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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)  
January 27, 2010**

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**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)**

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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 1.01 Entry into a Material Definitive Agreement*****Lease Amendment***

On January 27, 2010, Autodesk, Inc. (“Autodesk”) entered into a fourth amendment (the “Amendment”) to that certain Lease dated October 5, 1993, as amended to date, by and between Autodesk and J.H.S. Holdings, L.P. (as so amended, the “Lease”), pursuant to which Autodesk leases its headquarters building located at 111 McInnis Parkway, San Rafael, California. The Amendment is effective as of December 31, 2009, and its primary effect is to extend the term of the Lease until December 31, 2019 for an aggregate base rent of \$32,588,809.68 payable in monthly installments over ten years, subject to options to renew the lease for additional periods as set forth in the Amendment. The Amendment also addresses terms relating to improvements to the premises, repairs and maintenance, and ancillary facilities.

