

AUTODESK INC
Form 8-K
December 10, 2007

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 6, 2007

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-14338
(Commission
File Number)
111 McInnis Parkway

94-2819853
(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)

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

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Directors

On December 6, 2007, the Board of Directors (the Board) of Autodesk, Inc. (the Company) appointed Sean Maloney and Elizabeth Betsey Nelson to the Board.

The Board has not yet appointed Mr. Maloney or Ms. Nelson to any Board committees.

Mr. Maloney and Ms. Nelson will each participate in the non-employee director compensation arrangements described in the Company s 2007 annual proxy statement filed with the SEC on June 22, 2007. Under the terms of those arrangements, each will receive, among other things, annual compensation of \$75,000 and an initial option to purchase 50,000 shares of the Company s common stock at an exercise price per share equal to the fair market value on the date of grant, which vests over a three-year period. In addition, it is expected that each new director will execute the Company s standard form of indemnification agreement.

On December 10, 2007, the Company issued a press release about the new directors. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 6, 2007, the Board amended Section 3.2 of the Company s Bylaws to increase the size of the Board from ten (10) to twelve (12) members. The amended Bylaws are filed as Exhibit 3.1 hereto and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Bylaws of Autodesk, Inc.
99.1	Press release, dated as of December 10, 2007, entitled Autodesk Announces Appointment of Betsey Nelson and Sean Maloney to Board of Directors.

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/ PASCAL W. DI FRONZO

Pascal W. Di Fronzo

**Senior Vice President, General Counsel and
Secretary**

Date: December 10, 2007

EXHIBIT INDEX

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