

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the registrant

Filed by a Party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for use of the commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under § 240.14a-12

AUTODESK, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - Fee paid previously with preliminary materials.
-

Your **Vote** Counts!

AUTODESK, INC.

2026 Annual Meeting

Vote by June 16, 2026

11:59 p.m. ET

AUTODESK, INC.
ONE MARKET, STE. 400
SAN FRANCISCO, CA 94105



V90689-P45586

You invested in AUTODESK, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 17, 2026.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 3, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 17, 2026
3:00 p.m. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/ADSK2026

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Andrew Anagnost	✔ For
1b. Stacy J. Smith	✔ For
1c. Omar Abbosh	✔ For
1d. Karen Blasing	✔ For
1e. John T. Cahill	✔ For
1f. Jeff Epstein	✔ For
1g. Dr. Ayanna Howard	✔ For
1h. Blake Irving	✔ For
1i. Ram R. Krishnan	✔ For
1j. Rami Rahim	✔ For
1k. Christine Simons	✔ For
2. Ratify the appointment of Ernst & Young LLP as Autodesk, Inc.'s independent registered public accounting firm for the fiscal year ending January 31, 2027.	✔ For
3. Approve, on an advisory (non-binding) basis, the compensation of Autodesk, Inc.'s named executive officers.	✔ For
4. Approval of an amendment of our Amended and Restated Certificate of Incorporation to provide for officer exculpation as permitted by Delaware law.	✔ For
5. Stockholder proposal requesting amendment to stockholder special meeting right.	✘ Against
NOTE: The proxy holders will vote, in their discretion, on any other business as may properly come before the annual meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".