
**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 13, 2018

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-14338
(Commission File Number)

94-2819853
(IRS Employer
Identification No.)

**111 McInnis Parkway
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Department of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Director

On December 13, 2018, the Board of Directors (the “Board”) of Autodesk, Inc. (the “Company”) appointed Stephen Milligan to the Board to fill a newly created seat. Mr. Milligan, age 55, has over 30 years of executive operational and financial leadership experience in the technology industry. Mr. Milligan has served as Western Digital Corporation’s chief executive officer since January 2013 and as its president from March 2012 to October 2015. Previously, Mr. Milligan served as the chief financial officer of Hitachi Global Storage Technologies (“HGST”) from 2007 to 2009, and as HGST’s chief executive officer from 2009 to 2012 when Western Digital acquired HGST. From January 2004 to September 2007, Mr. Milligan served as Western Digital’s chief financial officer after serving in other senior finance roles at Western Digital from September 2002 to January 2004. From April 1997 to September 2002, he held various financial and accounting roles of increasing responsibility at Dell Inc. and was employed at Price Waterhouse for 12 years prior to joining Dell. Mr. Milligan holds a Bachelor of Science degree in Accounting from Ohio State University. He sits on the boards of directors of Ross Stores, Inc. and Western Digital Corporation.

Mr. Milligan will participate in the non-employee director compensation arrangements described in the Company's 2018 annual proxy statement filed with the Securities and Exchange Commission on May 1, 2018. Under the terms of those arrangements, he will receive, among other things, annual compensation of \$75,000 and a prorated initial restricted stock unit grant to acquire the equivalent of \$123,973 of the Company's common stock, which vests on the date of the Company’s next annual meeting of stockholders, under the Company's 2012 Outside Directors' Stock Plan. There are no arrangements or understandings between Mr. Milligan and any other persons pursuant to which Mr. Milligan was named a director of the Company. Mr. Milligan does not have any family relationship with any of the Company's directors or executive officers or any persons nominated or chosen by the Company to be a director or executive officer. In addition, Mr. Milligan will execute the Company's standard form of indemnification agreement. Mr. Milligan has not entered into any other material plan, contract, arrangement or amendment in connection with his appointment to the Board.

The Board appointed Mr. Milligan as a member of the Company's Audit Committee, effective as of December 13, 2018. Mr. Milligan is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On December 14, 2018, the Company issued a press release regarding the appointment of Mr. Milligan to the Board. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 [Press release, dated as of December 14, 2018, entitled “Autodesk Appoints Stephen Milligan 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
SVP, Corporate Affairs, Chief Legal Officer & Secretary

Date: December 14, 2018

EXHIBIT INDEX

Exhibit No. Description

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Autodesk Press Release

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Autodesk Appoints Stephen Milligan to Board of Directors

SAN RAFAEL, CA, Dec. 14, 2018 -- Autodesk, Inc. (NASDAQ: ADSK) announced the appointment of Stephen Milligan to its Board of Directors, effective December 13, 2018. Milligan has more than 30 years of executive operational and financial leadership experience and currently serves as chief executive officer of Western Digital Corporation.

“Steve brings incredible expertise in technology, operations and finance, so I’m delighted to welcome him to the board,” said Stacy Smith, chairman of the board of Autodesk. “I’m confident his presence will benefit Autodesk and its shareholders as we drive sustainable growth and returns.”

“Steve is an excellent addition to the Autodesk board,” said Andrew Anagnost, Autodesk president and CEO. “He brings a wealth of experience in transforming companies and driving growth that will be invaluable as we continue our journey to become a SaaS driven Design and Make solutions provider.”

Prior to Western Digital, Milligan was president and chief executive officer of Hitachi Global Storage Technologies (Hitachi GST). During his tenure, Milligan led Hitachi GST through a financial and operational turnaround.

Before joining Hitachi GST in 2007, Milligan was Western Digital's senior vice president and chief financial officer. He originally joined Western Digital in 2002 as vice president, Finance. Previously, he spent five years with Dell in senior finance roles after starting his career with Price Waterhouse.

Milligan serves on the board of directors for Western Digital and Ross Stores, Inc. and holds a bachelor's degree in accounting from The Ohio State University.

About Autodesk

Autodesk makes software for people who make things. If you’ve ever driven a high-performance car, admired a towering skyscraper, used a smartphone, or watched a great film, chances are you’ve experienced what millions of Autodesk customers are doing with our software. Autodesk gives you the power to make anything.

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