



Autodesk Prices \$750 Million Senior Note Offering

December 10, 2012

SAN RAFAEL, Calif.--(BUSINESS WIRE)--Dec. 10, 2012-- Autodesk, Inc. (NASDAQ: ADSK) today announced the pricing of two series of its senior notes in an aggregate principal amount of \$750 million, in an underwritten, registered public offering. Of these senior notes, \$400 million will mature on December 15, 2017, and will bear interest at an annual rate of 1.95 percent, and \$350 million will mature on December 15, 2022, and will bear interest at an annual rate of 3.60 percent. The offering is expected to close on December 13, 2012, subject to customary closing conditions.

Autodesk intends to use a portion of the net proceeds from the sale of the senior notes for the repayment of approximately \$80 million in borrowings outstanding under its revolving credit facility plus accrued and unpaid interest. The remainder of the net proceeds will be used for general corporate purposes, including working capital, capital expenditures, possible stock repurchases and potential acquisitions and strategic transactions.

Citigroup, J.P. Morgan and Morgan Stanley acted as joint book-running managers for the offering. The offering of the senior notes is being made only by means of a prospectus supplement and accompanying prospectus, copies of which may be obtained from:

Citigroup Global Markets Inc. c/o Broadridge Financial Solutions 1155 Long Island Avenue Edgewood, NY 11717 800-831-9146	J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179 Attn – Investment Grade Syndicate Desk 212-834-4533	Morgan Stanley & Co. LLC 180 Varick Street New York, NY 10014 Attn: Prospectus Department 866-718-1649
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This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the senior notes, nor shall there be any sale of these senior notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cautionary Statement

This press release contains forward-looking statements within the meaning of the federal securities laws. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to, the satisfaction of customary closing conditions with respect to the offering of the senior notes, prevailing market conditions, and the anticipated use of the proceeds of the offering of the senior notes which could change as a result of market conditions or for other reasons, and corporate considerations and the impact of general economic, industry or political conditions in the United States or internationally. Additional risks and uncertainties relating to the offering, Autodesk and its business can be found under the heading "Risk Factors" in Autodesk's Quarterly Report on Form 10-Q for the quarter ended October 31, 2012, in the preliminary prospectus supplement relating to the offering and in the prospectus supplement relating to the offering to be filed with the Securities and Exchange Commission.

Autodesk does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.

About Autodesk

Autodesk, Inc., is a leader in [3D design](#), engineering and entertainment software. Customers across the manufacturing, architecture, building, construction, and media and entertainment industries - including the last 17 Academy Award winners for Best Visual Effects - use Autodesk software to design, visualize, and simulate their ideas. Since its introduction of AutoCAD software in 1982, Autodesk continues to develop the broadest portfolio of state-of-the-art software for global markets. For additional information about Autodesk, visit www.autodesk.com.

Source: Autodesk, Inc.

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