

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to (S)240.14a-11(c) or (S)240.14a-12

AUTODESK, INC.

(Name of Registrant as Specified in its Charter)

Sandra D. Marin

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (check the appropriate box):

\$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).

\$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:*

(4) Proposed maximum aggregate value of transaction:

*Set forth the amount on which the filing fee is calculated and state how it was determined.

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

(1) Amount previously paid: _____

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party: _____

(4) Date Filed: _____

Notes:

AUTODESK INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD OCTOBER 13, 1994

TO THE STOCKHOLDERS OF AUTODESK, INC.

A Special Meeting (the "Meeting") of the Stockholders of Autodesk, Inc. (the "Company"), a Delaware corporation, will be held at the Company's offices at 4000 Civic Center Drive, San Rafael, California on Thursday, October 13, 1994 at 10:30 a.m., local time, for the following purposes, as more fully described in the accompanying Proxy Statement:

1. To consider and vote upon a proposal to amend the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock of the Company, \$0.01 par value per share, from 50,000,000 to 100,000,000 in order to effect a two-for-one split of the Common Stock of the Company in the form of a 100 percent Common Stock dividend.
2. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The close of business on September 16, 1994 has been fixed by the Board of Directors as the record date for the determination of stockholders entitled to notice of, and to vote at, the Meeting. Any stockholder attending the Meeting may vote in person, even if such stockholder previously signed and returned a proxy.

FOR THE BOARD OF DIRECTORS,

/s/ Sandra D. Marin
Sandra D. Marin
Vice President, General Counsel and
Corporate Secretary

Sausalito, California
September 22, 1994

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE MARK, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND MAIL IT IN THE ENCLOSED RETURN ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES, SO THAT YOUR VOTE CAN BE RECORDED.

AUTODESK, INC.

PROXY STATEMENT FOR THE SPECIAL MEETING OF STOCKHOLDERS

The enclosed Proxy is solicited on behalf of the Board of Directors of Autodesk, Inc. (the "Company") for use at the Company's Special Meeting of Stockholders (the "Meeting") to be held Thursday, October 13, 1994 at 10:30 a.m., local time, or at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Special Meeting of Stockholders. The Meeting will be held at the Company's offices at 4000 Civic Center Drive, San Rafael, California.

The Company's principal executive offices are located at 2320 Marinship Way, Sausalito, California 94965. The telephone number at that address is (415) 332-2344.

These proxy solicitation materials were mailed on or about September 22, 1994 to all stockholders entitled to vote at the Meeting.

INFORMATION CONCERNING SOLICITATION AND VOTING

RECORD DATE AND SHARES OUTSTANDING

Stockholders of record at the close of business on September 16, 1994 are entitled to notice of, and to vote at, the Meeting. At the record date [24,000,000] shares of the Company's Common Stock were issued and outstanding and entitled to vote at the Meeting.

REVOCABILITY OF PROXIES

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date or by attending the Meeting and voting in person.

VOTING

The presence, in person or by proxy, of the holders of a majority of all the aggregate outstanding shares of Common Stock entitled to vote at the Meeting is necessary to constitute a quorum at the Meeting or any adjournments thereof. The affirmative vote of the holders of a majority of the outstanding shares of Common Stock is required to approve the only matter scheduled to be voted on at the Meeting: the amendment of the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock from 50,000,000 to 100,000,000 in order to effect a two-for-one stock split in the form of a 100 percent Common Stock dividend. Votes cast in person or by proxy will be tabulated by the election inspectors appointed for the Meeting.

The Company intends to include abstentions and broker non-votes as present or represented for purposes of establishing a quorum for the transaction of business, but to exclude broker non-votes from the calculation of shares entitled to vote with respect to any proposal for which authorization to vote was withheld.

The cost of this solicitation will be borne by the Company. The Company has retained Georgeson & Company, Inc. to assist in the solicitation of proxies at an estimated fee of \$6,000 plus reimbursement of reasonable expenses. In addition, the Company may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners. Proxies also may be solicited by certain of the Company's directors, officers and employees, without additional compensation, personally or by telephone or telegram.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS

Proposals of stockholders of the Company which are intended to be presented by such stockholders at the Company's 1995 Annual Meeting must be received by the Corporate Secretary of the Company no later than January 18, 1995 in order to be included in the proxy soliciting materials relating to that meeting.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Company's Common Stock as of August 25, 1994 (i) by each person who is known by the Company to own beneficially more than five percent (5%) of the Company's Common Stock, (ii) by each of the Company's directors, (iii) by each of the Company's five most highly compensated executive officers who served as executive officers at January 31, 1994 and (iv) by all directors

and executive officers who served as directors or executive officers at January 31, 1994 as a group.

DIRECTORS, OFFICERS AND FIVE PERCENT (5%) SHAREHOLDERS	SHARES BENEFICIALLY OWNED	
	NUMBER	PERCENT
PRINCIPAL SHAREHOLDERS		
The Prudential Insurance Company of America(1) 751 Broad Street Newark, New Jersey 07102.....	1,906,000	8.10%
Merrill Lynch Asset Management, LP(2) 800 Scudders Mill Road Plainsboro, New Jersey 08536.....	1,503,757	6.39%
T. Rowe Price Associates ("TRP") (3) 110 East Pratts Baltimore, MD 21202.....	1,441,936	6.13%
Massachusetts Financial Services Company ("MFS") (4) Boston, MA 02116	1,353,300	5.75%
DIRECTORS		
Carol A. Bartz(5).....	431,014	1.83%
Mark A. Bertelsen(6).....	4,558	*
Crawford W. Beveridge(7).....	2,640	*
J. Hallam Dawson(8).....	8,936	*
Gregory P. Lutz(9).....	129,637	*
Jim C. Warren(10).....	8,836	*
OTHER EXECUTIVE OFFICERS		
Dominic J. Gallello(11).....	30,000	*
Eric B. Herr(12).....	104,014	*
Godfrey R. Sullivan(13).....	30,648	*
Michael E. Sutton(14).....	30,484	*
All directors and executive officers as a group (13 per- sons)(15).....	834,086	3.55%

*Less than 1%

(1) Based on a Schedule 13F filed with the Securities and Exchange Commission ("SEC") at June 30, 1994, The Prudential Insurance Company of America held sole voting power and dispositive power as to 321,300 of such shares, and held shared voting power as to 1,328,300 of such shares and shared dispositive power as to 1,584,700 of such shares.

(2) Based on a Schedule 13F filed with the SEC at June 30, 1994, Merrill Lynch Asset Management, Inc. held sole voting power as to 1,503,757 of such shares and sole dispositive power as to all such shares.

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(3) Based on a Schedule 13F filed with the SEC at June 30, 1994, T. Rowe Price Associates held sole voting power as to 27,600 of such shares and shared dispositive powers as to all such shares.

(4) Based on a Schedule 13F filed with the SEC at June 30, 1994, MFS held sole voting power and dispositive power as to 115,900 of such shares and held shared voting power as to 1,099,600 of such shares.

(5) Includes options to purchase 430,000 shares of Common Stock exercisable within 60 days of August 25, 1994.

(6) Includes options to purchase 4,558 shares of Common Stock exercisable within 60 days of August 25, 1994.

(7) Includes options to purchase 2,640 shares of Common Stock exercisable within 60 days of August 25, 1994.

(8) Includes options to purchase 8,836 shares of Common Stock exercisable

- within 60 days of August 25, 1994.
- (9) Includes options to purchase 1,784 shares of Common Stock exercisable within 60 days of August 25, 1994.
 - (10) Includes options to purchase 8,836 shares of Common Stock exercisable within 60 days of August 25, 1994.
 - (11) Includes options to purchase 30,000 shares of Common Stock exercisable within 60 days of August 25, 1994.
 - (12) Includes options to purchase 103,000 shares of Common Stock exercisable within 60 days of August 25, 1994.
 - (13) Includes options to purchase 30,000 shares of Common Stock exercisable within 60 days of August 25, 1994.
 - (14) Includes options to purchase 29,560 shares of Common Stock exercisable within 60 days of August 25, 1994.
 - (15) Includes options to purchase 701,884 shares of Common Stock exercisable within 60 days of August 25, 1994.

PROPOSAL ONE

APPROVAL OF INCREASE IN NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

The Board of Directors has adopted, subject to stockholder approval, an amendment to the Company's Certificate of Incorporation to increase the Company's authorized number of shares of Common Stock from 50,000,000 to 100,000,000 (the "Amendment"). The text of the Amendment is set forth in Exhibit A to this Proxy Statement. Subject to stockholder approval of the Amendment, the Company will then effect a two-for-one split of the Common Stock in the form of a 100 percent Common Stock dividend (the "Stock Split"), to be paid October 28, 1994 to the holders of record as of October 14, 1994. In connection with the Stock Split, the numbers of shares of Common Stock subject to outstanding options and reserved for issuance under the Company's various stock option and stock purchase plans would be proportionately adjusted pursuant to the terms of such plans to reflect the Stock Split described above, and the exercise prices of outstanding options thereunder would be proportionately reduced. The objectives of the Stock Split are to lower the market price of the Company's Common Stock and to increase its trading activity, each of which is expected to increase the liquidity and broaden the marketability of the Common Stock. For these reasons, the Board of Directors has determined that the Stock Split would be in the best interests of the Company and its stockholders. The proposed increase in the number of authorized shares of Common Stock would provide shares of Common Stock necessary to effect the Stock Split. The additional shares of Common Stock authorized but not required to effect the Stock Split would be available for issuance from time to time by the Board of Directors without further stockholder action.

The additional Common Stock to be authorized by adoption of the Amendment would have rights identical to the currently outstanding Common Stock of the Company. Adoption of the proposed Amendment and issuance of the Common Stock would not affect the rights of the holders of currently outstanding Common Stock of the Company, except for effects incidental to increasing the number of shares of the Company's Common Stock outstanding. If the Amendment is adopted, it will become effective upon filing of a Certificate of Amendment of the Company's Certificate of Incorporation with the Secretary of State of the State of Delaware.

In addition to the [24,000,000] shares of Common Stock outstanding at September 16, 1994, the Board has reserved 1,280,000 shares for issuance upon exercise of options rights granted under the Company's stock option and stock purchase plans.

The affirmative vote of the holders of a majority of the outstanding shares of the Common Stock entitled to vote will be required to approve this Amendment to the Company's Certificate of Incorporation. As a result, abstentions and

broker non-votes will have the same effect as negative votes.

THE BOARD OF DIRECTORS UNANIMOUSLY
RECOMMENDS A VOTE IN FAVOR OF PROPOSAL ONE.

OTHER MATTERS

The Board of Directors of the Company does not know of any other matters which may be brought before the Meeting. However, if any such other matters are properly presented for action, it is the intention of the persons named in the accompanying form of Proxy to vote the shares represented thereby in accordance with their judgment on such matters.

If the accompanying form of Proxy is executed and returned, the shares represented thereby will be voted in accordance with the terms of the Proxy, unless the Proxy is revoked. If no directions are indicated in such Proxy, the shares represented thereby will be voted FOR the approval of the proposed Amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock. Any Proxy may be revoked at any time before it is exercised. The casting of a ballot at the Meeting by a stockholder who may theretofore have given a Proxy, or the subsequent delivery of a Proxy, will have the effect of revoking the initial Proxy.

It is important that Proxies be returned promptly. Stockholders who do not expect to attend the Meeting in person are urged to mark, sign and date the accompanying form of Proxy and mail it in the enclosed return envelope, which requires no postage if mailed in the United States, so that their votes can be recorded.

THE BOARD OF DIRECTORS

September 22, 1994

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EXHIBIT A

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AUTODESK INC.

AUTODESK, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "GCL"), DOES HEREBY CERTIFY as follows:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by deleting the second sentence of the first paragraph of ARTICLE FOURTH of the Certificate of Incorporation in its present form and substituting therefor a new second sentence of the first paragraph of ARTICLE FOURTH in the following form:

The total number of shares of all classes of stock which the Corporation has authority to issue is One Hundred Two Million (102,000,000), consisting of One Hundred Million (100,000,000) shares of Common Stock, \$0.01 par value (the "Common Stock"), and Two Million (2,000,000) shares of Preferred Stock, \$0.01 par value (the "Preferred Stock").

SECOND: The amendment to the Amended and Restated Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the GCL (a) the Board of Directors of the Corporation having duly adopted a resolution setting forth such amendment and declaring its advisability and submitting it

to the stockholders of the Corporation for their approval, and (b) the stockholders of the Corporation having duly adopted such amendment by a vote of the holders of a majority of the outstanding stock entitled to vote thereon at a special meeting of stockholders called and held upon notice in accordance with Section 222 of the GCL.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Carol A. Bartz, its Chairman of the Board, President and Chief Executive Officer, and attested by Sandra D. Marin, its Vice President, General Counsel and Corporate Secretary, this day of , 1994.

Autodesk, Inc.

By:

Carol A. Bartz
Chairman of the Board, President
and Chief Executive Officer

[Corporate Seal]

ATTEST:

Sandra D. Marin
Vice President, General Counsel and Corporate Secretary

PROXY

PROXY

AUTODESK, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
OF AUTODESK, INC.
SPECIAL MEETING OF STOCKHOLDERS

The undersigned stockholder of AUTODESK, INC., a Delaware corporation, hereby acknowledges receipt of the Notice of Special Meeting of Stockholders, dated September 22, 1994, and hereby appoints Carol A. Bartz and Sandra D. Marin, or either of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at a Special Meeting of Stockholders of AUTODESK, INC. to be held on October 13, 1994, at 10:30 a.m., at the Company's offices at 4000 Civic Center Drive, San Rafael, California and at any adjournment or postponement thereof, and to vote all shares of Common Stock that the undersigned would be entitled to vote if then and there personally present upon such business as may properly come before the meeting, including the items on the reverse side of this form.

This proxy when properly executed will be voted as directed, or, if no contrary direction is indicated, will be voted FOR the proposal to amend the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock.

PLEASE MARK, SIGN, DATE, AND RETURN THE PROXY CARD PROMPTLY
USING THE ENCLOSED ENVELOPE.

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY. [_]

1. Proposal to amend the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock \$.01 par value per share, from

50,000,000 to 100,000,000 in order to effect a two-for-one split of the Common Stock of the Company in the form of a 100 percent Common Stock dividend.

FOR AGAINST ABSTAIN
[_] [_] [_]

(This Proxy should be marked, dated, and signed by the shareholder (s) exactly as his or her name appears hereon, and returned promptly in the enclosed envelope. Persons signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.)

Signature _____ Date: _____, 1994

Signature _____ Date: _____, 1994