

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

SCHEDULE TO
(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**
(Amendment No. 1)

MOLDFLOW CORPORATION

(Name of subject company (Issuer))

SWITCH ACQUISITION CORPORATION
a wholly owned subsidiary of
AUTODESK, INC.

(Name of Filing Persons (Offerors))

Common Stock, par value \$0.01 per share
(Title of classes of securities)

608507109
(CUSIP number of common stock)

Pascal W. Di Fronzo, Esq.
Senior Vice President, General Counsel and Secretary
Autodesk, Inc.
111 McInnis Parkway
San Rafael, California 94903
(415) 507-5000

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

Copies to:

Michael S. Ringler, Esq.
Jason P. Sebring, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
One Market Street
Spear Tower, Suite 3300
San Francisco, CA 94105
(415) 947-2000

CALCULATION OF REGISTRATION FEE

Transaction Valuation (1)

\$290,737,986.00

Amount of Filing Fee (2)

\$11,426.00

- (1) Estimated for purpose of calculating the filing fee only. The transaction valuation was determined by multiplying the purchase price of \$22.00 per share by the sum of (i) the 12,104,522 shares of common stock, par value \$0.01 per share, of Moldflow Corporation (the "Shares"), issued and outstanding as of April 30, 2008; and (ii) the 1,110,841 Shares that are issuable under outstanding Moldflow stock options as of April 30, 2008 with an exercise price of less than \$22.00 per Share
- (2) The amount of the filing fee calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$39.30 for each \$1,000,000 of value.

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

Amount Previously Paid: \$11,426 Filing Party: Switch Acquisition Corporation and Autodesk Inc.

Form of Registration No.: Schedule TO Date Filed: May 15, 2008

- Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1

- issuer tender offer subject to Rule 13e-4

going private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 15, 2008 (which, together with any amendments and supplements thereto, collectively constitute the "Schedule TO") by (i) Switch Acquisition Corporation, a Delaware corporation (the "Purchaser") and wholly-owned subsidiary of Autodesk, Inc., a Delaware corporation ("Autodesk") and (ii) Autodesk. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Moldflow Corporation, a Delaware corporation ("Moldflow"), at a purchase price of \$22.00 per Share net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 15, 2008 (which, together with any amendments and supplements thereto, collectively constitute the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The information set forth in the Offer to Purchase (as amended hereby), including Annex I thereto, is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO, and is supplemented by the information specifically provided in this Amendment.

This amendment is being filed to include excerpts relating to the Offer and the transactions contemplated by the Offer to Purchase from the transcript of Autodesk's teleconference held on May 15, 2008 reporting Autodesk's earnings for the first fiscal quarter of 2009 and to correct a typographical error in Section 11 of the Offer to Purchase.

Amendment to Offer to Purchase

Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in Section 11 of the Offer to Purchase are hereby amended and restated and Section 11 of the Offer to Purchase is hereby amended by amending and restating the eleventh paragraph of such section as follows:

"On January 25, 2008, a financial advisor to one of the 21 companies that had participated in Moldflow's sale process ("Company D") met with Mr. Lepofsky. During this discussion, Company D's financial advisor indicated that Company D was considering re-engaging in discussions with Moldflow regarding a potential strategic transaction."

Amendment to Item 12 of Schedule TO

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

"(a)(5)(ii) Excerpts from the transcript of Autodesk's teleconference held on May 15, 2008 reporting Autodesk's earnings for the first fiscal quarter of 2009."

In addition, the Exhibit formerly included as Exhibit (a)(5) shall now be deemed to be included as Exhibit (a)(5)(i).

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

SWITCH ACQUISITION CORPORATION

By: /s/ Robert Kross

Name: Robert Kross

Title: President, Chief Executive Officer and Secretary

AUTODESK, INC.

By: /s/ Pascal W. Di Fronzo

Name: Pascal W. Di Fronzo

Title: Senior Vice President, General Counsel and Secretary

Dated: May 16, 2008

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase, dated May 15, 2008.*†
(a)(1)(ii)	Form of Letter of Transmittal.*†
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.*†
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*†
(a)(1)(v)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*†
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*†
(a)(1)(vii)	Instructions for the Requestor of Forms W-8BEN, W-8ECI, W-8EXP, and W-8IMY*†
(a)(1)(viii)	Form of Summary Advertisement as published on May 15, 2008 in The New York Times.†
(a)(5)(i)	Press Release issued by Autodesk on May 1, 2008. (1)
(a)(5)(ii)	Excerpts from the transcript of Autodesk's teleconference held on May 15, 2008 reporting Autodesk's earnings for the first fiscal quarter of 2009.
(b)	None.
(d)(1)	Agreement and Plan of Merger, dated as of May 1, 2008, by and among Autodesk, the Purchaser and Moldflow. (2)
(d)(2)	Form of Tender and Voting Agreement (3)
(d)(3)	Confidentiality Agreement, dated as of January 1, 2008, by and between Autodesk and Moldflow.†
(d)(4)	Exclusivity Agreement, dated as of March 28, 2008, by and between Autodesk and Moldflow.†
(g)	None.
(h)	None.

* Included in mailing to stockholders.

† Previously filed.

(1) Incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Autodesk, Inc. on May 1, 2008.

(2) Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Autodesk, Inc. on May 1, 2008.

(3) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Autodesk, Inc. on May 1, 2008.

Excerpts From Conference Call Transcript

ADSK - Q1 2009 Autodesk, Inc. Earnings Conference Call

EVENT DATE/TIME: MAY. 15. 2008 / 2:00PM PT

PRESENTATION

Operator

Ladies and gentlemen, welcome to the first quarter 2009 Autodesk Incorporated earnings conference call. My name is Eric, and I will be your coordinator for today. (OPERATOR INSTRUCTIONS) I would now like to turn your presentation over to your host for today's call, Mr. David Gennarelli, Director of Investor Relations. Please proceed.

David Gennarelli - Autodesk, Inc. - Director of Investor Relations

Thanks, operator. Good afternoon, and thank you for joining our conference call to discuss our first quarter fiscal 2009. With me today are Carl Bass, our Chief Executive Officer, and Al Castino, our Chief Financial Officer. Today's conference call is being broadcast live through an audio webcast. In addition, a replay of the call will be available by web cast at autodesk.com/investor. During the course of this conference call we will make forward-looking statements regarding future events and the future financial performance of the company, our guidance for the second and third quarters of fiscal 2009 and full year fiscal 2009. Factors we use to estimate our guidance for those periods, our future business prospects and revenue growth, our market opportunities, trends for our products and trends for various geographies and anticipated benefits of acquisitions such as the proposed acquisition of Moldflow Corporation. We caution you that such statements reflect our best judgment based on factors currently known to us, and that actual events or results might differ materially.

Please refer to the documents we file from time to time with the SEC, specifically our 10K for fiscal year 2008 and our periodic 8-K filing which includes the 8-K filed with today's press release. These documents contain and identify important risks and other factors and may cause actual results to differ materially from those contained in our forward-looking statements. Forward-looking statements made during this call are being made as of today's earnings call. If this call is replayed or reviewed after today, the information presented during the call may not contain current or accurate information. Autodesk disclaims any obligation to update or revise any forward-looking statements and in adherence with regulation of fair disclosure, Autodesk will provide quarterly information and forward-looking guidance in its quarterly financial press release and its publicly announced conference call. We will not provide any further guidance or updates on our performance during the quarter unless we do so in a public forum. During the call, we will discuss non-GAAP financial measures. These non-GAAP measures are not prepared in accordance with generally accepted accounting principals. A reconciliation of the non-GAAP financial measures to the most directly comparable GAAP measures will be provided either on this conference call or can be found in today's press release and made available on our website. In addition, we will quote a number of percentage increases as we discuss our financial performance. Unless and otherwise noted, each percentage represents the growth rate of the first quarter fiscal 2009 as compared to first quarter of fiscal 2008. With that, I would like to turn it over to Carl Bass.

Al Castino - Autodesk, Inc. - CFO

On May 1 we announced our intent to acquire Moldflow Corporation. We believe Moldflow will contribute approximately 30 million to our net revenues in fiscal year '09 and decrease our GAAP diluted earnings per share by approximately \$0.10 per diluted share. We now believe it will be diluted to fiscal year '09 by up to \$0.03 per diluted share on non-GAAP basis. However, we believe this still fits within our stated non-GAAP guidance of between \$2.20 and \$2.30 for full-year fiscal 2009. Assuming the multiple acquisitions completed in the second calendar quarter 2008, I would expect this transaction to be dilutive to our GAAP diluted earnings per share by between \$0.07 and \$0.08 in the second quarter. We expect this transaction to be diluted to non-GAAP diluted earnings per share by between \$0.01 and \$0.02 the second quarter fiscal 2009 excluding 16 million related to the write off of IP R&D and amortization of acquisitions related intangibles. Let me turn it back over

Carl Bass - Autodesk, Inc. - CEO

Thanks, Al. As Al just mentioned, we announced our intent to acquire Moldflow Corporation, a leading provider of simulation software used to optimize the design of injection molded plastic parts and molds. We are very excited about this as we believe the plastic market represents an important and complimentary opportunity. The combination of solutions will enable Autodesk to provide suppliers in the automotive, electronics, health care, and consumer products markets with a fully digital development process for plastic injection part and mold design. So, to wrap things up, we are tuning our business to meet the current market conditions. We will continue to work through the economic headwinds in the U.S. and capitalize on growth markets in our international regions. We will also continue to work hard to shape the evolution of industry design trends such as digital prototyping and BIM where Autodesk product portfolio is very strong.

QUESTION AND ANSWER

Brendan Barnicle - Pacific Crest Securities - Analyst

Great. Thanks. Carl, just quickly on the Moldflow guidance, you mentioned the impact EPS, can you give us any ballpark figures on what it may do in terms of revenue?

Al Castino - Autodesk, Inc. - CFO

I actually provided that. Just to be clear, when I gave you the guidance by quarter, that was without Moldflow. At the very end of my prepared remarks I talked about Moldflow in terms of estimate how it would impact our numbers and that can change by when we close the transaction. Assuming we close late this quarter, it would contribute about \$30 million of revenue for the year and that's after deferred revenue write down which shifts heavily in the first six months of an acquisition. That's why I talked about it. That 30 million coming from Moldflow, that's not in that revenue range I gave you of 2.45 and 2.5. Same range we had investor day, it would be in addition to that but it can vary according to when we close the deal.

Brendan Barnicle - Pacific Crest Securities - Analyst

Right. Right. I understand that. You mentioned Q2 and you have given us where you thought the EPS dilution would come from. Can you give us any more kind of — and I understand it depends on when it closes, but there must be some sort of revenue assumptions around that \$0.01 to \$0.02 dilution in Q2.

Al Castino - Autodesk, Inc. - CFO

It would not produce much revenue in Q2. Deferred revenue write down hits pretty heavy in that first quarter of the transaction. We are not going to break it. Again, it changes dramatically according to what day we actually close the transaction, especially the revenue number. It changes dramatically. We are not ready to do that.

Brendan Barnicle - Pacific Crest Securities - Analyst

Okay. Thank you.

Operator

Your next question comes from the line of Bob Becker with Argus Research. Please proceed.

Bob Becker - Argus Research - Analyst

Good afternoon. Carl, Moldflow recently adopted a task based floating license system to improve the adoption of digital prototyping software. I am wondering, is there an opportunity to adopt this new model to other Autodesk products?

Carl Bass - Autodesk, Inc. - CEO

We haven't looked a lot at the licensing models. We have a significant number of models. One of the things to look at for us is when we do these acquisitions, making sure we can take the new businesses and integrate them successfully with our back office. We are always on the lookout for clever and more innovative licensing models and if this is one of them, we will take a look at it. In the context that we need to make this work for \$2.5 billion enterprise and not necessarily what is possible for a \$75 million enterprise.

Additional Information and Where to Find It:

This transcript is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Moldflow Corporation common stock is made only pursuant to an offer to purchase and related materials that Autodesk and Switch Acquisition Corporation filed on Schedule TO with the SEC on May 15, 2008. Moldflow also filed a solicitation/recommendation statement on Schedule 14D-9 with respect to the offer on May 15, 2008. Moldflow stockholders and other investors should read these materials carefully because they contain important information, including the terms and conditions of the offer. Moldflow stockholders and other investors may obtain copies of these materials without charge from the SEC through the SEC's website at www.sec.gov, from Georgeson, Inc., the information agent for the offer, at (877) 278-9677 (banks and brokers call (212) 440-9800), from Autodesk (with respect to documents filed by Autodesk with the SEC), or from Moldflow (with respect to documents filed by Moldflow with the SEC). Stockholders and other investors are urged to read carefully those materials prior to making any decisions with respect to the offer.