



Autodesk Completes Acquisition of On-Demand Software Provider Constructware

March 31, 2006

Acquisition Will Increase Collaborative Project Management Offerings From Autodesk and Offer Building and Construction Customers Enhanced On-Demand Project Management Solutions

SAN RAFAEL, Calif., March 31 /PRNewswire-FirstCall/ -- Autodesk, Inc. (Nasdaq: ADSK), today announced it has completed the acquisition of Constructware, a privately held company based in Alpharetta, Georgia that provides on-demand communication and collaboration solutions that streamline design, construction and facility management. The acquisition, announced on February 7, 2006, closed for cash consideration of US \$46 million. This acquisition enables Autodesk to rapidly expand its Autodesk Buzzsaw collaborative project management solution with Constructware software's industry leading cost, bid and risk management capabilities. The acquisition allows Autodesk to more completely meet the needs of its customers as they realize their ideas through the use of on-demand collaborative project management solutions.

Constructware, founded in 1994, is a nationally recognized provider of collaborative technology solutions for the construction industry, with over 30,000 customers and subscribers worldwide, including Clark Construction Group LLC, Abbott Laboratories, New York Metropolitan Transit Authority, Tiffany & Company. The company is well established in the construction industry for general and sub-contractors and has demonstrated significant traction in the public sector among government and education organizations. Autodesk Buzzsaw customers in home building and the retail and hospitality segments of the commercial real estate market will benefit from the addition of Constructware technology.

"Our industry relies on an on-demand collaborative project management solution with the scalability to accurately share and review design and construction data with a wide range of architects, contractors, construction companies and vendors," said Steve Stankiewicz, Operations Support Manager of Clark Construction Group, LLC. "Joining Autodesk is a great move for Constructware. As customers, we will have access to a much broader technology base and innovation that a \$1.5 Billion company can offer-not to mention the combined expertise that truly understands collaboration to help us share our ideas and manage our processes effectively," added Stankiewicz.

"As the construction industry continues to grow, the need to complete projects faster will only increase. To help our customers streamline their collaborative project management needs, we're delivering on-demand collaborative solutions that will work throughout the construction project lifecycle," said Amar Hanspal, vice president of Autodesk Collaborative Solutions. "With the acquisition of Constructware, Autodesk now has a more robust offering of collaborative project management solutions and will continue to be a market leader in the building and construction industries by offering the most comprehensive solution available."

Autodesk Buzzsaw is the world's leading on-demand collaborative project management solution with over 137,000 users from mid-size companies to Fortune 500 companies. Autodesk plans to make significant investments in supporting, enhancing and integrating the Constructware products with Autodesk's solutions, including Buzzsaw, Revit and Civil 3D.

Business Outlook

Targeted non-GAAP EPS for this transaction, which excludes the amortization of acquisition related intangibles, is expected to have no impact on earnings in fiscal 2007. Including \$2.5M pre-tax of amortization of acquisition related intangibles, Autodesk currently believes the acquisition will be dilutive to GAAP earnings per share by \$0.01 in fiscal 2007.

About Autodesk

Autodesk, Inc. is wholly focused on ensuring that great ideas are turned into reality. With over seven million users, Autodesk is the world's leading software and services company for the building, manufacturing, infrastructure, media and entertainment and wireless data services fields. Autodesk's solutions help customers create, manage and share their data and digital assets more effectively. As a result, customers turn ideas into competitive advantage by becoming more productive, streamlining project efficiency and maximizing profits.

Founded in 1982, Autodesk is headquartered in San Rafael, California. For additional information about Autodesk, please visit www.autodesk.com.

Autodesk, Inc.

Reconciliation of diluted net income per share on a GAAP basis to diluted net income per share on a non-GAAP basis

Fiscal year ended January 31, 2007

Unaudited

	Low end of range	High end of range
Diluted net income per share on a GAAP basis	\$1.12	\$1.17
Stock based compensation expense in accordance with SFAS No. 123R	0.28	0.28
Amortization of acquisition-related intangibles - Alias	0.04	0.04
Amortization of acquisition-related intangibles - Constructware	0.01	0.01

Diluted net income per share on a non-GAAP basis - Autodesk and Constructware combined	\$1.45	\$1.50
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Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the impact of the acquisition on Autodesk's earnings, product offerings and the performance of its business. Factors that could cause actual results to differ materially include the following: difficulties encountered in integrating merged businesses; whether certain market segments grow as anticipated; the competitive environment in the software industry and competitive responses to the acquisition; and whether the companies can successfully develop new products or modify existing products and the degree to which these gain market acceptance.

Further information on potential factors that could affect the financial results of Autodesk are included in the company's report on Form 10-K for the year ended January 31, 2006 which is on file with the Securities and Exchange Commission.

NOTE: Autodesk, Buzzsaw, Civil 3D, Constructware and Revit are registered trademarks or trademarks of Autodesk, Inc., in the USA and/or other countries. All other brand names, product names, or trademarks belong to their respective holders.

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