

ANSYS INC  
Form 10-Q  
November 04, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended September 30, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Commission File Number: 0-20853

**ANSYS, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**04-3219960**  
(I.R.S. Employer Identification No.)

**275 Technology Drive, Canonsburg, PA**  
(Address of principal executive offices)

**15317**  
(Zip Code)

**724-746-3304**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Yes  No

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2). (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the Registrant's Common Stock, par value \$.01 per share, outstanding as of October 29, 2010 was 90,998,349 shares.

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**Table of Contents****PART I UNAUDITED FINANCIAL INFORMATION****Item 1. Financial Statements:****ANSYS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

| <i>(in thousands, except share information)</i>   | September 30,<br>2010<br>(Unaudited) | December 31,<br>2009<br>(Audited) |
|---|--------------------------------------|-----------------------------------|
| <b>ASSETS</b>   |                                      |                                   |
| Current assets:   |                                      |                                   |
| Cash and cash equivalents   | \$ 494,716                           | \$ 335,878                        |
| Short-term investments  | 1,120                                | 7,966                             |
| Accounts receivable, less allowance for doubtful accounts of \$3,887 and \$4,418, respectively                      | 54,042                               | 67,084                            |
| Other receivables and current assets  | 116,686                              | 86,735                            |
| Deferred income taxes   | 19,828                               | 17,827                            |
| Total current assets  | 686,392                              | 515,490                           |
| Property and equipment, net   | 34,715                               | 35,131                            |
| Goodwill  | 1,035,613                            | 1,038,824                         |
| Other intangible assets, net  | 289,795                              | 322,313                           |
| Other long-term assets  | 65,542                               | 5,848                             |
| Deferred income taxes   | 6,425                                | 2,576                             |
| Total assets  | \$ 2,118,482                         | \$ 1,920,182                      |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                                      |                                   |
| Current liabilities:  |                                      |                                   |
| Current portion of long-term debt and capital lease obligations   | \$ 26,691                            | \$ 26,758                         |
| Accounts payable  | 3,554                                | 2,426                             |
| Accrued bonuses and commissions   | 23,690                               | 23,162                            |
| Accrued income taxes  | 85,175                               | 12,262                            |
| Deferred income taxes   | 182                                  | 143                               |
| Other accrued expenses and liabilities  | 36,979                               | 32,740                            |
| Deferred revenue  | 179,272                              | 169,275                           |
| Total current liabilities   | 355,543                              | 266,766                           |
| Long-term liabilities:  |                                      |                                   |
| Long-term debt and capital lease obligations, less current portion  | 138,200                              | 198,668                           |
| Deferred income taxes   | 92,368                               | 107,313                           |
| Other long-term liabilities   | 72,231                               | 34,804                            |
| Total long-term liabilities   | 302,799                              | 340,785                           |
| Commitments and contingencies   | 0                                    | 0                                 |
| Stockholders' equity:   |                                      |                                   |
| Preferred stock, \$.01 par value; 2,000,000 shares authorized; 0 issued and 0 outstanding                           | 0                                    | 0                                 |
| Common stock, \$.01 par value; 150,000,000 shares authorized; 90,942,777 and 89,716,317 shares issued, respectively | 909                                  | 897                               |
| Additional paid-in capital  | 836,693                              | 801,574                           |
| Retained earnings   | 606,193                              | 502,201                           |
| Treasury stock, at cost: 0 and 40,678 shares, respectively  | 0                                    | (853)                             |
| Accumulated other comprehensive income  | 16,345                               | 8,812                             |
| Total stockholders' equity  | 1,460,140                            | 1,312,631                         |
| Total liabilities and stockholders' equity  | \$ 2,118,482                         | \$ 1,920,182                      |

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The accompanying notes are an integral part of the condensed consolidated financial statements.

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**ANSYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

| <i>(in thousands, except per share data)</i> | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2010 | September 30,<br>2009 | September 30,<br>2010 | September 30,<br>2009 |
| <b>Revenue:</b>                              |                       |                       |                       |                       |
| Software licenses                            | \$ 82,643             | \$ 76,395             | \$ 245,973            | \$ 220,020            |
| Maintenance and service                      | 57,200                | 51,792                | 167,690               | 146,503               |
| Total revenue                                | 139,843               | 128,187               | 413,663               | 366,523               |
| <b>Cost of sales:</b>                        |                       |                       |                       |                       |
| Software licenses                            | 2,555                 | 2,417                 | 7,474                 | 7,083                 |
| Amortization                                 | 8,180                 | 9,005                 | 24,572                | 27,002                |
| Maintenance and service                      | 14,544                | 12,295                | 42,026                | 36,820                |
| Restructuring charges                        | 0                     | 172                   | 0                     | 670                   |
| Total cost of sales                          | 25,279                | 23,889                | 74,072                | 71,575                |
| Gross profit                                 | 114,564               | 104,298               | 339,591               | 294,948               |
| <b>Operating expenses:</b>                   |                       |                       |                       |                       |
| Selling, general and administrative          | 36,954                | 31,719                | 108,161               | 98,114                |
| Research and development                     | 21,696                | 19,462                | 65,673                | 59,401                |
| Amortization                                 | 4,037                 | 4,115                 | 11,874                | 12,134                |
| Restructuring charges                        | 0                     | 1,370                 | 0                     | 2,178                 |
| Total operating expenses                     | 62,687                | 56,666                | 185,708               | 171,827               |
| Operating income                             | 51,877                | 47,632                | 153,883               | 123,121               |
| Interest expense                             | (902)                 | (2,313)               | (3,696)               | (8,531)               |
| Interest income                              | 491                   | 425                   | 1,281                 | 1,354                 |
| Other (expense) income, net                  | (574)                 | 54                    | (942)                 | (1,251)               |
| Income before income tax provision           | 50,892                | 45,798                | 150,526               | 114,693               |
| Income tax provision                         | 14,762                | 15,269                | 46,534                | 35,932                |
| Net income                                   | \$ 36,130             | \$ 30,529             | \$ 103,992            | \$ 78,761             |
| <b>Earnings per share basic:</b>             |                       |                       |                       |                       |
| Basic earnings per share                     | \$ 0.40               | \$ 0.35               | \$ 1.15               | \$ 0.89               |
| Weighted average shares basic                | 90,880                | 88,284                | 90,486                | 88,292                |
| <b>Earnings per share diluted:</b>           |                       |                       |                       |                       |
| Diluted earnings per share                   | \$ 0.39               | \$ 0.33               | \$ 1.12               | \$ 0.86               |
| Weighted average shares diluted              | 93,212                | 91,640                | 93,044                | 91,621                |

The accompanying notes are an integral part of the condensed consolidated financial statements.

**Table of Contents****ANSYS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

| <i>(in thousands)</i>   | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|
|   | September 30,<br>2010 | September 30,<br>2009 |
| Cash flows from operating activities:   |                       |                       |
| Net income  | \$ 103,992            | \$ 78,761             |
| Adjustments to reconcile net income to net cash provided by operating activities: |                       |                       |
| Depreciation and amortization   | 45,417                | 47,951                |
| Deferred income tax benefit   | (20,651)              | (19,886)              |
| Provision for bad debts   | 927                   | 1,502                 |
| Stock-based compensation expense  | 13,903                | 9,295                 |
| Excess tax benefits from stock options  | (7,801)               | (6,477)               |
| Other   | 141                   | 146                   |
| Changes in operating assets and liabilities:                                      |                       |                       |
| Accounts receivable   | 11,965                | 10,031                |
| Other receivables and current assets  | (30,008)              | 30,537                |
| Other long-term assets  | (59,757)              | 1,314                 |
| Accounts payable, accrued expenses and current liabilities                        | 7,608                 | (18,892)              |
| Accrued income taxes  | 80,865                | 4,969                 |
| Deferred revenue  | 8,716                 | (8,958)               |
| Other long-term liabilities   | 36,832                | (1,524)               |
| Net cash provided by operating activities   | 192,149               | 128,769               |
| Cash flows from investing activities:   |                       |                       |
| Capital expenditures  | (9,155)               | (6,419)               |
| Purchases of short-term investments   | (1,044)               | (2,265)               |
| Maturities of short-term investments  | 7,990                 | 7,466                 |
| Other   | 0                     | (12)                  |
| Net cash used in investing activities   | (2,209)               | (1,230)               |
| Cash flows from financing activities:   |                       |                       |
| Principal payments on long-term debt  | (60,315)              | (47,304)              |
| Principal payments on capital leases  | (229)                 | (226)                 |
| Purchase of treasury stock  | 0                     | (39,904)              |
| Proceeds from issuance of common stock under Employee Stock Purchase Plan         | 1,592                 | 1,515                 |
| Proceeds from exercise of stock options   | 13,060                | 6,767                 |
| Excess tax benefits from stock options  | 7,801                 | 6,477                 |
| Net cash used in financing activities   | (38,091)              | (72,675)              |
| Effect of exchange rate fluctuations on cash and cash equivalents                 | 6,989                 | 10,298                |
| Net increase in cash and cash equivalents   | 158,838               | 65,162                |
| Cash and cash equivalents, beginning of period                                    | 335,878               | 228,176               |
| Cash and cash equivalents, end of period  | \$ 494,716            | \$ 293,338            |
| Supplemental disclosures of cash flow information:                                |                       |                       |
| Income taxes paid   | \$ 45,964             | \$ 43,897             |
| Interest paid   | 2,538                 | 7,155                 |
| Capital lease obligations incurred  | 0                     | 83                    |

The accompanying notes are an integral part of the condensed consolidated financial statements.





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**ANSYS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2010**

**(Unaudited)**

**1. Organization**

ANSYS, Inc. (hereafter the Company or ANSYS ) develops and globally markets engineering simulation software and technologies widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace, automotive, manufacturing, electronics, biomedical, energy and defense.

As defined by accounting guidance issued for disclosures about segments of an enterprise, the Company operates as one segment. Given the integrated approach to the multi-discipline problem-solving needs of the Company's customers, a single sale of software may contain components from multiple product areas and include combined technologies. As a result, it is impracticable for the Company to provide accurate historical or current reporting among its various product lines.

**2. Accounting Policies**  
**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared by ANSYS in accordance with accounting principles generally accepted in the United States for interim financial information for commercial and industrial companies and the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the accompanying statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The accompanying condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements (and notes thereto) included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. The condensed consolidated December 31, 2009 balance sheet presented is derived from the audited December 31, 2009 balance sheet included in the most recent Annual Report on Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial statements have been included, and all adjustments are of a normal and recurring nature. Operating results for the three and nine months ended September 30, 2010 are not necessarily indicative of the results that may be expected for any future period.

**Table of Contents****Cash and Cash Equivalents**

Cash and cash equivalents consist primarily of highly liquid investments such as deposits held at major banks and money market mutual funds. Cash equivalents are carried at cost, which approximates fair value. The Company's cash and cash equivalents balances are comprised of the following:

| <i>(in thousands, except percentages)</i> | September 30, 2010 |            | December 31, 2009 |            |
|---|--------------------|------------|-------------------|------------|
|   | Amount             | % of Total | Amount            | % of Total |
| Money market mutual funds                 | \$ 331,760         | 67.1       | \$ 170,577        | 50.8       |
| Cash accounts                             | 162,956            | 32.9       | 165,301           | 49.2       |
| <b>Total</b>                              | <b>\$ 494,716</b>  |            | <b>\$ 335,878</b> |            |

The money market mutual fund balances reflected above are held in various funds of a single issuer.

**3. Accumulated Other Comprehensive Income**

The components of accumulated other comprehensive income are as follows:

| <i>(in thousands)</i>  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
| Foreign currency translation adjustment  | \$ 16,345             | \$ 9,344             |
| Unrealized losses on interest rate swap, net of tax of \$0 and \$321, respectively | 0                     | (532)                |
| <b>Accumulated other comprehensive income</b>                                      | <b>\$ 16,345</b>      | <b>\$ 8,812</b>      |

The components of comprehensive income are as follows:

| <i>(in thousands)</i>   | Three Months Ended    |                       | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2010 | September 30,<br>2009 | September 30,<br>2010 | September 30,<br>2009 |
| Net income  | \$ 36,130             | \$ 30,529             | \$ 103,992            | \$ 78,761             |
| Foreign currency translation adjustment   | 12,777                | 5,221                 | 7,001                 | 9,788                 |
| Unrealized loss on interest rate swap, net of tax of \$0, \$103, \$4 and \$275, respectively                                      | 0                     | (171)                 | (7)                   | (449)                 |
| Realized loss on interest rate swap reclassified into interest expense, net of tax of \$0, \$393, \$325 and \$1,172, respectively | 0                     | 651                   | 539                   | 1,915                 |
| <b>Comprehensive income</b>   | <b>\$ 48,907</b>      | <b>\$ 36,230</b>      | <b>\$ 111,525</b>     | <b>\$ 90,015</b>      |

**Table of Contents****4. Other Current Assets**

The Company reports accounts receivable, related to the portion of annual lease licenses and software maintenance that has not yet been recognized as revenue, as a component of other receivables and current assets. These amounts totaled \$54.7 million and \$69.8 million as of September 30, 2010 and December 31, 2009, respectively.

The Company reports taxes receivable, including amounts related to overpayments and refunds, as a component of other receivables and current assets. These amounts totaled \$35.6 million and \$4.3 million as of September 30, 2010 and December 31, 2009, respectively.

**5. Earnings Per Share**

Basic earnings per share ( EPS ) amounts are computed by dividing earnings by the average number of common shares outstanding during the period. Diluted EPS amounts assume the issuance of common stock for all potentially dilutive equivalents outstanding. To the extent stock options are anti-dilutive, they are excluded from the calculation of diluted EPS. The details of basic and diluted EPS are as follows:

|  | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2010 | September 30,<br>2009 | September 30,<br>2010 | September 30,<br>2009 |
| <i>(in thousands, except per share data)</i> |                       |                       |                       |                       |
| Net income                                   | \$ 36,130             | \$ 30,529             | \$ 103,992            | \$ 78,761             |
| Weighted average shares outstanding basic    | 90,880                | 88,284                | 90,486                | 88,292                |
| Dilutive effect of stock plans               | 2,332                 | 3,356                 | 2,558                 | 3,329                 |
| Weighted average shares outstanding diluted  | 93,212                | 91,640                | 93,044                | 91,621                |
| Basic earnings per share                     | \$ 0.40               | \$ 0.35               | \$ 1.15               | \$ 0.89               |
| Diluted earnings per share                   | \$ 0.39               | \$ 0.33               | \$ 1.12               | \$ 0.86               |
| Anti-dilutive options                        | 1,748                 | 2,186                 | 1,741                 | 2,767                 |

**Table of Contents****6. Long-Term Debt**

Borrowings consist of the following:

| <i>(in thousands)</i>  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
| Term loan payable in quarterly installments with a final maturity of July 31, 2013 | \$ 164,761            | \$ 225,076           |
| Capitalized lease obligations  | 130                   | 350                  |
| <b>Total</b>   | <b>164,891</b>        | <b>225,426</b>       |
| Less current portion   | (26,691)              | (26,758)             |
| <b>Long-term debt and capital lease obligations, net of current portion</b>        | <b>\$ 138,200</b>     | <b>\$ 198,668</b>    |

On July 31, 2008, in association with the acquisition of Ansoft Corporation ( Ansoft ), ANSYS borrowed \$355.0 million from a syndicate of banks. The interest rate on the indebtedness provides for tiered pricing with the initial rate at the prime rate + 0.50%, or the LIBOR rate + 1.50%, with step downs permitted after the initial six months under the credit agreement down to a flat prime rate or the LIBOR rate + 0.75%. Such tiered pricing is determined by the Company's consolidated leverage ratio. The Company's consolidated leverage ratio has been reduced to the lowest pricing tier in the debt agreement. During the nine months ended September 30, 2010, the Company made the required quarterly principal payments of \$18.1 million in the aggregate. In addition, the Company made prepayments during the nine months ended September 30, 2010 totaling \$42.2 million in the aggregate, which reduce, on a pro-rata basis, future quarterly principal installments. As of September 30, 2010, required future principal payments total \$5.3 million for the remainder of 2010, \$31.9 million in 2011, \$74.4 million in 2012 and \$53.1 million in 2013.

The Company entered into an interest rate swap agreement in order to hedge a portion of each of the first eight forecasted quarterly variable rate interest payments on the Company's term loan. Under the swap agreement, the Company received the variable, three-month LIBOR rate required under its term loan and paid a fixed LIBOR interest rate of 3.32% on the notional amount. The initial notional amount of \$300.0 million was amortized equally at an amount of \$37.5 million per quarter over eight quarters through June 30, 2010. Because the Company paid the LIBOR rate on its underlying credit agreement, the interest rate swap agreement qualified for hedge accounting.

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For the three and nine months ended September 30, 2010, the Company recorded interest expense related to the term loan at weighted average interest rates of 1.28% and 1.66%, respectively. If the Company did not enter into the interest rate swap agreement, the weighted average interest rate would have been 1.10% for the nine months ended September 30, 2010. There was no swap-related impact to the weighted average interest rate for the three months ended September 30, 2010 as the interest rate swap agreement terminated on June 30, 2010. For the three and nine months ended September 30, 2009, the Company recorded interest expense related to the term loan at weighted average interest rates of 3.18% and 3.68%, respectively. If the Company did not enter into the interest rate swap agreement, the weighted average interest rates would have been 1.46% and 2.13% for the three and nine months ended September 30, 2009, respectively. The interest expense on the term loan and amortization related to debt financing costs were as follows:

|  | Three Months Ended |              |                    |              |
|--|--------------------|--------------|--------------------|--------------|
|  | September 30, 2010 |              | September 30, 2009 |              |
| (in thousands)   | Interest Expense   | Amortization | Interest Expense   | Amortization |
| July 31, 2008 term loan (interest expense includes \$0 loss and \$1,044 loss, respectively, on interest rate swap) | \$ 558             | \$ 256       | \$ 1,934           | \$ 295       |

|  | Nine Months Ended  |              |                    |              |
|--|--------------------|--------------|--------------------|--------------|
|  | September 30, 2010 |              | September 30, 2009 |              |
| (in thousands)   | Interest Expense   | Amortization | Interest Expense   | Amortization |
| July 31, 2008 term loan (interest expense includes \$864 loss and \$3,087 loss, respectively, on interest rate swap) | \$ 2,523           | \$ 873       | \$ 7,339           | \$ 942       |

The interest rate on the outstanding term loan balance of \$164.8 million is set for the quarter ending December 31, 2010 at 1.04%, which is based on LIBOR + 0.75%. As of September 30, 2010, the fair value of the debt approximated the recorded value.

The credit agreement includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness. As of September 30, 2010, the Company is in compliance with all financial covenants as stated in the credit agreement.

## 7. Goodwill and Intangible Assets

During the first quarter of 2010, the Company completed the annual impairment test for goodwill and intangible assets with indefinite lives and determined that these assets had not been impaired as of the test date, January 1, 2010. The Company tested the goodwill and identifiable intangible assets utilizing estimated cash flow methodologies and market comparable information. No events occurred or circumstances changed during the nine months ended September 30, 2010 that would indicate that the fair value of the Company's reporting unit is below its carrying amount.

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The Company's intangible assets and estimated useful lives are classified as follows:

| <i>(in thousands)</i>                 | September 30, 2010    |                          | December 31, 2009     |                          |
|---------------------------------------|-----------------------|--------------------------|-----------------------|--------------------------|
|                                       | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| <b>Amortized intangible assets:</b>   |                       |                          |                       |                          |
| Core technology (3 - 10 years)        | \$ 205,048            | \$ (114,583)             | \$ 205,212            | \$ (96,851)              |
| Trademarks (3 - 10 years)             | 101,002               | (19,272)                 | 101,034               | (12,591)                 |
| Non-compete agreements (5 years)      | 575                   | (460)                    | 712                   | (505)                    |
| Customer lists (5 - 13 years)         | 171,726               | (54,598)                 | 169,184               | (44,239)                 |
| <b>Total</b>                          | <b>\$ 478,351</b>     | <b>\$ (188,913)</b>      | \$ 476,142            | \$ (154,186)             |
| <b>Unamortized intangible assets:</b> |                       |                          |                       |                          |
| Trademarks                            | \$ 357                |                          | \$ 357                |                          |

Amortization expense for the intangible assets reflected above was \$12.2 million and \$13.0 million for the three months ended September 30, 2010 and 2009, respectively. Amortization expense for the intangible assets reflected above was \$36.4 million and \$38.9 million for the nine months ended September 30, 2010 and 2009, respectively.

Amortization expense for the amortized intangible assets reflected above is expected to be approximately \$49.1 million, \$45.9 million, \$42.6 million, \$37.6 million and \$35.4 million for the years ending December 31, 2010, 2011, 2012, 2013 and 2014, respectively.

The changes in goodwill during the nine months ended September 30, 2010 are as follows:

| <i>(in thousands)</i>           |                    |              |
|---------------------------------|--------------------|--------------|
| Beginning balance               | January 1, 2010    | \$ 1,038,824 |
| Currency translation and other  |                    | (1,572)      |
| Ansoft stock option tax benefit |                    | (1,639)      |
| Ending balance                  | September 30, 2010 | \$ 1,035,613 |

In conjunction with the Ansoft acquisition, Ansoft stock option holders received approximately 1.94 million fully vested ANSYS options. As these options are exercised, ANSYS may receive a tax benefit that will be treated as a reduction in goodwill. As of September 30, 2010, there are currently 450,000 shares underlying these options outstanding.

**8. Uncertain Tax Positions**

The Company's reserve for uncertain tax positions increased from \$10.0 million at December 31, 2009 to \$15.9 million at September 30, 2010.

**Table of Contents****9. Fair Value Measurement**

The valuation hierarchy for disclosure of assets and liabilities reported at fair value prioritizes the inputs for such valuations into three broad levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; or

Level 3: unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following tables provide the assets and liabilities carried at fair value and measured on a recurring basis:

| <i>(in thousands)</i>  | September 30,<br>2010 | Fair Value Measurements at<br>Reporting Date Using: |  |  |
|------------------------|-----------------------|---|--|--|
|                        |                       | Quoted Prices in<br>Active<br>Markets<br>(Level 1)  | Significant Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <b>Assets</b>          |                       |   |  |  |
| Cash equivalents       | \$ 331,760            | \$ 331,760  | \$ 0   | \$ 0   |
| Short-term investments | \$ 1,120              | \$ 0  | \$ 1,120   | \$ 0   |

| <i>(in thousands)</i>        | December 31,<br>2009 | Fair Value Measurements at<br>Reporting Date Using: |  |  |
|------------------------------|----------------------|---|--|--|
|                              |                      | Quoted Prices in<br>Active<br>Markets<br>(Level 1)  | Significant Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <b>Assets</b>                |                      |   |  |  |
| Cash equivalents             | \$ 170,577           | \$ 170,577  | \$ 0   | \$ 0   |
| Short-term investments       | \$ 7,966             | \$ 0  | \$ 7,966   | \$ 0   |
| <b>Liabilities</b>           |                      |   |  |  |
| Interest rate swap agreement | \$ (853)             | \$ 0  | \$ (853)   | \$ 0   |

The cash equivalents in the preceding tables represent money market mutual funds.

The short-term investments in the preceding tables represent deposits held by certain foreign subsidiaries of the Company. The deposits have fixed interest rates with maturity dates ranging from three months to one year. There were no unrealized gains or losses associated with these

deposits for the three and nine months ended September 30, 2010 and 2009.



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The interest rate swap agreement in the preceding table was recorded in other accrued expenses and liabilities on the condensed consolidated balance sheet as of December 31, 2009 and was used to hedge a portion of each of the first eight forecasted quarterly variable rate interest payments on the Company's term loan. There was no ineffective portion of the swap agreement for the nine months ended September 30, 2010. The interest rate swap agreement terminated on June 30, 2010.

The pre-tax loss on the Company's derivative financial instrument is categorized in the table below:

| <i>(in thousands)</i>        | <b>Loss Recognized<br/>in<br/>Accumulated<br/>Other<br/>Comprehensive<br/>Income<br/>(Effective Portion)</b> | <b>Three Months Ended<br/>Loss Reclassified from<br/>Accumulated Other<br/>Comprehensive<br/>Income into<br/>Income<br/>Statement<br/>(Effective Portion)</b> | <b>Gain / (Loss)<br/>Recognized in<br/>Income Statement<br/>(Ineffective Portion)</b> |
|------------------------------|--|---|---|
| <b>Cash Flow Hedge</b>       |  |   |   |
| Interest rate swap agreement |  |   |   |
| September 30, 2009           | \$ (274)   | \$ (1,044)  | \$ 0  |

| <i>(in thousands)</i>        | <b>Loss<br/>Recognized<br/>in<br/>Accumulated<br/>Other<br/>Comprehensive<br/>Income<br/>(Effective Portion)</b> | <b>Nine Months Ended<br/>Loss Reclassified from<br/>Accumulated Other<br/>Comprehensive<br/>Income into<br/>Income<br/>Statement<br/>(Effective Portion)</b> | <b>Gain / (Loss)<br/>Recognized in<br/>Income<br/>Statement<br/>(Ineffective Portion)</b> |
|------------------------------|--|--|---|
| <b>Cash Flow Hedge</b>       |  |  |   |
| Interest rate swap agreement |  |  |   |
| September 30, 2010           | \$ (11)  | \$ (864)   | \$ 0  |
| September 30, 2009           | \$ (724)   | \$ (3,087)   | \$ 0  |

The carrying values of cash, accounts receivable, accounts payable, accrued expenses, other accrued liabilities and short-term obligations approximate their fair values because of their short-term nature. The carrying value of long-term debt approximates its fair value due to the variable interest rate underlying the Company's credit facility.

**Table of Contents****10. Geographic Information - Revenue**

Revenue to external customers is attributed to individual countries based upon the location of the customer. Revenue by geographic area is as follows:

| <i>(in thousands)</i> | Three Months Ended    |                       | Nine Months Ended     |                       |
|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                       | September 30,<br>2010 | September 30,<br>2009 | September 30,<br>2010 | September 30,<br>2009 |
| United States         | \$ 44,594             | \$ 43,477             | \$ 134,368            | \$ 123,029            |
| Japan                 | 23,058                | 18,472                | 68,409                | 55,268                |
| Germany               | 14,817                | 17,744                | 44,482                | 50,940                |
| Canada                | 2,047                 | 1,932                 | 6,944                 | 5,421                 |
| Other European        | 32,522                | 29,976                | 97,704                | 84,776                |
| Other international   | 22,805                | 16,586                | 61,756                | 47,089                |
| <b>Total revenue</b>  | <b>\$ 139,843</b>     | <b>\$ 128,187</b>     | <b>\$ 413,663</b>     | <b>\$ 366,523</b>     |

**11. Geographic Information Long-Lived Assets**

Property and equipment by geographic area is as follows:

| <i>(in thousands)</i>               | September 30,<br>2010 | December 31,<br>2009 |
|-------------------------------------|-----------------------|----------------------|
| United States                       | \$ 24,419             | \$ 24,565            |
| India                               | 2,856                 | 2,882                |
| Japan                               | 1,614                 | 1,814                |
| Germany                             | 1,474                 | 1,648                |
| United Kingdom                      | 1,420                 | 1,708                |
| Canada                              | 814                   | 577                  |
| Other European                      | 1,652                 | 1,631                |
| Other international                 | 466                   | 306                  |
| <b>Total property and equipment</b> | <b>\$ 34,715</b>      | <b>\$ 35,131</b>     |

**12. Stock Repurchase Program**

Under the Company's stock repurchase program, the Company repurchased no shares during the nine months ended September 30, 2010. During the nine months ended September 30, 2009, the Company repurchased 2.1 million shares at an average price per share of \$19.28. As of September 30, 2010, 1.3 million shares remain authorized under the Company's stock repurchase program.

**Table of Contents****13. Stock-based Compensation**

Total stock-based compensation expense is as follows:

|  | Three Months Ended       |                          | Nine Months Ended        |                          |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
|  | September<br>30,<br>2010 | September<br>30,<br>2009 | September<br>30,<br>2010 | September<br>30,<br>2009 |
| <i>(in thousands)</i>                          |                          |                          |                          |                          |
| Cost of sales:                                 |                          |                          |                          |                          |
| Software licenses                              | \$ 34                    | \$ 20                    | \$ 99                    | \$ 56                    |
| Maintenance and service                        | 379                      | 259                      | 1,111                    | 740                      |
| Operating expenses:                            |                          |                          |                          |                          |
| Selling, general and administrative            | 2,970                    | 2,058                    | 8,667                    | 5,909                    |
| Research and development                       | 1,360                    | 838                      | 4,026                    | 2,590                    |
| Stock-based compensation expense before taxes  | 4,743                    | 3,175                    | 13,903                   | 9,295                    |
| Related income tax benefits                    | (1,023)                  | (666)                    | (2,983)                  | (1,854)                  |
| Stock-based compensation expense, net of taxes | \$ 3,720                 | \$ 2,509                 | \$ 10,920                | \$ 7,441                 |

The net impact of stock-based compensation reduced third quarter 2010 basic and diluted earnings per share each by \$0.04, and reduced year-to-date 2010 basic and diluted earnings per share each by \$0.12. The net impact of stock-based compensation reduced third quarter 2009 basic and diluted earnings per share each by \$0.03, and reduced year-to-date 2009 basic and diluted earnings per share each by \$0.08.

**14. Contingencies and Commitments**

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including alleged infringement of intellectual property rights, commercial disputes, labor and employment matters, tax audits and other matters. In the opinion of the Company, the resolution of pending matters is not expected to have a material, adverse effect on the Company's consolidated results of operations, cash flows or financial position. However, each of these matters is subject to various uncertainties, and it is possible that an unfavorable resolution of one or more of these proceedings could in the future materially affect the Company's results of operations, cash flows or financial position.

**15. Subsidiary Merger Activities**

To improve the effectiveness of the Company's operations in Japan, during the third quarter of 2010, the Company completed the merger of its Japan subsidiaries. For tax purposes in Japan, this transaction resulted in a step-up in the tax basis of certain assets and liabilities of the merged subsidiary to fair value as of the date of the merger and gave rise to a liability in Japan for a taxable gain of approximately \$76 million. The tax obligation related to this gain will be paid during the fourth quarter of 2010. As of September 30, 2010, this liability and corresponding prepaid tax, which is deductible over the succeeding five-year period in Japan for the stepped-up tax basis of the assets and liabilities, were recognized.

For U.S. tax purposes, this taxable gain in Japan gave rise to a foreign tax credit that will be either carried back to previous U.S. federal tax years as a refund of taxes previously paid or applied to reduce tax payments in future periods. The Company currently expects that a refund of approximately \$15 million will be requested for a portion of this foreign tax credit which can be carried back to reduce the tax obligation of previous years. The remaining portion of this foreign tax credit (approximately \$34 million) will be used to reduce the amount of taxes to be paid in the U.S. for 2010 or future periods. Recognition of this foreign tax credit resulted in a deferred tax credit that will be recognized as a reduction to the Company's U.S. taxes over the same five-year period that the prepaid tax in Japan is recognized.



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**16. Recently Issued Accounting Pronouncements**

***Revenue Recognition for Multiple-Deliverable Arrangements:*** In October 2009, new accounting guidance was issued for revenue arrangements with multiple deliverables that are outside the scope of the software revenue recognition guidance. Under the new accounting guidance, when vendor specific objective evidence or third party evidence for deliverables in an arrangement cannot be determined, a best estimate of the selling price is required to separate deliverables and allocate arrangement consideration using the relative selling price method. The new guidance includes new disclosure requirements on how the application of the relative selling price method affects the timing and amount of revenue recognition. This guidance is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. This guidance does not have a material impact on the Company's financial position, results of operations or cash flows.

***Revenue Recognition for Certain Arrangements that Include Software Elements:*** In October 2009, new accounting guidance was issued for revenue arrangements that include both tangible products and software elements. This new accounting guidance affects companies that sell or lease tangible products in an arrangement that contains software that is more than incidental to the tangible product as a whole. Additionally, clarification is given regarding the guidance to be used in allocating and measuring revenue. This guidance is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. This guidance does not have a material impact on the Company's financial position, results of operations or cash flows.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of

ANSYS, Inc.

Canonsburg, Pennsylvania

We have reviewed the accompanying condensed consolidated balance sheet of ANSYS, Inc. and subsidiaries (the Company) as of September 30, 2010, and the related condensed consolidated statements of income for the three-month and nine-month periods ended September 30, 2010 and 2009, and cash flows for the nine-month periods ended September 30, 2010 and 2009. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of ANSYS, Inc. and subsidiaries as of December 31, 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated February 25, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2009 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania

November 4, 2010

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Overview:**

ANSYS, Inc.'s results for the three months ended September 30, 2010 reflect a revenue increase of 9.1% as compared to the three months ended September 30, 2009, and basic and diluted earnings per share growth of 14.3% and 18.2%, respectively. The Company's results for the nine months ended September 30, 2010 reflect a revenue increase of 12.9% as compared to the nine months ended September 30, 2009, and basic and diluted earnings per share growth of 29.2% and 30.2%, respectively. The Company experienced higher revenues in 2010 from growth in both license and maintenance revenue. In addition, the operating results were favorably impacted by reduced interest expense and the absence in 2010 of \$2.8 million in severance costs related to second and third quarter 2009 global workforce reductions. The 2010 results were also favorably impacted by the absence of \$567,000 and \$7.8 million adverse impacts on revenue in the three and nine months ended September 30, 2009, respectively, related to purchase accounting adjustments to deferred revenue. These favorable items were partially offset by increased operating expenses, including higher incentive compensation, stock-based compensation and third party technical support fees.

To improve the effectiveness of the Company's operations in Japan, during the third quarter of 2010, the Company completed the merger of its Japan subsidiaries. The income tax impact of this merger transaction is expected to have a significant impact on the Company's net income, diluted earnings per share and cash flows in future periods. During the third quarter of 2010, the Company's operating cash flow was increased by approximately \$11 million related to a reduction in income taxes paid. The merger transaction did not impact the Company's net income or diluted earnings per share in the third quarter of 2010. Refer to the section titled, "Liquidity and Capital Resources" for the estimated impact on future cash flows and the discussion titled, "Income Tax Provision" within "Results of Operations" for the estimated impact on future income tax expense.

The Company's non-GAAP results for the three months ended September 30, 2010 reflect a revenue increase of 8.6% as compared to the three months ended September 30, 2009 and diluted earnings per share growth of 13.3%. The Company's non-GAAP results for the nine months ended September 30, 2010 reflect a revenue increase of 10.5% as compared to the nine months ended September 30, 2009 and diluted earnings per share growth of 18.4%. The non-GAAP results exclude the income statement effects of stock-based compensation, purchase accounting adjustments to deferred revenue and acquisition-related amortization of intangible assets. For further disclosure regarding non-GAAP results, see the section titled "Non-GAAP Results" immediately preceding the section titled "Liquidity and Capital Resources".

The Company's financial position includes \$495.8 million in cash and short-term investments, and working capital of \$330.8 million as of September 30, 2010. The Company has outstanding borrowings under its term loan of \$164.8 million.

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ANSYS develops and globally markets engineering simulation software and services widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace, automotive, manufacturing, electronics, biomedical, energy and defense. Headquartered at Southpointe in Canonsburg, Pennsylvania, the Company and its subsidiaries employ over 1,600 people as of September 30, 2010 and focus on the development of open and flexible solutions that enable users to analyze designs directly on the desktop, providing a common platform for fast, efficient and cost-conscious product development, from design concept to final-stage testing and validation. The Company distributes its simulation technologies through a global network of independent channel partners and direct sales offices in strategic, global locations. It is the Company's intention to continue to maintain this mixed sales and distribution model.

The Company licenses its technology to businesses, educational institutions and governmental agencies. Growth in the Company's revenue is affected by the strength of global economies, general business conditions, currency exchange rate fluctuations, customer budgetary constraints and the competitive position of the Company's products. The Company believes that the features, functionality and integrated multiphysics capabilities of its software products are as strong as they have ever been. However, the software business is generally characterized by long sales cycles. These long sales cycles increase the difficulty of predicting sales for any particular quarter. The Company makes many operational and strategic decisions based upon short- and long-term sales forecasts that are impacted not only by these long sales cycles but by current global economic conditions. As a result, the Company believes that its overall performance is best measured by fiscal year results rather than by quarterly results. The impact of the swap agreement on 2010 interest expense was significantly lower than the impact on 2009 interest expense, primarily because the average notional amount of the swap agreement was lower in 2010 than in 2009.

The Company's management considers the competition and price pressure that it faces in the short- and long-term by focusing on expanding the breadth, depth, ease of use and quality of the technologies, features, functionality and integrated multiphysics capabilities of its software products as compared to its competitors; investing in research and development to develop new and innovative products and increase the capabilities of its existing products; supplying new products and services; focusing on customer needs, training, consulting and support; and enhancing its distribution channels. From time to time, the Company also considers acquisitions to supplement its global engineering talent, product offerings and distribution channels.

The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and notes thereto for the three and nine months ended September 30, 2010, and with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2009 filed on the Annual Report on Form 10-K with the Securities and Exchange Commission. The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to fair value of stock awards, bad debts, contract revenue, valuation of goodwill, valuation of intangible assets, income taxes, and contingencies and litigation. The Company bases its estimates on historical experience, market experience, estimated future cash flows and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.



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This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, but not limited to, the following statements, as well as statements that contain such words as anticipates, intends, believes, plans and other similar expressions:

The Company's anticipation that it will continue to make targeted investments in its global sales and marketing organization and its global business infrastructure to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies, and the business in general.

The Company's intentions related to investments in research and development, particularly as it relates to ongoing integration, evolution of its ANSYS® Workbench™ platform and expanding capabilities within its broad portfolio of simulation software technologies.

The Company's plans related to future capital spending.

Statements regarding the Company's expected effective tax rate.

The Company's intentions regarding its mixed sales and distribution model.

The sufficiency of existing cash and cash equivalent balances to meet future working capital, capital expenditure and debt service requirements.

Management's assessment of the ultimate liabilities arising from various investigations, claims and legal proceedings.

The Company's statements regarding the strength of its software products.

The Company's statements regarding increased exposure to volatility of foreign exchange rates and expectations regarding the impact of currency exchange rate fluctuations on revenue and operating income for the quarter ending December 31, 2010.

The Company's intentions related to investments in complementary companies, products, services and technologies.

The Company's expectations regarding the impact of the merger of its Japan subsidiaries on future income tax expense and cash flows from operations.

Forward-looking statements should not be unduly relied upon because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the Company's control. The Company's actual results could differ materially from those set forth in forward-looking statements. Certain factors, among others, that might cause such a difference include risks and uncertainties disclosed in the Company's most recent Annual Report on Form 10-K, Part I, Item 1A. Information regarding new risk factors or material changes to these risk factors have been included within Part II, Item 1A of this Quarterly Report on Form 10-Q.



**Table of Contents****Results of Operations****Three Months Ended September 30, 2010 Compared to Three Months Ended September 30, 2009**Revenue:

| <i>(in thousands, except percentages)</i> | Three Months Ended |                    | Change    |       |
|---|--------------------|--------------------|-----------|-------|
|   | September 30, 2010 | September 30, 2009 | Amount    | %     |
| Revenue:                                  |                    |                    |           |       |
| Lease licenses                            | \$ 46,189          | \$ 45,448          | \$ 741    | 1.6   |
| Perpetual licenses                        | 36,454             | 30,947             | 5,507     | 17.8  |
| Software licenses                         | 82,643             | 76,395             | 6,248     | 8.2   |
| Maintenance                               | 53,170             | 47,713             | 5,457     | 11.4  |
| Service                                   | 4,030              | 4,079              | (49)      | (1.2) |
| Maintenance and service                   | 57,200             | 51,792             | 5,408     | 10.4  |
| Total revenue                             | \$ 139,843         | \$ 128,187         | \$ 11,656 | 9.1   |

The Company's revenue in the quarter ended September 30, 2010 increased 9.1% as compared to the quarter ended September 30, 2009, including increases in license and maintenance revenue. Perpetual license revenue, which is derived entirely from new sales during the applicable quarter, increased 17.8%. This strong growth was partially influenced by an improvement in the global economy as compared to the prior year quarter. The annual maintenance contracts that were sold with the new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous quarters, contributed to maintenance revenue growth of 11.4%. Also contributing to this growth was an improvement in the rate of renewals, including the delayed renewal during the quarter ended September 30, 2010 of maintenance contracts that were due for renewal in previous periods. Lease license revenue increased more modestly at 1.6%. Service revenue for the three months ended September 30, 2010 decreased 1.2% as compared to the three months ended September 30, 2009, primarily the result of reduced revenue from engineering consulting services.

With respect to revenue, on average for the quarter ended September 30, 2010, the U.S. Dollar was approximately 1.7% stronger, when measured against the Company's primary foreign currencies, than for the same quarter of 2009. The U.S. Dollar strengthened against the British Pound and Euro, while it weakened against the Japanese Yen, Indian Rupee, Swedish Krona, Canadian Dollar, Korean Won, Taiwan Dollar and the Chinese Renminbi. The net overall strengthening resulted in decreased revenue and operating income during the quarter ended September 30, 2010, as compared with the same quarter of 2009, of approximately \$1.3 million and \$700,000, respectively.

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A substantial portion of the Company's license and maintenance revenue is derived from annual lease and maintenance contracts. These contracts are generally renewed on an annual basis and typically have a high rate of customer renewal. In addition to the recurring revenue base associated with these contracts, a majority of customers purchasing new perpetual licenses also purchase related annual maintenance contracts. As a result of the significant recurring revenue base, the Company's license and maintenance revenue growth rate in any period does not necessarily correlate to the growth rate of new license and maintenance contracts sold during that period. To the extent the rate of customer renewal for lease and maintenance contracts is high, incremental lease contracts and maintenance contracts sold with new perpetual licenses will result in license and maintenance revenue growth. Conversely, if the rate of renewal for these contracts is adversely affected by economic or other factors, the Company's license and maintenance growth will be adversely affected over the term that the revenue for those contracts would have otherwise been recognized. The Company generally invoices its customers up-front for lease licenses and maintenance contracts. As a result, the Company has no significant backlog of orders received but not invoiced.

International and domestic revenues, as a percentage of total revenue, were 68.1% and 31.9%, respectively, during the quarter ended September 30, 2010, and 66.1% and 33.9%, respectively, during the quarter ended September 30, 2009.

In valuing deferred revenue on the Ansoft Corporation (Ansoft) balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. Although this purchase accounting requirement had no impact on the Company's business or cash flow, the Company's reported revenue under accounting principles generally accepted in the United States, primarily for the first 12 months post-acquisition, was less than the sum of what would otherwise have been reported by Ansoft and ANSYS absent the acquisition. The impact on reported revenue for the quarter ended September 30, 2009 was \$100,000 for lease license revenue and \$450,000 for maintenance revenue; there was no meaningful impact for the three months ended September 30, 2010.

**Table of Contents**Cost of Sales and Gross Profit:

| <i>(in thousands, except percentages)</i> | Three Months Ended September 30,<br>2010 |                 | 2009       |                 | Change    |         |
|---|--|-----------------|------------|-----------------|-----------|---------|
|   | Amount                                   | % of<br>Revenue | Amount     | % of<br>Revenue | Amount    | %       |
| Cost of sales:                            |  |                 |            |                 |           |         |
| Software licenses                         | \$ 2,555                                 | 1.8             | \$ 2,417   | 1.9             | \$ 138    | 5.7     |
| Amortization                              | 8,180                                    | 5.8             | 9,005      | 7.0             | (825)     | (9.2)   |
| Maintenance and service                   | 14,544                                   | 10.4            | 12,295     | 9.6             | 2,249     | 18.3    |
| Restructuring charges                     | 0  | 0.0             | 172        | 0.1             | (172)     | (100.0) |
| Total cost of sales                       | 25,279                                   | 18.1            | 23,889     | 18.6            | 1,390     | 5.8     |
| Gross profit                              | \$ 114,564                               | 81.9            | \$ 104,298 | 81.4            | \$ 10,266 | 9.8     |

The change in cost of sales is primarily due to the following:

Increase in salary and headcount-related costs, including incentive compensation, of \$800,000.

Decrease in amortization of \$800,000.

Increase in third party technical support fees of \$700,000.

One-time charge of approximately \$900,000 (\$400,000 of which was charged to Cost of Maintenance and Service expenses) related to the withdrawal from an existing employee benefit plan as a result of restructuring the Company's Japan subsidiaries.

Decrease in restructuring charges of \$172,000 associated with 2009 workforce reduction activities.

The improvement in gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

**Table of Contents**Operating Expenses:

| (in thousands, except percentages)  | 2010      |              | 2009      |              | Change   |         |
|-------------------------------------|-----------|--------------|-----------|--------------|----------|---------|
|                                     | Amount    | % of Revenue | Amount    | % of Revenue | Amount   | %       |
| Operating expenses:                 |           |              |           |              |          |         |
| Selling, general and administrative | \$ 36,954 | 26.4         | \$ 31,719 | 24.7         | \$ 5,235 | 16.5    |
| Research and development            | 21,696    | 15.5         | 19,462    | 15.2         | 2,234    | 11.5    |
| Amortization                        | 4,037     | 2.9          | 4,115     | 3.2          | (78)     | (1.9)   |
| Restructuring charges               | 0         | 0.0          | 1,370     | 1.1          | (1,370)  | (100.0) |
| Total operating expenses            | \$ 62,687 | 44.8         | \$ 56,666 | 44.2         | \$ 6,021 | 10.6    |

Selling, General and Administrative: The increase in selling, general and administrative costs was a result of increased incentive compensation of \$2.3 million, increased stock-based compensation expense of \$900,000, increased discretionary marketing costs of \$600,000, increased maintenance-related costs of \$400,000 and increased business travel expenses, consulting costs and third party commissions each of \$300,000. In addition, the Company incurred a one-time charge of approximately \$900,000 (\$500,000 of which was charged to Selling, General and Administrative expenses) related to the withdrawal from an existing employee benefit plan as a result of restructuring the Company's Japan subsidiaries. These increases were partially offset by decreased bad debt expense of \$600,000.

The Company anticipates that it will continue to make targeted investments in its global sales and marketing organization and its global business infrastructure to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies, and the business in general.

Research and Development: The increase in research and development costs was a result of increased salary and headcount-related costs, including incentive compensation, of \$1.0 million, increased stock-based compensation expense of \$500,000 and increased maintenance-related costs of \$400,000.

The Company has traditionally invested significant resources in research and development activities and intends to continue to make investments in this area, particularly as it relates to ongoing integration, evolution of its ANSYS® Workbench™ platform and expanding capabilities within its broad portfolio of simulation software technologies.

Amortization: The decrease in amortization expense was a result of a \$100,000 decrease in amortization of an acquired customer list.

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**Restructuring Charges:** The Company incurred operating restructuring charges of \$1.4 million during the quarter ended September 30, 2009 associated with workforce reduction activities that related to the Company's ongoing effort to manage expenses and cost structure.

**Interest Expense:** The Company's interest expense consists of the following:

| <i>(in thousands)</i>                         | Three Months Ended    |                       |
|---|-----------------------|-----------------------|
|   | September 30,<br>2010 | September 30,<br>2009 |
| Bank interest on term loan                    | \$ 558                | \$ 890                |
| Realized loss on interest rate swap agreement | 0                     | 1,044                 |
| Amortization of debt financing costs          | 256                   | 295                   |
| Other   | 88                    | 84                    |
| Total interest expense                        | \$ 902                | \$ 2,313              |

The decreased interest expense shown above for the 2010 period is primarily a result of a lower weighted average effective interest rate of 1.28% in the quarter ended September 30, 2010 as compared to 3.18% in the quarter ended September 30, 2009 and a lower average outstanding debt balance.

**Interest Income:** Interest income for the quarter ended September 30, 2010 was \$491,000 as compared to \$425,000 during the quarter ended September 30, 2009. Interest income increased as a result of an increase in invested cash balances, partially offset by a decline in interest rates in the 2010 period as compared to the 2009 period.

**Other (Expense) Income, net:** The Company recorded other expense of \$574,000 during the quarter ended September 30, 2010 as compared to other income of \$54,000 during the quarter ended September 30, 2009. The net change was primarily the result of foreign currency transaction gains and losses. As the Company's presence in foreign locations continues to expand, the Company will have increased exposure to volatility of foreign exchange rates for the foreseeable future.

**Income Tax Provision:** The Company recorded income tax expense of \$14.8 million and had income before income taxes of \$50.9 million for the quarter ended September 30, 2010. This represents an effective tax rate of 29.0% in the third quarter of 2010. During the quarter ended September 30, 2009, the Company recorded income tax expense of \$15.3 million and had income before income taxes of \$45.8 million. The Company's effective tax rate was 33.3% in the third quarter of 2009.

The Company's 2010 effective tax rate does not reflect the benefit associated with the U.S. research and experimentation credit as this benefit was phased out for periods after December 31, 2009 and has not yet been reinstated. In addition, significant changes have been proposed to the U.S. international tax laws that could limit the U.S. deductions for expenses related to un-repatriated foreign-source income and modify the U.S. foreign tax credit. The Company cannot determine whether these proposals will be enacted into law or what, if any, changes may be made to such proposals prior to their being enacted into law. If the U.S. tax laws change in a manner that increases the Company's tax obligation, it could result in an adverse impact on the Company's net income and cash flows.

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When compared to the federal and state combined statutory rate, these rates are favorably impacted by lower statutory tax rates in many of the Company's foreign jurisdictions, domestic manufacturing deductions, and research and experimentation credits. These rates are also impacted by charges or benefits associated with the Company's uncertain tax positions.

In September 2010, the Company completed the merger of its Japan subsidiaries. As a result of this merger, the Company expects that its future income tax expense will be reduced by the following amounts:

|         | <b>Estimated Reduction in</b> |
|---------|-------------------------------|
|         | <b>Income Tax Expense</b>     |
| Q4 2010 | \$1.9 - \$2.0 million         |
| FY 2011 | \$7.0 - \$8.0 million         |
| FY 2012 | \$7.0 - \$8.0 million         |
| FY 2013 | \$7.0 - \$8.0 million         |
| FY 2014 | \$7.0 - \$8.0 million         |
| FY 2015 | \$5.0 - \$6.0 million         |

The Company currently expects that the effective tax rate will be in the range of 30% - 32% for the year ending December 31, 2010.

Net Income: The Company's net income in the third quarter of 2010 was \$36.1 million as compared to net income of \$30.5 million in the third quarter of 2009. Diluted earnings per share was \$0.39 in the third quarter of 2010 and \$0.33 in the third quarter of 2009. The weighted average shares used in computing diluted earnings per share were 93.2 million in the third quarter of 2010 and 91.6 million in the third quarter of 2009.



**Table of Contents****Results of Operations****Nine Months Ended September 30, 2010 Compared to Nine Months Ended September 30, 2009**Revenue:

| <i>(in thousands, except percentages)</i> | Nine Months Ended  |                    | Change    |       |
|---|--------------------|--------------------|-----------|-------|
|   | September 30, 2010 | September 30, 2009 | Amount    | %     |
| Revenue:                                  |                    |                    |           |       |
| Lease licenses                            | \$ 135,692         | \$ 133,693         | \$ 1,999  | 1.5   |
| Perpetual licenses                        | 110,281            | 86,327             | 23,954    | 27.7  |
| Software licenses                         | 245,973            | 220,020            | 25,953    | 11.8  |
| Maintenance                               | 154,670            | 132,933            | 21,737    | 16.4  |
| Service                                   | 13,020             | 13,570             | (550)     | (4.1) |
| Maintenance and service                   | 167,690            | 146,503            | 21,187    | 14.5  |
| Total revenue                             | \$ 413,663         | \$ 366,523         | \$ 47,140 | 12.9  |

The Company's revenue for the nine months ended September 30, 2010 increased 12.9% as compared to the nine months ended September 30, 2009, including increases in license and maintenance revenue. Perpetual license revenue, which is derived entirely from new sales during the applicable period, increased 27.7%. This strong growth was partially influenced by an improvement in the global economy as compared to the prior year period. The annual maintenance contracts that were sold with the new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous quarters, contributed to maintenance revenue growth of 16.4%. Also contributing to this growth was an improvement in the rate of renewals, including the delayed renewal during the nine-month period ended September 30, 2010 of maintenance contracts that were due for renewal in previous periods. Lease license revenue increased more modestly at 1.5%. Service revenue for the nine months ended September 30, 2010 decreased 4.1% as compared to the nine months ended September 30, 2009, primarily the result of reduced revenue from engineering consulting services.

With respect to revenue, on average for the nine-month period ended September 30, 2010, the U.S. Dollar was approximately 0.6% weaker, when measured against the Company's primary foreign currencies, than for the same nine-month period of 2009. The U.S. Dollar weakened against the Japanese Yen, Indian Rupee, Swedish Krona, Canadian Dollar, Korean Won, Taiwan Dollar and the Chinese Renminbi, while it strengthened against the British Pound and the Euro. The net overall weakening resulted in increased revenue and operating income during the nine-month period ended September 30, 2010, as compared with the same nine-month period of 2009, of approximately \$1.2 million and \$300,000, respectively.

International and domestic revenues, as a percentage of total revenue, were 67.5% and 32.5%, respectively, during the nine months ended September 30, 2010, and 66.4% and 33.6%, respectively, during the nine months ended September 30, 2009.

In accordance with the accounting requirements applicable to deferred revenue acquired in a business combination, acquired deferred revenue was recorded on the Ansoft opening balance sheet at an amount lower than the historical carrying value. The impact on reported revenue for the nine months ended September 30, 2009 was \$1.0 million for lease license revenue and \$6.8 million for maintenance revenue; there was no meaningful impact for the nine months ended September 30, 2010.

**Table of Contents**Cost of Sales and Gross Profit:

| <i>(in thousands, except percentages)</i> | Nine Months Ended September 30,<br>2010 |                 | 2009       |                 | Change    |         |
|---|---|-----------------|------------|-----------------|-----------|---------|
|   | Amount                                  | % of<br>Revenue | Amount     | % of<br>Revenue | Amount    | %       |
| Cost of sales:                            |   |                 |            |                 |           |         |
| Software licenses                         | \$ 7,474                                | 1.8             | \$ 7,083   | 1.9             | \$ 391    | 5.5     |
| Amortization                              | 24,572                                  | 5.9             | 27,002     | 7.4             | (2,430)   | (9.0)   |
| Maintenance and service                   | 42,026                                  | 10.2            | 36,820     | 10.0            | 5,206     | 14.1    |
| Restructuring charges                     | 0                                       | 0.0             | 670        | 0.2             | (670)     | (100.0) |
| Total cost of sales                       | 74,072                                  | 17.9            | 71,575     | 19.5            | 2,497     | 3.5     |
| Gross profit                              | \$ 339,591                              | 82.1            | \$ 294,948 | 80.5            | \$ 44,643 | 15.1    |

The change in cost of sales is primarily due to the following:

Increase in salary and headcount-related costs, including incentive compensation, of \$2.1 million.

Decrease in amortization of \$2.5 million.

Increase in third party technical support fees of \$1.9 million.

Decrease in restructuring charges of \$670,000 associated with 2009 workforce reduction activities.

One-time charge of approximately \$900,000 (\$400,000 of which was charged to Cost of Maintenance and Service expenses) related to the withdrawal from an existing employee benefit plan as a result of restructuring the Company's Japan subsidiaries.

Increase in stock-based compensation expense of \$400,000.

Increase in business travel expenses of \$300,000.

The improvement in gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

**Table of Contents**Operating Expenses:

|                                     | Nine Months Ended September 30, |              |            |              | Change    |         |
|-------------------------------------|---------------------------------|--------------|------------|--------------|-----------|---------|
|                                     | 2010                            | 2009         | 2010       | 2009         | 2010      | 2009    |
| (in thousands, except percentages)  | Amount                          | % of Revenue | Amount     | % of Revenue | Amount    | %       |
| Operating expenses:                 |                                 |              |            |              |           |         |
| Selling, general and administrative | \$ 108,161                      | 26.1         | \$ 98,114  | 26.8         | \$ 10,047 | 10.2    |
| Research and development            | 65,673                          | 15.9         | 59,401     | 16.2         | 6,272     | 10.6    |
| Amortization                        | 11,874                          | 2.9          | 12,134     | 3.3          | (260)     | (2.1)   |
| Restructuring charges               | 0                               | 0.0          | 2,178      | 0.6          | (2,178)   | (100.0) |
| Total operating expenses            | \$ 185,708                      | 44.9         | \$ 171,827 | 46.9         | \$ 13,881 | 8.1     |

Selling, General and Administrative: The increase in selling, general and administrative costs was primarily a result of increased incentive compensation of \$6.1 million, increased stock-based compensation expense of \$2.8 million, increased third party commissions of \$600,000 and increased business travel expenses and maintenance-related costs each of \$500,000. In addition, the Company incurred a one-time charge of approximately \$900,000 (\$500,000 of which was charged to Selling, General and Administrative expenses) related to the withdrawal from an existing employee benefit plan as a result of restructuring the Company's Japan subsidiaries. These increases were partially offset by decreased salary costs of \$1.0 million and decreased office lease expense and bad debt expense each of \$600,000.

Research and Development: The increase in research and development costs was primarily a result of increased salary and headcount-related costs, including incentive compensation, of \$4.2 million, increased stock-based compensation expense of \$1.4 million and increased maintenance-related costs of \$600,000.

Amortization: The decrease in amortization expense was a result of a \$300,000 decrease in amortization of an acquired customer list.

Restructuring Charges: The Company incurred operating restructuring charges of \$2.2 million during the nine months ended September 30, 2009 associated with workforce reduction activities that related to the Company's ongoing effort to manage expenses and cost structure.

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Interest Expense: The Company's interest expense consists of the following:

| <i>(in thousands)</i>                         | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|
|   | September 30,<br>2010 | September 30,<br>2009 |
| Bank interest on term loan                    | \$ 1,659              | \$ 4,252              |
| Realized loss on interest rate swap agreement | 864                   | 3,087                 |
| Amortization of debt financing costs          | 873                   | 942                   |
| Other   | 300                   | 250                   |
| Total interest expense                        | \$ 3,696              | \$ 8,531              |

The decreased interest expense shown above for the 2010 period is primarily a result of a lower weighted average effective interest rate of 1.66% in the nine months ended September 30, 2010 as compared to 3.68% in the nine months ended September 30, 2009 and a lower average outstanding debt balance.

The Company's interest rate swap agreement was utilized to hedge a portion of each of the first eight forecasted quarterly variable rate interest payments on the Company's term loan. Under the swap agreement, the Company received the variable, three-month LIBOR rate required under its term loan and paid a fixed LIBOR interest rate of 3.32% on the notional amount. This swap agreement resulted in additional interest expense during the nine months ended September 30, 2010 because the weighted average, three-month LIBOR rate was 0.26% as compared to the fixed LIBOR rate of 3.32%. The impact of the swap agreement on 2010 interest expense was significantly lower than the impact on 2009 interest expense, primarily because the average notional amount of the swap agreement was lower in 2010 than in 2009.

Interest Income: Interest income for the nine months ended September 30, 2010 was \$1.3 million as compared to \$1.4 million for the nine months ended September 30, 2009. Interest income decreased as a result of a decline in interest rates in the 2010 period as compared to the 2009 period, partially offset by an increase in invested cash balances.

Other Expense, net: The Company recorded other expense of \$942,000 during the nine months ended September 30, 2010 as compared to other expense of \$1.3 million during the nine months ended September 30, 2009. The net change was primarily the result of foreign currency transaction gains and losses.

Income Tax Provision: The Company recorded income tax expense of \$46.5 million and had income before income taxes of \$150.5 million for the nine months ended September 30, 2010. This represents an effective tax rate of 30.9% for the nine months ended September 30, 2010. During the nine months ended September 30, 2009, the Company recorded income tax expense of \$35.9 million and had income before income taxes of \$114.7 million. The Company's effective tax rate was 31.3% for the nine months ended September 30, 2009.

The Company's 2010 effective tax rate does not reflect the benefit associated with the U.S. research and experimentation credit as this benefit was phased out for periods after December 31, 2009 and has not yet been reinstated.

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When compared to the federal and state combined statutory rate, these rates are favorably impacted by lower statutory tax rates in many of the Company's foreign jurisdictions, domestic manufacturing deductions, and research and experimentation credits. These rates are also impacted by charges or benefits associated with the Company's uncertain tax positions.

In September 2010, the Company completed the merger of its Japan subsidiaries. As a result of this merger, the Company expects that its future income tax expense will be reduced by the following amounts:

|         | <b>Estimated Reduction in</b> |
|---------|-------------------------------|
|         | <b>Income Tax Expense</b>     |
| Q4 2010 | \$1.9 - \$2.0 million         |
| FY 2011 | \$7.0 - \$8.0 million         |
| FY 2012 | \$7.0 - \$8.0 million         |
| FY 2013 | \$7.0 - \$8.0 million         |
| FY 2014 | \$7.0 - \$8.0 million         |
| FY 2015 | \$5.0 - \$6.0 million         |

The Company currently expects that the effective tax rate will be in the range of 30% - 32% for the year ending December 31, 2010.

**Net Income:** The Company's net income for the nine months ended September 30, 2010 was \$104.0 million as compared to net income of \$78.8 million for the nine months ended September 30, 2009. Diluted earnings per share was \$1.12 in the nine months ended September 30, 2010 and \$0.86 in the nine months ended September 30, 2009. The weighted average shares used in computing diluted earnings per share were 93.0 million and 91.6 million during the nine months ended September 30, 2010 and 2009, respectively.

**Table of Contents****Non-GAAP Results**

The Company provides non-GAAP revenue, non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share as supplemental measures to generally accepted accounting principles ( GAAP ) regarding the Company s operational performance. These financial measures exclude the impact of certain items and, therefore, have not been calculated in accordance with GAAP. A detailed explanation and a reconciliation of each non-GAAP financial measure to its most comparable GAAP financial measure are included below.

| <i>(in thousands, except percentages and per share data)</i> | Three Months Ended |                      |            |                    |                      |            |
|--|--------------------|----------------------|------------|--------------------|----------------------|------------|
|  | September 30, 2010 |                      |            | September 30, 2009 |                      |            |
|  | As Reported        | Non-GAAP Adjustments | Results    | As Reported        | Non-GAAP Adjustments | Results    |
| Total revenue  | \$ 139,843         |                      | \$ 139,843 | \$ 128,187         | \$ 567(3)            | \$ 128,754 |
| Operating income   | 51,877             | \$ 16,960(1)         | 68,837     | 47,632             | 16,777(4)            | 64,409     |
| Operating profit margin                                      | 37.1%              |                      | 49.2%      | 37.2%              |                      | 50.0%      |
| Net income   | \$ 36,130          | \$ 11,294(2)         | \$ 47,424  | \$ 30,529          | \$ 10,884(5)         | \$ 41,413  |
| Earnings per share diluted:                                  |                    |                      |            |                    |                      |            |
| Diluted earnings per share                                   | \$ 0.39            |                      | \$ 0.51    | \$ 0.33            |                      | \$ 0.45    |
| Weighted average shares diluted                              | 93,212             |                      | 93,212     | 91,640             |                      | 91,640     |

- (1) Amount represents \$12.2 million of amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list, trademarks and non-compete agreements, as well as a \$4.7 million charge for stock-based compensation.
- (2) Amount represents the impact of the adjustments to operating income referred to in (1) above, adjusted for the related income tax impact of \$5.7 million.
- (3) Amount represents the revenue not reported during the period as a result of the purchase accounting adjustment associated with accounting for deferred revenue in business combinations.
- (4) Amount represents \$13.0 million of amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list, trademarks and non-compete agreements, a \$3.2 million charge for stock-based compensation, as well as the \$567,000 adjustment to revenue as reflected in (3) above.
- (5) Amount represents the impact of the adjustments to operating income referred to in (4) above, adjusted for the related income tax impact of \$5.9 million.

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| <i>(in thousands, except percentages and per share data)</i> | September 30, 2010 |                      | Nine Months Ended |             |                      |            |
|--|--------------------|----------------------|-------------------|-------------|----------------------|------------|
|  | As Reported        | Non-GAAP Adjustments | Results           | As Reported | Non-GAAP Adjustments | Results    |
| Total revenue  | \$ 413,663         |                      | \$ 413,663        | \$ 366,523  | \$ 7,830(3)          | \$ 374,353 |
| Operating income   | 153,883            | \$ 50,320(1)         | 204,203           | 123,121     | 56,004(4)            | 179,125    |
| Operating profit margin                                      | 37.2%              |                      | 49.4%             | 33.6%       |                      | 47.8%      |
| Net income   | \$ 103,992         | \$ 33,498(2)         | \$ 137,490        | \$ 78,761   | \$ 36,024(5)         | \$ 114,785 |
| Earnings per share diluted:                                  |                    |                      |                   |             |                      |            |
| Diluted earnings per share                                   | \$ 1.12            |                      | \$ 1.48           | \$ 0.86     |                      | \$ 1.25    |
| Weighted average shares diluted                              | 93,044             |                      | 93,044            | 91,621      |                      | 91,621     |

- (1) Amount represents \$36.4 million of amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list, trademarks and non-compete agreements, as well as a \$13.9 million charge for stock-based compensation.
- (2) Amount represents the impact of the adjustments to operating income referred to in (1) above, adjusted for the related income tax impact of \$16.8 million.
- (3) Amount represents the revenue not reported during the period as a result of the purchase accounting adjustment associated with accounting for deferred revenue in business combinations.
- (4) Amount represents \$38.9 million of amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list, trademarks and non-compete agreements, a \$9.3 million charge for stock-based compensation, as well as the \$7.8 million adjustment to revenue as reflected in (3) above.
- (5) Amount represents the impact of the adjustments to operating income referred to in (4) above, adjusted for the related income tax impact of \$20.0 million.

**Non-GAAP Measures**

Management uses non-GAAP financial measures (a) to evaluate the Company's historical and prospective financial performance as well as its performance relative to its competitors, (b) to set internal sales targets and spending budgets, (c) to allocate resources, (d) to measure operational profitability and the accuracy of forecasting, (e) to assess financial discipline over operational expenditures and (f) as an important factor in determining variable compensation for management and its employees. In addition, many financial analysts that follow the Company focus on and publish both historical results and future projections based on non-GAAP financial measures. The Company believes that it is in the best interest of its investors to provide this information to analysts so that they accurately report the non-GAAP financial information. Moreover, investors have historically requested and the Company has historically reported these non-GAAP financial measures as a means of providing consistent and comparable information with past reports of financial results.

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While management believes that these non-GAAP financial measures provide useful supplemental information to investors, there are limitations associated with the use of these non-GAAP financial measures. These non-GAAP financial measures are not prepared in accordance with GAAP, are not reported by all of the Company's competitors and may not be directly comparable to similarly titled measures of the Company's competitors due to potential differences in the exact method of calculation. The Company compensates for these limitations by using these non-GAAP financial measures as supplements to GAAP financial measures and by reviewing the reconciliations of the non-GAAP financial measures to their most comparable GAAP financial measures.

The adjustments to these non-GAAP financial measures, and the basis for such adjustments, are outlined below:

**Purchase accounting for deferred revenue and its related tax impact.** The Company acquired Ansoft Corporation on July 31, 2008. In accordance with the fair value provisions applicable to the accounting for business combinations, acquired deferred revenue of approximately \$7.5 million was recorded on the opening balance sheet, which was approximately \$23.5 million lower than the historical carrying value. Although this purchase accounting requirement had no impact on the Company's business or cash flow, it adversely impacted the Company's reported GAAP revenue primarily for the first twelve months post-acquisition. In order to provide investors with financial information that facilitates comparison of both historical and future results, the Company has provided non-GAAP financial measures which exclude the impact of the purchase accounting adjustment. The Company believes that this non-GAAP financial adjustment is useful to investors because it allows investors to (a) evaluate the effectiveness of the methodology and information used by management in its financial and operational decision-making and (b) to compare past and future reports of financial results of the Company as the revenue reduction related to acquired deferred revenue will not recur when related annual lease licenses and software maintenance contracts are renewed in future periods.

**Amortization of intangibles from acquisitions and its related tax impact.** The Company incurs amortization of intangibles, included in its GAAP presentation of amortization expense, related to various acquisitions it has made in recent years. Management excludes these expenses and their related tax impact for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company because these costs are fixed at the time of an acquisition, are then amortized over a period of several years after the acquisition and generally cannot be changed or influenced by management after the acquisition. Accordingly, management does not consider these expenses for purposes of evaluating the performance of the Company during the applicable time period after the acquisition, and it excludes such expenses when making decisions to allocate resources. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the effectiveness of the methodology and information used by management in its financial and operational decision-making and (b) compare past reports of financial results of the Company as the Company has historically reported these non-GAAP financial measures.



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**Stock-based compensation expense and its related tax impact.** The Company incurs expense related to stock-based compensation included in its GAAP presentation of cost of software licenses, cost of maintenance and service, research and development expense and selling, general and administrative expense. Although stock-based compensation is an expense of the Company and viewed as a form of compensation, management excludes these expenses for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company. Specifically, the Company excludes stock-based compensation during its annual budgeting process and its quarterly and annual assessments of the Company's and management's performance. The annual budgeting process is the primary mechanism whereby the Company allocates resources to various initiatives and operational requirements. Additionally, the annual review by the board of directors during which it compares the Company's historical business model and profitability as it relates to the planned business model and profitability for the forthcoming year excludes the impact of stock-based compensation. In evaluating the performance of senior management and department managers, charges related to stock-based compensation are excluded from expenditure and profitability results. In fact, the Company records stock-based compensation expense into a stand-alone cost center for which no single operational manager is responsible or accountable. In this way, management is able to review on a period-to-period basis each manager's performance and assess financial discipline over operational expenditures without the effect of stock-based compensation. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the Company's operating results and the effectiveness of the methodology used by management to review the Company's operating results, and (b) review historical comparability in its financial reporting, as well as comparability with competitors' operating results.

Non-GAAP financial measures are not in accordance with, or an alternative for, generally accepted accounting principles in the United States. The Company's non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP financial measures, and should be read only in conjunction with the Company's consolidated financial statements prepared in accordance with GAAP.

The Company has provided a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures as listed below:

**GAAP Reporting Measure**

Revenue  
Operating Profit  
Operating Profit Margin  
Net Income  
Diluted Earnings Per Share

**Non-GAAP Reporting Measure**

Non-GAAP Revenue  
Non-GAAP Operating Profit  
Non-GAAP Operating Profit Margin  
Non-GAAP Net Income  
Non-GAAP Diluted Earnings Per Share

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**Liquidity and Capital Resources**

**Cash, cash equivalents and short-term investments:** As of September 30, 2010, the Company had cash, cash equivalents and short-term investments totaling \$495.8 million and working capital of \$330.8 million as compared to cash, cash equivalents and short-term investments of \$343.8 million and working capital of \$248.7 million at December 31, 2009.

Cash and cash equivalents consist primarily of highly liquid investments such as money market mutual funds and deposits held at major banks. Short-term investments consist primarily of deposits held by certain foreign subsidiaries of the Company with original maturities of three months to one year. The increase in cash, cash equivalents and short-term investments at September 30, 2010 in comparison to December 31, 2009 was primarily due to cash generated from the Company's operating activities. Cash, cash equivalents and short-term investments include \$235.5 million held by the Company's foreign subsidiaries as of September 30, 2010. The amount of cash, cash equivalents and short-term investments held by these subsidiaries is subject to translation adjustments caused by changes in foreign currency exchange rates as of the end of each respective reporting period (the offset to which is recorded to accumulated other comprehensive income in the Company's consolidated balance sheet).

**Cash flows from operating activities:** The net \$63.4 million increase in operating cash flows in the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009 was primarily related to:

A \$38.7 million increase in cash flows from operating assets and liabilities whereby these fluctuations produced a net cash inflow of \$56.2 million during the nine months ended September 30, 2010 compared to \$17.5 million during the nine months ended September 30, 2009.

Included in the \$56.2 million net cash inflow above was a reduction of approximately \$11 million in the amount of income tax payments that otherwise would have been made in the third quarter as a result of the tax impact associated with the merger of the Company's Japan subsidiaries.

An increase in net income of \$25.2 million from \$78.8 million for the nine months ended September 30, 2009 to \$104.0 million for the nine months ended September 30, 2010.

A decrease in other non-cash operating adjustments of \$600,000 from \$32.5 million for the nine months ended September 30, 2009 to \$31.9 million for the nine months ended September 30, 2010.

**Cash flows from investing activities:** The Company's investing activities used net cash of \$2.2 million for the nine months ended September 30, 2010 as compared to \$1.2 million for the nine months ended September 30, 2009. Total capital spending was \$9.2 million in 2010 and \$6.4 million in 2009. In 2010, maturing short-term investments exceeded purchases by \$6.9 million. In 2009, maturing short-term investments exceeded purchases by \$5.2 million. The Company currently plans capital spending of approximately \$13.0 million to \$17.0 million during fiscal year 2010 as compared to \$8.3 million of capital spending during fiscal year 2009. However, the level of spending will be dependent upon various factors, including growth of the business and general economic conditions.

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***Cash flows from financing activities:*** Financing activities used cash of \$38.1 million and \$72.7 million for the nine months ended September 30, 2010 and 2009, respectively. This change of \$34.6 million was primarily a result of \$39.9 million spent during 2009 to repurchase 2.1 million shares of treasury stock at an average price of \$19.28 per share. Also contributing to the change were additional proceeds in 2010 from the exercise of stock options of \$6.3 million and an increase in cash provided by excess tax benefits from stock options of \$1.3 million, partially offset by a \$13.0 million increase in principal payments on long-term debt in 2010 as compared to 2009.

The credit agreement associated with the Ansoft acquisition includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness. As of September 30, 2010, the Company is in compliance with all financial covenants as stated in the credit agreement.

The Company believes that existing cash and cash equivalent balances of \$494.7 million, together with cash generated from operations, will be sufficient to meet the Company's working capital, capital expenditure and debt service requirements through the next twelve months. The Company's cash requirements in the future may also be financed through additional equity or debt financings. There can be no assurance that such financings can be obtained on favorable terms, if at all.

The Company continues to generate positive cash flows from operating activities and believes that the best use of its excess cash is to repay its long-term debt, to invest in the business and, under certain favorable conditions, to repurchase stock. Additionally, the Company has in the past and expects in the future to acquire or make investments in complementary companies, products, services and technologies. Any future acquisitions may be funded by available cash and investments, cash generated from operations, existing or additional credit facilities, or from the issuance of additional securities.

The Company has a \$4.7 million line of credit available on a purchase card.

In addition to the favorable impact on 2010 operating cash flows that is discussed above, the merger of the Company's Japan subsidiaries is expected to adversely impact the Company's cash flow from operations during the fourth quarter of 2010 by approximately \$58 - \$63 million as a result of the required tax payments associated with the gain on the merger transaction. The merger is expected to favorably impact the Company's cash flow from operations in future periods as follows:

|              |  |
|--------------|--|
| 2011:        | Favorable impact of \$38 - \$42 million          |
| 2012 - 2014: | Favorable impact of \$14 - \$16 million per year |
| 2015:        | Favorable impact of \$10 - \$12 million          |

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### **Off-Balance Sheet Arrangements**

The Company does not have any special purpose entities or off-balance sheet financing.

### **Contractual Obligations**

There were no material changes to the Company's significant contractual obligations during the nine months ended September 30, 2010 as compared to those previously reported in Management's Discussion and Analysis of Financial Condition and Results of Operations within the Company's most recent Annual Report on Form 10-K.

### **Critical Accounting Policies and Estimates**

No significant changes have occurred to the Company's critical accounting policies and estimates as previously reported within Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's most recent Annual Report on Form 10-K.

During the first quarter of 2010, the Company completed the annual impairment test for goodwill and intangible assets with indefinite lives and determined that these assets had not been impaired as of the test date, January 1, 2010. As of the test date, the fair value of the Company's reporting unit substantially exceeded its carrying value. No events occurred or circumstances changed during the nine months ended September 30, 2010 that would indicate that the fair value of the Company's reporting unit is below its carrying amount.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

**Interest Income Rate Risk.** Changes in the overall level of interest rates affect the interest income that is generated from the Company's cash and short-term investments. For the three and nine months ended September 30, 2010, total interest income was \$491,000 and \$1.3 million, respectively. Cash and cash equivalents consist primarily of highly liquid investments such as money market mutual funds and deposits held at major banks.

**Interest Expense Rate Risk.** In connection with the Ansoft acquisition, the Company entered into a \$355.0 million term loan with variable interest rates as of July 31, 2008. The term loan is scheduled to mature on July 31, 2013 and provides for tiered pricing with the initial rate at the prime rate + 0.50%, or the LIBOR rate + 1.50%, with step downs permitted after the initial six months under the credit agreement down to a flat prime rate or the LIBOR rate + 0.75%. Such tiered pricing is determined by the Company's consolidated leverage ratio. The credit agreement includes quarterly financial covenants, requiring the Company to maintain certain financial ratios and, as is customary for facilities of this type, certain events of default that permit the acceleration of the loan. Borrowings outstanding under this facility totaled \$164.8 million as of September 30, 2010.

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The Company entered into an interest rate swap agreement in order to hedge a portion of each of the first eight forecasted quarterly variable rate interest payments on the Company's term loan. Under the swap agreement, the Company received the variable, three-month LIBOR rate required under its term loan and paid a fixed LIBOR interest rate of 3.32% on the notional amount. The initial notional amount of \$300.0 million was amortized equally at an amount of \$37.5 million per quarter over eight quarters through June 30, 2010. The interest rate swap agreement terminated on June 30, 2010.

For the three and nine months ended September 30, 2010, the Company recorded interest expense related to the term loan at weighted average interest rates of 1.28% and 1.66%, respectively. If the Company did not enter into the interest rate swap agreement, the weighted average interest rate would have been 1.10% for the nine months ended September 30, 2010. There was no swap-related impact to the weighted average interest rate for the three months ended September 30, 2010 as the interest rate swap agreement terminated on June 30, 2010.

For the three and nine months ended September 30, 2009, the Company recorded interest expense related to the term loan at weighted average interest rates of 3.18% and 3.68%, respectively. If the Company did not enter into the interest rate swap agreement, the weighted average interest rates would have been 1.46% and 2.13% for the three and nine months ended September 30, 2009, respectively. The interest expense on the term loan and amortization related to debt financing costs were as follows:

| <i>(in thousands)</i>  | Three Months Ended |              |                    |              |
|--|--------------------|--------------|--------------------|--------------|
|  | September 30, 2010 |              | September 30, 2009 |              |
|  | Interest Expense   | Amortization | Interest Expense   | Amortization |
| July 31, 2008 term loan (interest expense includes \$0 loss and \$1,044 loss, respectively, on interest rate swap) | \$ 558             | \$ 256       | \$ 1,934           | \$ 295       |

| <i>(in thousands)</i>  | Nine Months Ended  |              |                    |              |
|--|--------------------|--------------|--------------------|--------------|
|  | September 30, 2010 |              | September 30, 2009 |              |
|  | Interest Expense   | Amortization | Interest Expense   | Amortization |
| July 31, 2008 term loan (interest expense includes \$864 loss and \$3,087 loss, respectively, on interest rate swap) | \$ 2,523           | \$ 873       | \$ 7,339           | \$ 942       |

Based on the effective interest rates and remaining outstanding borrowings at September 30, 2010, a 0.50% increase in interest rates would not impact the Company's interest expense for the quarter ending December 31, 2010. Based on the effective interest rates and remaining outstanding borrowings at September 30, 2010, assuming contractual quarterly principal payments are made, a 0.50% increase in interest rates would increase the Company's interest expense by approximately \$800,000 for the year ending December 31, 2011.

The interest rate on the outstanding term loan balance is set for the quarter ending December 31, 2010 at 1.04%, which is based on LIBOR + 0.75%. As of September 30, 2010, the fair value of the debt approximated the recorded value.

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**Foreign Currency Transaction Risk.** As the Company continues to expand its business presence in international regions, the portion of its revenue, expenses, cash, accounts receivable and payment obligations denominated in foreign currencies continues to increase. As a result, changes in currency exchange rates will affect the Company's financial position, results of operations and cash flows. The Company is most impacted by movements in and among the British Pound, Euro, Japanese Yen, Canadian Dollar, Indian Rupee, Swedish Krona, Chinese Renminbi, Korean Won, Taiwan Dollar and the U.S. Dollar.

With respect to revenue, on average for the quarter ended September 30, 2010, the U.S. Dollar was approximately 1.7% stronger, when measured against the Company's primary foreign currencies, than for the same quarter of 2009. The U.S. Dollar strengthened against the British Pound and Euro, while it weakened against the Japanese Yen, Indian Rupee, Swedish Krona, Canadian Dollar, Korean Won, Taiwan Dollar and the Chinese Renminbi. The net overall strengthening resulted in decreased revenue and operating income during the quarter ended September 30, 2010, as compared with the same quarter of 2009, of approximately \$1.3 million and \$700,000, respectively.

With respect to revenue, on average for the nine-month period ended September 30, 2010, the U.S. Dollar was approximately 0.6% weaker, when measured against the Company's primary foreign currencies, than for the same nine-month period of 2009. The U.S. Dollar weakened against the Japanese Yen, Indian Rupee, Swedish Krona, Canadian Dollar, Korean Won, Taiwan Dollar and the Chinese Renminbi, while it strengthened against the British Pound and the Euro. The net overall weakening resulted in increased revenue and operating income during the nine-month period ended September 30, 2010, as compared with the same nine-month period of 2009, of approximately \$1.2 million and \$300,000, respectively.

Exchange rate changes will have an impact on the Company's revenue and operating income for the quarter ending December 31, 2010 as compared to the quarter ended December 31, 2009. The Company's operating results are favorably impacted when the U.S. Dollar weakens against the Company's primary foreign currencies and are adversely impacted when the U.S. Dollar strengthens against the Company's primary foreign currencies. Had the activity for the quarter ended December 31, 2009 been recorded at the September 30, 2010 spot rates for each subsidiary's functional currency, the revenue and operating income for the quarter ended December 31, 2009 would have decreased by \$1.5 million and \$800,000, respectively.

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The most significant currency impacts on revenue and operating income were primarily attributable to U.S. Dollar exchange rate changes against the Euro, British Pound and Japanese Yen as reflected in the charts below:

| As of                     | Period End Exchange Rates |              |               |
|---------------------------|---------------------------|--------------|---------------|
|                           | EUR/USD                   | GBP/USD      | USD/JPY       |
| September 30, 2009        | 1.463                     | 1.598        | 89.767        |
| December 31, 2009         | 1.432                     | 1.616        | 93.084        |
| <b>September 30, 2010</b> | <b>1.363</b>              | <b>1.571</b> | <b>83.479</b> |

| Three Months Ended        | Average Exchange Rates |              |               |
|---------------------------|------------------------|--------------|---------------|
|                           | EUR/USD                | GBP/USD      | USD/JPY       |
| March 31, 2009            | 1.304                  | 1.437        | 93.408        |
| June 30, 2009             | 1.363                  | 1.552        | 97.325        |
| September 30, 2009        | 1.431                  | 1.641        | 93.530        |
| December 31, 2009         | 1.477                  | 1.634        | 89.813        |
| March 31, 2010            | 1.384                  | 1.561        | 90.636        |
| June 30, 2010             | 1.273                  | 1.492        | 92.000        |
| <b>September 30, 2010</b> | <b>1.293</b>           | <b>1.551</b> | <b>85.742</b> |

**Other Risks.** Based on the nature of the Company's business, it has no direct exposure to commodity price risk.

No other material change has occurred in the Company's market risk subsequent to December 31, 2009.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures.** As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective, as defined in Rule 13a-15(e) of the Exchange Act.

The Company has a Disclosure Review Committee to assist in the quarterly evaluation of the Company's internal disclosure controls and procedures and in the review of the Company's periodic filings under the Exchange Act. The membership of the Disclosure Review Committee consists of the Company's Chief Executive Officer, Chief Financial Officer, Global Controller, General Counsel, Investor Relations and Global Insurance Officer, Vice President of Worldwide Sales and Support, Vice President of Human Resources, Vice President of Marketing and Business Unit General Managers. This committee is advised by external counsel, particularly on SEC-related matters. Additionally, other members of the Company's global management team advise the committee with respect to disclosure via a sub-certification process.

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The Company believes, based on its knowledge, that the financial statements and other financial information included in this report fairly present, in all material respects, the financial condition, results of operations and cash flows of the Company as of and for the periods presented in this report. The Company is committed to both a sound internal control environment and to good corporate governance.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

From time to time, the Company reviews the disclosure controls and procedures, and may from time to time make changes to enhance their effectiveness and to ensure that the Company's systems evolve with its business.

***Changes in Internal Control.*** There were no changes in the Company's internal control over financial reporting that occurred during the three months ended September 30, 2010 that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.



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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

The Company is subject to various legal proceedings from time to time that arise in the ordinary course of business, including alleged infringement of intellectual property rights, commercial disputes, employment matters, tax audits and other matters. In the opinion of the Company, the resolution of pending matters is not expected to have a material, adverse effect on the Company's consolidated results of operations, cash flows or financial position. However, each of these matters is subject to various uncertainties, and it is possible that an unfavorable resolution of one or more of these matters could in the future materially affect the Company's results of operations, cash flows or financial position.

**Item 1A. Risk Factors**

The Company cautions investors that its performance (and, therefore, any forward-looking statement) is subject to risks and uncertainties. Various important factors may cause the Company's future results to differ materially from those projected in any forward-looking statement. These factors were disclosed in, but are not limited to, the items within the Company's most recent Annual Report on Form 10-K, Part I, Item 1A. Any material changes which occurred during the nine months ended September 30, 2010 to the risk factors previously presented are discussed below.

***Changes in Tax Law.***

The Company's operations are subject to income and transaction taxes in the United States and in multiple foreign jurisdictions. A change in the tax law in the jurisdictions in which the Company does business, including an increase in tax rates or an adverse change in the treatment of an item of income or expense, could result in a material increase in tax expense. Currently, a substantial portion of the Company's revenue is generated from customers located outside the United States, and a substantial portion of assets are located outside the United States. United States income taxes and foreign withholding taxes have not been provided on undistributed earnings for non-United States subsidiaries to the extent such earnings are considered to be indefinitely reinvested in the operations of those subsidiaries. Changes in existing taxation rules or practices, new taxation rules, or varying interpretations of current taxation practices could have a material, adverse effect on the Company's results of operations or the manner in which the Company conducts its business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. (Removed and Reserved)**

**Item 5. Other Information**

None.



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**Item 6. Exhibits**

(a) Exhibits.

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 10.1               | First amendment to ANSYS, Inc. Long-Term Incentive Plan, dated August 2, 2010 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed August 6, 2010, and incorporated herein by reference). * |
| 15                 | Independent Registered Public Accountants' Letter Regarding Unaudited Financial Information.   |
| 31.1               | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2               | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1               | Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2               | Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101.INS            | XBRL Instance Document**   |
| 101.SCH            | XBRL Taxonomy Extension Schema**   |
| 101.CAL            | XBRL Taxonomy Extension Calculation Linkbase**   |
| 101.LAB            | XBRL Taxonomy Extension Label Linkbase**   |
| 101.PRE            | XBRL Taxonomy Extension Presentation Linkbase**  |

\* Indicates management contract or compensatory plan, contract or arrangement.

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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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, thereunto duly authorized.

**ANSYS, Inc.**

Date: November 4, 2010

By: */s/ James E. Cashman III*  
James E. Cashman III  
President and Chief Executive Officer

Date: November 4, 2010

By: */s/ Maria T. Shields*  
Maria T. Shields  
Chief Financial Officer