjustments	(12)	(12)	(10)	(8)	(43)
Non-GAAP Net Income	\$ 68	\$ 85	\$ 75	\$ 83	\$ 310
(6) GAAP Diluted Net Income Per Share	\$ 0.16	\$ 0.25	\$ 0.23	\$ 0.26	\$ 0.90
Stock-based compensation expense	0.10	0.09	0.07	0.08	0.34
Amortization of developed technology	0.03	0.03	0.04	0.04	0.14
Amortization of customer relationships and trade names	0.03	0.03	0.02	0.02	0.10
Restructuring charges	0.03	0.01	-	0.01	0.05
Discrete GAAP tax provision items (7)	(0.01)	-	-	(0.02)	(0.03)
Income tax effect of non-GAAP adjustments	(0.05)	(0.05)	(0.04)	(0.04)	(0.18)
Non-GAAP Diluted Net Income Per Share	\$ 0.29	\$ 0.36	\$ 0.32	\$ 0.35	\$ 1.32

(7) Effective in the second quarter of fiscal 2011, Autodesk began excluding certain discrete GAAP tax provision items for purposes of its non-GAAP financial measures. Prior period non-GAAP income tax expense, net income and earnings per share amounts have been revised to conform to the current period presentation.