

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the registrant

Filed by a Party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for use of the commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under Rule 14a-12

**AUTODESK, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

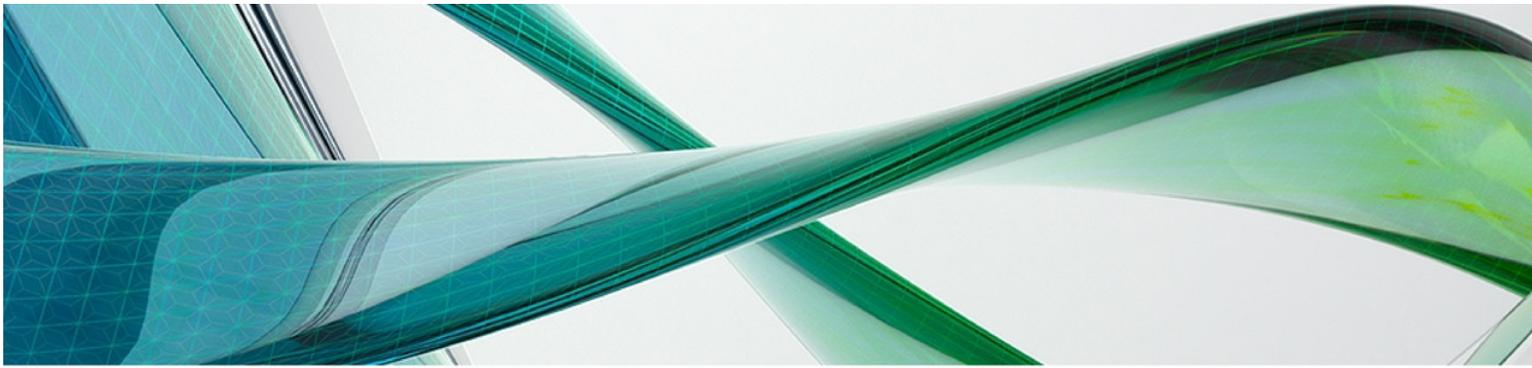
- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

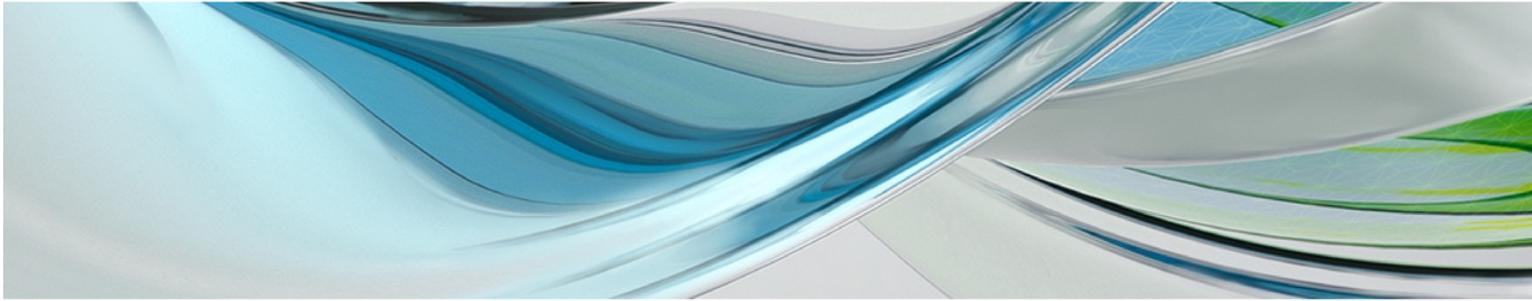


May 19, 2017

# In-Season Shareholder Engagement

**Autodesk**

Investor Presentation



# SAFE HARBOR

This presentation contains forward looking statements about strategies, products, future results, performance or achievement, including statements regarding our business model transformation and our long term financial goals, as well as executive and board transitions. These statements reflect management's current expectations, estimates and assumptions based on the information available to us. These forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties. Actual results, performance or achievements may be materially different from results, performance or achievements expressed in the forward-looking statements contained in this presentation. Risks that may cause actual results, performance or achievements to differ from those expressed in the forward-looking statements include: a failure to maintain subscriptions, ARR, ARPS, billings, revenue, deferred revenue, and growth; failure to maintain spend management; failure to successfully manage transitions to new business models and market adoption of our products; difficulty in predicting those financial metrics from new businesses; the potential impact on our financial results of changes in our business models; and failure to successfully navigate the executive and board of director transitions.

A discussion of factors that may affect future results is contained in our most recent SEC Form 10-K and Form 10-Q filings available on our website. The forward-looking statements made in this presentation are being made as of the date of this live presentation. If this presentation is reviewed after the time and date of the live presentation, even if subsequently made available on our website, this presentation may not contain current or accurate information. Except as required by law, we disclaim any obligation to update or revise any forward-looking statement based on new information, future events or otherwise.

# Business Overview

*Autodesk is a global leader in the design software and serv*

### Three key drivers of shareholder value

- We're increasing Autodesk's...
- We're changing focusing our to-market st...
- We're building mobile-base the industry expands ou...

## Strong FY 2017 financial results and TSR:

Subscriptions	Annualized Recurring Revenue	Deferred Revenue
<p><b>3.1 million</b></p> <p> 21%</p>	<p><b>\$1.6 billion</b></p> <p> 19% <i>Constant Currency</i></p>	<p><b>\$1.8 billion</b></p> <p> 18%</p>

**Our stock price increased by 74% in FY17**

**We continue to make progress against our business model and platform t**

Source: ADSK earnings releases; S&P Capital IQ

# Business Model & Platform Transitions

## Business Model Transition

## Platform Tra

Perpetual 

Subscription 

- Provides business **flexibility and affordability** to existing and new customers
- **Discontinued perpetual licenses** for most individual software products in FY17
- Model **creates attractive financial profile**, with strong growth toward FY20 targets
- Model **acceleration continues beyond FY20**

Desktop 

- Provides customers with **improved access** to Autodesk products
- Transition enables **TAM expansion** gains in customers and new sub
- Provides **significant customer benefits** enhanced collaboration and efficiency
- Enables more **direct sales**, which expansion

- Will result in a more predictable, recurring and profitable business over the long-term
- During the transition, traditional financial metrics expected to be adversely impacted

# Our Directors Have Diverse & Complementary

<p><b>Independent Chairman</b></p>  <p><b>Crawford Beveridge</b> <i>Director since 1993</i></p> <ul style="list-style-type: none"> <li>Former EVP and Chairman EMEA, APAC and the Americas of Sun Microsystems</li> <li>Former CEO of Scottish Enterprise</li> <li><i>Other Boards:</i> iomart Group plc</li> </ul>	 <p><b>Carl Bass</b> <i>Director since 2006</i></p> <ul style="list-style-type: none"> <li>Former CEO of Autodesk (stepped down February 2017)</li> <li>Former Co-Founder of Ithaca Software</li> <li><i>Other Boards:</i> HP, Inc., Zendesk, Inc.</li> </ul>	 <p><b>Jeff Clarke*</b> <i>Director since 2016</i></p> <ul style="list-style-type: none"> <li>CEO of Kodak</li> <li>Former Managing Partner of Augusta Columbia Capital</li> <li><i>Other Boards:</i> Kodak</li> </ul>	
<ul style="list-style-type: none"> <li>In February 2017, Mr. Bass decided to step down from his role as President and CEO of Autodesk</li> <li>Mr. Bass will remain on the Board and has been nominated for reelection at the 2017 Annual Meeting</li> </ul>	 <p><b>Thomas Georgens</b> <i>Director since 2013</i></p> <ul style="list-style-type: none"> <li>Former CEO of NetApp, Inc.</li> <li><i>Other Boards:</i> Electronics for Imaging</li> </ul>	 <p><b>Richard S. Hill</b> <i>Director since 2016</i></p> <ul style="list-style-type: none"> <li>Former Chairman and CEO of Novellus Systems</li> <li><i>Other Boards:</i> Tessera Technologies, Arrow Electronics, Cabot Microelectronics, Marvell Technology, Yahoo! Inc.**</li> </ul>	
 <p><b>Lorrie M. Norrington</b> <i>Director since 2011</i></p> <ul style="list-style-type: none"> <li>Operating Partner of Lead Edge Capital</li> <li>Former President of eBay Marketplaces</li> <li><i>Other Boards:</i> Colgate-Palmolive, HubSpot</li> </ul>	 <p><b>Betsy Rafael</b> <i>Director since 2013</i></p> <ul style="list-style-type: none"> <li>Former Principal Accounting Officer of Apple Inc.</li> <li><i>Other Boards:</i> Echelon Corporation, GoDaddy, Inc., Shutterfly</li> </ul>		

\* Mr. Clarke and Mr. Ferguson have agreed to resign from the Board after the selection of a new CEO, who will also be appointed to the Board

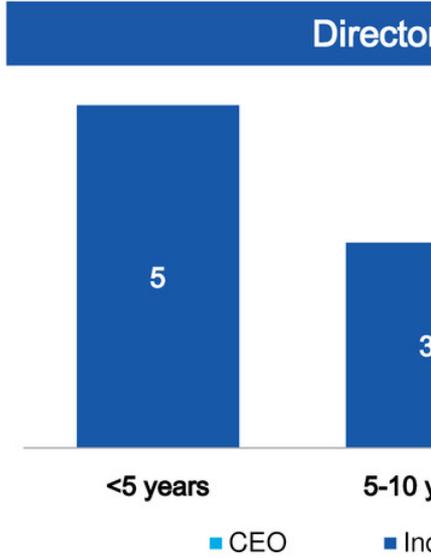
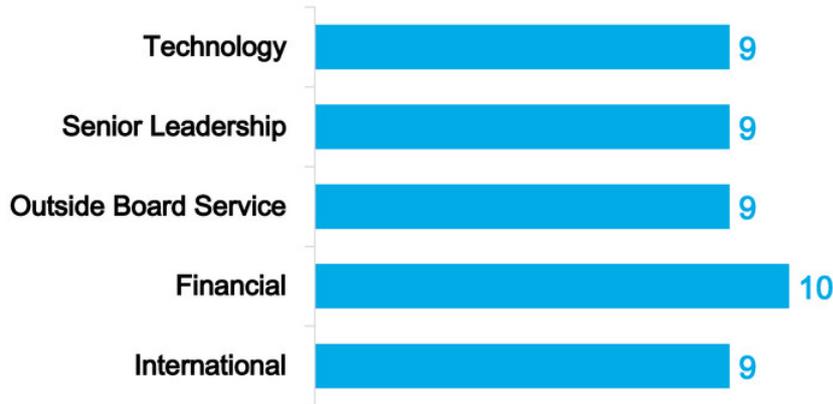
\*\* On April 17, 2017, Mr. Hill notified Yahoo! that he will not stand for reelection at the Company's 2017 annual meeting of stockholders. ([Yahoo 8-K filed April 17, 2017](#))

# Our Experienced & Balanced Board of Director

Our director nominees are well suited to continue providing effective oversight of our rapidly evolving business

Average Age	Indepe
<b>57 years</b>	<b>90</b>

## Board Skills & Experience



# Orderly Executive Transition

## CEO Transition

- The Compensation Committee, in consultation with the full Board, is primarily responsible for CEO succession planning; as part of this process, the Board will confer periodically with the CEO
- In February 2017, following discussions with the Board over the course of nearly two years, **Mr. Bass stepped down** from his role as President and CEO
- The Board hired executive search firm, Egon Zehnder, and is conducting a thorough search
- We formed an **Interim Office of the Chief Executive**, headed by Andrew Anagnost, Chief Marketing Officer and SVP, Business Strategy & Marketing, and Amar Hanspal, Chief Product Officer and SVP, Products
  - Dr. Anagnost and Mr. Hanspal bring **more than 50 years of combined experience at Autodesk**, which has enabled a **smooth transition**
- Mr. Bass will remain on the Board and stand for reelection at the 2017 Annual Meeting
- Mr. Bass served as a special advisor, providing counsel to the Interim Office of the Chief Executive

# Orderly Director Transition

## Thoughtful Approach to Board Refreshment

In its evaluation of director candidates, including the members of the Board eligible for re-election, the Corporate Nominating Committee seeks to achieve a balance of knowledge, experience and skills on the Board.

The Board should reflect directors who possess the following qualities:

1. are predominantly independent
2. have high integrity
3. have broad, business-related knowledge and experience at the policy-making level in business or technology, a deep understanding of the software industry and Autodesk's business in particular
4. have qualifications that will increase overall Board effectiveness
5. have varied and divergent experiences, viewpoints and backgrounds
6. meet requirements as may be required by applicable rules, such as financial literacy with respect to all public companies

## Director Transition

- Mr. Clarke and Mr. Ferguson have been included in the slate of directors standing for **election at the 2017 Annual Meeting** and will **resign from the Board** after a new CEO of Autodesk is appointed
  - The Board will appoint the **new CEO** to fill Mr. Clarke's **vacancy on the Board**
  - Autodesk has engaged executive search firm Egon Zehnder to **identify an additional independent director**
- Mr. Bass will remain on the Board and has been nominated for reelection at the 2017 Annual Meeting

# Risk Oversight

*Our Board, as a whole and through its committees, is responsible for the oversight*

## Division of Risk Oversight Across Our Committees

### **Audit Committee:**

Responsible for overseeing the management of risks associated with Autodesk's financial reporting, accounting and auditing matters

### **Compensation and Human Resources Committee:**

Oversees our executive officer succession planning and risks associated with our compensation policies and programs

### **Corporate Governance and Nominating Committee:**

Oversees the management of risks associated with director independence, conflicts of interest, composition and organization of our Board, and director succession planning

## Risk Oversight

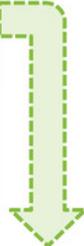
- The involvement of the full Board in reviewing and approving the strategy at least annually is a key element of our risk management
- The full Board receives updates from management and outside advisers regarding risks, including litigation and various other risks, and governance risks
- Senior executive officers attend Board meetings and its standing committees and report on any questions or concerns raised by management regarding risk management and any other risks
- Annually, the Board holds strategy sessions with senior executive officers to discuss business challenges, and risks and opportunities

# Compensation Program Overview

Principal Elements			
Element	Purpose	Payout Range	FY17 CEO Performance Measures
Base Salary	Forms basis for competitive compensation package	N / A	<ul style="list-style-type: none"> <li>None</li> </ul>
Short-term Incentive Opportunities	Motivate achievement of strategic priorities relating to the business model transition while maintaining our year-over-year non-GAAP spend	0% - 150% of target	<ul style="list-style-type: none"> <li>Net new model subscription additions</li> <li>New model ARR</li> <li>Non-GAAP total spend</li> <li>Total subscription renewal rate</li> <li>Deferred revenue</li> </ul>
PSU	Align compensation with key drivers of the business and relative shareholder return and encourage focus on near-term and long-term strategic objectives	0% - 180% of target shares Change in Autodesk Stock Price	<ul style="list-style-type: none"> <li>Net new model subscription additions</li> <li>New model ARR</li> <li>Non-GAAP total spend</li> <li>Total subscription renewal rate</li> <li>Relative TSR (multi-year)</li> <li>Autodesk stock price</li> </ul>
RSU	Encourage focus on long term shareholder value creation and promote retention	Change in Autodesk Stock Price	<ul style="list-style-type: none"> <li>Autodesk Stock Price</li> </ul>

FY17

FY17 T



New performance metrics align management incentives with key business model

# Strong Corporate Governance and Compensation

## Corporate Governance Practices

- ✓ Annual Board elections
- ✓ Independent chair
- ✓ Majority voting standard
- ✓ Shareholder right to act by written consent
- ✓ Thorough risk assessment processes
- ✓ No poison pill
- ✓ No exclusive forum provision

## Compensation Governance

- ✓ Emphasis on variable, “at-risk” compensation
- ✓ Long-term performance oriented
- ✓ Clawback policy
- ✓ Significant stock ownership requirements
- ✓ Double-trigger change in control
- ✓ No excise tax gross-up
- ✓ Effective risk management
- ✓ Hedging prohibition

Our Board is committed to ensuring that stockholder feedback informs our strong governance practices and compensation program.

# Stock Plan Summary and Principal Features

## Approval of an Amendment and Restatement of the 2012 Employee

- We provide equity compensation to a **broad base of our employees** as an incentive to increase long-term shareholder value
- We are requesting an additional **12.2 million shares** to be granted under our Plan

### Key Consideration for Stockholders:

- Absent approval, shares available to grant will likely be **depleted in FY19**
- We plan to continue to provide this **broad based employee incentive** component as a means to attract key talent or reward and retain our employees critical to achieving our business objectives
- The Board believes **the potential dilution to stockholders is reasonable and sustainable** relative to peer and market practices
- Autodesk has an active buyback program that reduces dilution from equity grants

### Equity Compensation

- ✓ Limitations on Awards
- ✓ Director and Executive Compensation
- ✓ No In-the-Money Awards
- ✓ Prohibition Against Certain Transactions
- ✓ Section 162(m) Exemption
- ✓ Independent Advisory Committee

The Board unanimously recommends that you vote **FOR** the approval of the amendment and restatement of the 2012 employee stock plan.

# We Request Your Support at the 2017 Annual

## Board Voting Recommendation

- FOR** the election of the 10 director nominees
- FOR** the ratification of the appointment of Ernst & Young LLP as our independent accounting firm
- FOR** the advisory vote on executive compensation
- for a **ONE YEAR** frequency of executive compensation vote
- FOR** the approval of an amendment and restatement of the Autodesk 1998 Employee Stock Purchase Plan
- FOR** the approval of an amendment and restatement of the Autodesk 2012 Employee Stock Purchase Plan

Our Board asks for your support at our 2017 Annual Shareholder Meeting



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