

AUTODESK INC  
Form 8-K  
December 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**December 10, 2012**

**Autodesk, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**111 McInnis Parkway**

(IRS Employer  
Identification No.)

**San Rafael, California 94903**

(Address of principal executive offices, including zip code)

**(415) 507-5000**

(Registrant's telephone number, including area code)

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

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

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

**Item 1.01. Entry into a Material Definitive Agreement.**

*Underwriting Agreement*

On December 10, 2012, Autodesk, Inc. ( Autodesk or the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets, Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as managers of the several underwriters listed on Schedule II thereto (the Underwriters ), relating to the issuance and sale by the Company of \$400.0 million aggregate principal amount of 1.950% Senior Notes due 2017 and \$350.0 million aggregate principal amount of 3.600% Senior Notes due 2022 (collectively, the Notes ). The Notes will be issued and sold in a public offering pursuant to the Company s Registration Statement on Form S-3 (File No. 333-185265), including the prospectus contained therein, filed by the Company with the Securities and Exchange Commission (the Commission ) under the Securities Act of 1933, as amended, a preliminary prospectus supplement dated December 10, 2012 and a related final prospectus supplement dated December 10, 2012. The transaction is expected to close on December 13, 2012.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities.

The description of the Underwriting Agreement contained herein is qualified in its entirety by reference to the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 10, 2012, by and among Autodesk, Inc. and Citigroup Global Markets, Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC

**SIGNATURES**

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

**AUTODESK, INC.**

By: /s/ MARK J. HAWKINS  
**Mark J. Hawkins**

**Executive Vice President and Chief Financial  
Officer**

Date: December 11, 2012

**EXHIBIT INDEX**

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