

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

---

**FORM 8-K**

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

Date of Report (Date of earliest event reported)

**February 26, 2008**

---

**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)

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))
-

## Item 2.02. Results of Operations and Financial Condition.

On February 26, 2008, Autodesk, Inc. issued a press release reporting quarterly financial results for the three months ended January 31, 2008. The press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### Non-GAAP Financial Measures

To supplement Autodesk’s consolidated financial statements presented on a GAAP basis, the press release furnished herewith as Exhibit 99.1 provides investors with certain non-GAAP measures, including historical non-GAAP net earnings and historical and future non-GAAP net earnings per diluted share. For our internal budgeting and resource allocation process, Autodesk’s management uses these non-GAAP measures that do not include: (a) the stock-based compensation impact of SFAS 123R, (b) amortization of purchased intangibles and purchases of incomplete technology that result in in-process research and development expense, (c) certain payments to employees for tax issues arising from Autodesk’s voluntary stock option review, (d) certain large and non-recurring litigation expenses, (e) investment impairment and (f) the income tax effects on the difference between GAAP and non-GAAP costs and expenses. Autodesk’s management uses these non-GAAP measures in making operating decisions because we believe the measures provide meaningful supplemental information regarding Autodesk’s earning potential. In addition, these non-GAAP financial measures facilitate comparisons to competitors’ historical results and operating guidance.

As described above, Autodesk excludes the following items from its non-GAAP measures:

A. Stock compensation impact of SFAS 123R. These expenses consist of expenses for employee stock options and employee stock purchases under SFAS 123R. Autodesk excludes stock-based compensation expenses from our non-GAAP measures primarily because they are non-cash expenses and management finds it useful to exclude certain non-cash charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods. Further, as Autodesk applies SFAS 123R, we believe that it is useful to investors to understand the impact of the application of SFAS 123R to our results of operations.

B. Amortization of purchased intangibles and in-process research and development expenses. Autodesk incurs amortization of acquisition-related purchased intangible assets and charges related to in-process research and development, primarily in connection with its acquisition of certain businesses, such as NavisWorks and Robobat, in fiscal year 2008. The amortization of purchased intangibles from a business combination is generally a non-cash expense and management finds it useful to exclude certain non-cash charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods.

C. Reimbursement to employees for tax issues arising from the stock option review. This expense consists of payments made or that may be made to our employees relating to tax payments they may incur as a result of our voluntary stock option review. Autodesk excludes these payments from our non-GAAP measures primarily because they are non-recurring items and management finds it useful to exclude certain non-cash charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods.

D. Certain litigation expenses. These expenses relate to the accrual of certain amounts related to litigation where Autodesk determined that (1) it is probable that a liability has been incurred and (2) the amount of loss could be reasonably estimated. Autodesk excludes these litigation expenses from our non-GAAP measures because Autodesk does not consider it to be reflective of ongoing operating results in the current period.

E. Investment impairment. This is a non-cash charge to write-down an investment to fair value when there was an indication that the investment was impaired. As explained above, management finds it useful to exclude certain non-cash charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods.

---

F. Income tax effects. The income tax effects that are excluded from the non-GAAP measures relate to the tax impact on the difference between GAAP and non-GAAP costs and expenses, primarily due to differences in the timing of when income tax benefits are recognized for stock compensation for GAAP and non-GAAP measures.

There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. In addition, the non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. Management compensates for these limitations by analyzing current and future results on a GAAP basis as well as a non-GAAP basis and also by providing GAAP measures in our earnings release. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with generally accepted accounting principles in the United States. The non-GAAP financial measures are meant to supplement, and be viewed in conjunction with, GAAP financial measures. Investors should review the information regarding non-GAAP financial measures provided in our press release.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Press release dated as of February 26, 2008, entitled "Autodesk Reports Record Revenue of \$599 Million." |

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AUTODESK, INC.**

By: /s/ Alfred J. Castino

**Alfred J. Castino**

**Senior Vice President and Chief Financial Officer**

---

Date: February 26, 2008

---

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

Press release dated as of February 26, 2008, entitled "Autodesk Reports Record Revenue of \$599 Million."

---

## Autodesk Reports Record Revenue of \$599 Million

### Reaffirms Fiscal 2009 Revenue Guidance

SAN RAFAEL, Calif., Feb. 26 /PRNewswire-FirstCall/ -- Autodesk, Inc. (Nasdaq: ADSK) today reported record revenue of \$599 million for the fourth quarter of fiscal 2008, an increase of 20 percent over the fourth quarter of fiscal 2007. Fourth quarter net income was \$96 million, or \$0.40 per diluted share, on a GAAP basis and \$124 million, or \$0.52 per diluted share, on a non-GAAP basis. Net income in the fourth quarter of the prior year was \$96 million, or \$0.40 per diluted share on a GAAP basis, and \$113 million, or \$0.46 per diluted share, on a non-GAAP basis. A reconciliation between GAAP and non-GAAP results is provided at the end of this press release.

"Autodesk delivered another quarter of solid revenue results, capping another record year," said Carl Bass, Autodesk president and CEO. "Our results demonstrate the strength and stability our business model provides. Because our geographic balance and customer and industry diversification help insulate Autodesk from changes in any one particular market, we remain optimistic about the coming year."

#### Operational Highlights

Autodesk's performance in the fourth quarter of fiscal 2008 was driven by strong growth in revenue generated in international geographies, revenue from new seats as well as continued customer migration from 2D to 3D design solutions, offset by slower than expected growth in the Americas. Compared to the fourth quarter of fiscal 2007, revenue in EMEA increased 38 percent to \$262 million. Revenue in Asia Pacific increased 24 percent year-over-year to \$131 million. Revenue from the emerging economies in Asia Pacific, EMEA and Latin America increased 52 percent and were 19 percent of total revenue. Strong growth in these international geographies was offset by revenue growth in the Americas of 2 percent over the fourth quarter of fiscal 2007.

Combined revenue from the Company's model-based 3D products -- Inventor, Revit, Civil 3D and NavisWorks software -- increased 21 percent over the fourth quarter of fiscal 2007 to \$146 million. Autodesk shipped approximately 21,000 commercial seats of Revit and NavisWorks, over 17,000 commercial seats of Inventor and over 7,500 commercial seats of Civil 3D.

Revenue from all new commercial seats increased by 30 percent compared to the fourth quarter of fiscal 2007.

#### Fiscal 2008 Highlights

For fiscal 2008, revenue was a record \$2.172 billion, an increase of 18 percent compared to fiscal 2007. Fiscal 2008 net income was \$356 million, or \$1.47 per diluted share, on a GAAP basis and \$456 million, or \$1.88 per diluted share, on a non-GAAP basis. Net income in fiscal 2007 was \$290 million, or \$1.19 per diluted share, on a GAAP basis and \$375 million, or \$1.53 per diluted share, on a non-GAAP basis.

#### Business Outlook

The following statements are forward-looking statements which are based on current expectations and which involve risks and uncertainties some of which are set forth below.

#### First Quarter Fiscal 2009

Net revenue for the first quarter of fiscal 2009 is expected to be in the range of \$575 million and \$585 million. However, the company is lowering its previous estimate of earnings per diluted share. GAAP earnings per diluted share are expected to be in the range of \$0.35 and \$0.37. Non-GAAP earnings per diluted share are expected to be in the range of \$0.46 and \$0.48 and exclude \$0.08 related to stock-based compensation expense and \$0.03 for the amortization of acquisition related intangibles and the write off of acquired IPR&D.

---

## Second Quarter Fiscal 2009

Net revenue for the second quarter of fiscal 2009 is expected to be about \$590 million. GAAP earnings per diluted share are expected to be about \$0.40. Non-GAAP earnings per diluted share are expected to be about \$0.50 and exclude \$0.06 related to stock-based compensation expense and \$0.04 for the amortization of acquisition related intangibles and the write off of acquired IPR&D.

## Full Year Fiscal 2009

For fiscal year 2009, the Company is maintaining its previously provided revenue guidance range of \$2.425 billion and \$2.475 billion. However, the company is lowering its previous estimate of earnings per diluted share. Full year GAAP earnings per diluted share are expected to be in the range of \$1.75 and \$1.85. Non-GAAP earnings per diluted share are expected to be in the range of \$2.15 and \$2.25 and exclude \$0.28 related to stock-based compensation expense and \$0.12 for the amortization of acquisition related intangibles and the write off of acquired IPR&D.

## Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements in the paragraphs under "Business Outlook" above, statements regarding anticipated market trends and other statements regarding our expected performance and results. Other factors that could cause actual results to differ materially include the following: general market and business conditions, our performance in particular geographies, including emerging economies, difficulties encountered in integrating new or acquired businesses and technologies, fluctuation in foreign currency exchange rates, unexpected fluctuations in our tax rate, the timing and degree of expected investments in growth opportunities, slowing momentum in maintenance or subscription revenues, failure to achieve sufficient sell-through and efficiencies in our channels for new or existing products, pricing pressure, failure to achieve continued cost reductions and productivity increases, failure to achieve continued migration from 2D products to 3D products, changes in the timing of product releases and retirements, failure of key new applications to achieve anticipated levels of customer acceptance, failure to achieve continued success in technology advancements, the financial and business condition of our reseller and distribution channels, interruptions or terminations in the business of the Company's consultants or third party developers, and unanticipated impact of accounting for technology acquisitions.

Further information on potential factors that could affect the financial results of Autodesk are included in the Company's reports on Form 10-K for the year ended January 31, 2007, and Form 10-Q for the quarter ended October 31, 2007, which are on file with the Securities and Exchange Commission. Autodesk does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

## Earnings Conference Call and Webcast

Autodesk will host its fourth quarter conference call today at 5:00 p.m. EST. The live announcement may be accessed at <http://www.autodesk.com/investors> or by dialing 866-356-3095 or 617-597-5391 (passcode: 54026047). An audio webcast or podcast of the call will be available at 7:00 pm EST at <http://www.autodesk.com/investors>. This replay will be maintained on our website for at least twelve months. An audio replay will also be available for one month beginning at 7:00 pm EST by dialing 888-286-8010 or 617-801-6888 (passcode: 31938698).

---

## About Autodesk

Autodesk, Inc. is the world leader in 2D and 3D design software for the manufacturing, building and construction, and media and entertainment markets. Since its introduction of AutoCAD software in 1982, Autodesk has developed the broadest portfolio of state-of-the-art digital prototyping solutions to help customers experience their ideas before they are real. Fortune 1000 companies rely on Autodesk for the tools to visualize, simulate and analyze real-world performance early in the design process to save time and money, enhance quality and foster innovation. For additional information about Autodesk, visit <http://www.autodesk.com>.

Note: AutoCAD, Autodesk, Civil 3D, Inventor, Revit, and NavisWorks are either registered trademarks or trademarks of Autodesk, Inc., in the US and/or other countries. All other brand names, product names or trademarks belong to their respective holders.

### Investors:

David Gennarelli, [david.gennarelli@autodesk.com](mailto:david.gennarelli@autodesk.com), 415-507-6033

Katie Blanchard, [katherine.blanchard@autodesk.com](mailto:katherine.blanchard@autodesk.com), 415-507-6034

### Press:

Pam Pollace, [pam.pollace@autodesk.com](mailto:pam.pollace@autodesk.com), 415-547-2441

Caroline Kawashima, [caroline.kawashima@autodesk.com](mailto:caroline.kawashima@autodesk.com), 415-547-2498

---



Autodesk, Inc.  
Consolidated Statements of Income  
(In millions, except per share data)

|   | Three Months<br>Ended<br>January 31, |          | Fiscal Year<br>Ended<br>January 31, |            |
|---|--------------------------------------|----------|-------------------------------------|------------|
|   | 2008                                 | 2007     | 2008                                | 2007       |
|   | (Unaudited)                          |          | (Unaudited)                         | (Audited)  |
| <b>Net revenues:</b>                                  |                                      |          |                                     |            |
| License and other                                     | \$ 446.0                             | \$ 374.8 | \$ 1,618.6                          | \$ 1,415.9 |
| Maintenance   | 153.1                                | 122.6    | 553.3                               | 423.9      |
| Total net revenues                                    | 599.1                                | 497.4    | 2,171.9                             | 1,839.8    |
| Cost of license and other revenues                    | 48.6                                 | 52.3     | 198.3                               | 207.9      |
| Cost of maintenance revenues                          | 2.2                                  | 2.3      | 8.6                                 | 8.7        |
| Total cost of revenues                                | 50.8                                 | 54.6     | 206.9                               | 216.6      |
| Gross margin  | 548.3                                | 442.8    | 1,965.0                             | 1,623.2    |
| <b>Operating Expenses:</b>                            |                                      |          |                                     |            |
| Marketing and sales                                   | 242.5                                | 181.1    | 842.7                               | 696.1      |
| Research and development                              | 132.5                                | 100.0    | 485.3                               | 406.3      |
| General and administrative                            | 49.2                                 | 42.0     | 191.4                               | 171.1      |
| Total operating expenses                              | 424.2                                | 323.1    | 1,519.4                             | 1,273.5    |
| Income from operations                                | 124.1                                | 119.7    | 445.6                               | 349.7      |
| Interest and other income, net                        | 6.8                                  | 4.5      | 24.4                                | 16.8       |
| Income before income taxes                            | 130.9                                | 124.2    | 470.0                               | 366.5      |
| Provision for income taxes                            | (34.4)                               | (27.8)   | (113.8)                             | (76.8)     |
| Net income  | \$ 96.5                              | \$ 96.4  | \$ 356.2                            | \$ 289.7   |
| Basic net income per share                            | \$ 0.42                              | \$ 0.42  | \$ 1.55                             | \$ 1.26    |
| Diluted net income per share                          | \$ 0.40                              | \$ 0.40  | \$ 1.47                             | \$ 1.19    |
| Shares used in computing basic net income per share   | 230.2                                | 231.2    | 230.3                               | 230.7      |
| Shares used in computing diluted net income per share | 239.4                                | 243.9    | 242.0                               | 243.2      |

Autodesk, Inc.  
Condensed Consolidated Balance Sheets  
(In millions)

|   | January 31,<br>2008<br>(Unaudited) | January 31,<br>2007<br>(Audited) |
|---|------------------------------------|----------------------------------|
| <b>ASSETS:</b>  |                                    |                                  |
| Current assets:   |                                    |                                  |
| Cash and cash equivalents   | \$ 917.9                           | \$ 665.9                         |
| Marketable securities   | 31.4                               | 112.0                            |
| Accounts receivable, net  | 386.5                              | 301.3                            |
| Deferred income taxes   | 98.1                               | 78.1                             |
| Prepaid expenses and other current assets                               | 47.9                               | 32.4                             |
| Total current assets  | 1,481.8                            | 1,189.7                          |
| Marketable securities   | 8.4                                | -                                |
| Computer equipment, software, furniture and leasehold improvements, net | 80.2                               | 65.6                             |
| Purchased technologies, net   | 64.4                               | 51.3                             |
| Goodwill  | 443.4                              | 355.3                            |
| Deferred income taxes, net  | 51.3                               | 59.8                             |
| Other assets  | 79.4                               | 75.8                             |
|   | \$ 2,208.9                         | \$ 1,797.5                       |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>                            |                                    |                                  |
| Current liabilities:  |                                    |                                  |
| Accounts payable  | \$ 79.3                            | \$ 61.0                          |
| Accrued compensation  | 162.4                              | 120.7                            |
| Accrued income taxes  | 14.4                               | 23.6                             |
| Deferred revenues   | 400.7                              | 311.4                            |
| Other accrued liabilities   | 89.7                               | 57.5                             |
| Total current liabilities   | 746.5                              | 574.2                            |
| Deferred revenues   | 105.4                              | 67.4                             |
| Long term income taxes payable  | 86.5                               | -                                |
| Other liabilities   | 40.0                               | 40.9                             |
| Commitments and contingencies   | -                                  | -                                |
| Stockholders' equity:   |                                    |                                  |
| Preferred stock   | -                                  | -                                |
| Common stock and additional paid-in capital                             | 998.3                              | 908.3                            |
| Accumulated other comprehensive income (loss)                           | 13.8                               | (3.6)                            |
| Retained earnings   | 218.4                              | 210.3                            |
| Total stockholders' equity  | 1,230.5                            | 1,115.0                          |
|   | \$ 2,208.9                         | \$ 1,797.5                       |

Autodesk, Inc.  
Condensed Consolidated Statements of Cash Flows  
(In millions)

|   | Fiscal Year Ended |           |
|---|-------------------|-----------|
|   | January 31,       |           |
|   | 2008              | 2007      |
|   | (Unaudited)       | (Audited) |
| <b>Operating Activities</b>   |                   |           |
| Net income  | \$ 356.2          | \$ 289.7  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                   |           |
| Charge for acquired in-process research and development                           | 5.5               | -         |
| Depreciation and amortization   | 61.3              | 53.5      |
| Stock-based compensation expense  | 99.3              | 94.3      |
| Tax benefits from employee stock plans  | -                 | 5.1       |
| Restructuring related charges, net  | -                 | 1.1       |
| Changes in operating assets and liabilities, net of business combinations         | 186.2             | 132.9     |
| Net cash provided by operating activities   | 708.5             | 576.6     |
| <b>Investing Activities</b>   |                   |           |
| Purchases of available-for-sale marketable securities                             | (727.0)           | (345.0)   |
| Sales and maturities of available- for-sale marketable securities                 | 799.1             | 325.2     |
| Business combinations, net of cash acquired                                       | (114.5)           | (52.5)    |
| Acquisition of equity investment  | -                 | (12.5)    |
| Capital and other expenditures  | (43.3)            | (35.3)    |
| Other investing activities  | -                 | 2.3       |
| Net cash used in investing activities   | (85.7)            | (117.8)   |
| <b>Financing activities</b>   |                   |           |
| Proceeds from issuance of common stock, net of issuance costs                     | 187.3             | 74.2      |
| Repurchases of common stock   | (563.0)           | (154.4)   |
| Net cash used in financing activities   | (375.7)           | (80.2)    |
| Effect of exchange rate changes on cash and cash equivalents                      | 4.9               | 0.1       |
| Net increase in cash and cash equivalents   | 252.0             | 378.7     |
| Cash and cash equivalents at beginning of year                                    | 665.9             | 287.2     |
| Cash and cash equivalents at end of period  | \$ 917.9          | \$ 665.9  |

Autodesk, Inc.  
Reconciliation of GAAP financial measures to non-GAAP financial measures  
(In millions, except per share data)

To supplement our consolidated financial statements presented on a GAAP basis, Autodesk provides investors with certain non-GAAP measures including non-GAAP net income, non-GAAP net income per share, non-GAAP cost of license and other revenues, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP income from operations, non-GAAP interest and other income, net and non-GAAP provision for income taxes. These non-GAAP financial measures are adjusted to exclude certain costs, expenses, gains and losses, including stock-based compensation expense, employee tax reimbursements related to our stock option review, litigation expenses, in-process research and development expenses, restructuring expenses, amortization of purchased intangibles, investment impairment and income tax expenses. See our reconciliation of GAAP financial measures to non-GAAP financial measures herein. We believe these exclusions are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of future periods.

There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. The non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. The presentation of this additional information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with generally accepted accounting principles in the United States. Investors should review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables accompanying this press release.

The following table shows Autodesk's non-GAAP results reconciled to GAAP results included in this release.

|  | Three Months<br>Ended<br>January 31, |          | Fiscal Year<br>Ended<br>January 31, |            |
|--|--------------------------------------|----------|-------------------------------------|------------|
|  | 2008                                 | 2007     | 2008                                | 2007       |
|  | (Unaudited)                          |          | (Unaudited)                         |            |
| GAAP cost of license and other revenues                    | \$ 48.6                              | \$ 52.3  | \$ 198.3                            | \$ 207.9   |
| SFAS 123R stock-based compensation expense                 | (1.2)                                | (1.3)    | (5.0)                               | (5.5)      |
| Employee tax reimbursements related to stock option review | (0.1)                                | -        | (1.2)                               | -          |
| Amortization of developed technology                       | (3.4)                                | (2.1)    | (10.7)                              | (6.9)      |
| Non-GAAP cost of license and other revenues                | \$ 43.9                              | \$ 48.9  | \$ 181.4                            | \$ 195.5   |
| GAAP gross margin  | \$ 548.3                             | \$ 442.8 | \$ 1,965.0                          | \$ 1,623.2 |
| SFAS 123R stock-based compensation expense                 | 1.2                                  | 1.3      | 5.0                                 | 5.5        |
| Employee tax reimbursements related to stock option review | 0.1                                  | -        | 1.2                                 | -          |
| Amortization of developed technology                       | 3.4                                  | 2.1      | 10.7                                | 6.9        |
| Non-GAAP gross margin                                      | \$ 553.0                             | \$ 446.2 | \$ 1,981.9                          | \$ 1,635.6 |
| GAAP marketing and sales                                   | \$ 242.5                             | \$ 181.1 | \$ 842.7                            | \$ 696.1   |
| SFAS 123R stock-based compensation expense                 | (11.8)                               | (7.9)    | (43.1)                              | (41.9)     |
| Employee tax reimbursements related to stock option review | (0.6)                                | -        | (5.4)                               | -          |
| Non-GAAP marketing and sales                               | \$ 230.1                             | \$ 173.2 | \$ 794.2                            | \$ 654.2   |
| GAAP research and development                              | \$ 132.5                             | \$ 100.0 | \$ 485.3                            | \$ 406.3   |
| SFAS 123R stock-based compensation expense                 | (8.5)                                | (5.0)    | (32.4)                              | (30.0)     |
| Employee tax reimbursements related to stock option review | (0.8)                                | -        | (5.2)                               | -          |
| In-process research and development                        | (1.9)                                | -        | (5.5)                               | -          |
| Non-GAAP research and development                          | \$ 121.3                             | \$ 95.0  | \$ 442.2                            | \$ 376.3   |
| GAAP general and administrative                            | \$ 49.2                              | \$ 42.0  | \$ 191.4                            | \$ 171.1   |
| SFAS 123R stock-based compensation expense                 | (4.7)                                | (3.6)    | (18.8)                              | (16.9)     |
| Employee tax reimbursements related to stock option review | (0.3)                                | -        | (2.0)                               | -          |
| Litigation accrual   | -                                    | -        | -                                   | (5.0)      |
| Amortization of customer relationships and trademarks      | (3.2)                                | (2.0)    | (9.4)                               | (7.5)      |
| Non-GAAP general and administrative                        | \$ 41.0                              | \$ 36.4  | \$ 161.2                            | \$ 141.7   |
| GAAP operating expenses                                    | \$ 424.2                             | \$ 323.1 | \$ 1,519.4                          | \$ 1,273.5 |
| SFAS 123R stock-based compensation expense                 | (25.0)                               | (16.5)   | (94.3)                              | (88.8)     |
| Employee tax reimbursements related to stock option review | (1.7)                                | -        | (12.6)                              | -          |
| Litigation accrual   | -                                    | -        | -                                   | (5.0)      |
| Amortization of customer relationships and trademarks      | (3.2)                                | (2.0)    | (9.4)                               | (7.5)      |

|   |    |        |    |        |    |         |    |         |
|---|----|--------|----|--------|----|---------|----|---------|
| In-process research and development   |    | (1.9)  |    | -      |    | (5.5)   |    | -       |
| Non-GAAP operating expenses   | \$ | 392.4  | \$ | 304.6  | \$ | 1,397.6 | \$ | 1,172.2 |
| GAAP income from operations   | \$ | 124.1  | \$ | 119.7  | \$ | 445.6   | \$ | 349.7   |
| SFAS 123R stock-based compensation expense  |    | 26.2   |    | 17.8   |    | 99.3    |    | 94.3    |
| Employee tax reimbursements related to stock option review  |    | 1.8    |    | -      |    | 13.8    |    | -       |
| Litigation accrual  |    | -      |    | -      |    | -       |    | 5.0     |
| Amortization of developed technology  |    | 3.4    |    | 2.1    |    | 10.7    |    | 6.9     |
| Amortization of customer relationships and trademarks   |    | 3.2    |    | 2.0    |    | 9.4     |    | 7.5     |
| In-process research and development   |    | 1.9    |    | -      |    | 5.5     |    | -       |
| Non-GAAP income from operations   | \$ | 160.6  | \$ | 141.6  | \$ | 584.3   | \$ | 463.4   |
| GAAP interest and other income, net   | \$ | 6.8    | \$ | 4.5    | \$ | 24.4    | \$ | 16.8    |
| Investment impairment   |    | -      |    | -      |    | 4.0     |    | -       |
| Non-GAAP interest and other income, net   | \$ | 6.8    | \$ | 4.5    | \$ | 28.4    | \$ | 16.8    |
| GAAP provision for income taxes   | \$ | (34.4) | \$ | (27.8) | \$ | (113.8) | \$ | (76.8)  |
| Income tax effect on difference between GAAP and non-GAAP total costs and expenses at a normalized rate |    | (8.8)  |    | (5.5)  |    | (42.4)  |    | (28.7)  |
| Non-GAAP provision for income taxes   | \$ | (43.2) | \$ | (33.3) | \$ | (156.2) | \$ | (105.5) |
| GAAP net income   | \$ | 96.5   | \$ | 96.4   | \$ | 356.2   | \$ | 289.7   |
| SFAS 123R stock-based compensation expense  |    | 26.2   |    | 17.8   |    | 99.3    |    | 94.3    |
| Employee tax reimbursements related to stock option review  |    | 1.8    |    | -      |    | 13.8    |    | -       |
| Investment impairment   |    | -      |    | -      |    | 4.0     |    | -       |
| Litigation accrual  |    | -      |    | -      |    | -       |    | 5.0     |
| Amortization of developed technology  |    | 3.4    |    | 2.1    |    | 10.7    |    | 6.9     |
| Amortization of customer relationships and trademarks   |    | 3.2    |    | 2.0    |    | 9.4     |    | 7.5     |
| In-process research and development   |    | 1.9    |    | -      |    | 5.5     |    | -       |
| Income tax effect on difference between GAAP and non-GAAP total costs and expenses at a normalized rate |    | (8.8)  |    | (5.5)  |    | (42.4)  |    | (28.7)  |
| Non-GAAP net income   | \$ | 124.2  | \$ | 112.8  | \$ | 456.5   | \$ | 374.7   |
| GAAP diluted net income per share   | \$ | 0.40   | \$ | 0.40   | \$ | 1.47    | \$ | 1.19    |
| SFAS 123R stock-based compensation expense  |    | 0.11   |    | 0.07   |    | 0.41    |    | 0.38    |
| Employee tax reimbursements related to stock option review  |    | 0.01   |    | -      |    | 0.06    |    | -       |
| Investment impairment   |    | -      |    | -      |    | 0.02    |    | -       |
| Litigation accrual  |    | -      |    | -      |    | -       |    | 0.02    |
| Amortization of developed technology  |    | 0.01   |    | 0.01   |    | 0.04    |    | 0.03    |
| Amortization of customer relationships and trademarks   |    | 0.02   |    | -      |    | 0.04    |    | 0.03    |
| In-process research and development   |    | 0.01   |    | -      |    | 0.02    |    | -       |
| Income tax effect on difference between GAAP and non-GAAP total costs and expenses at a normalized rate |    | (0.04) |    | (0.02) |    | (0.18)  |    | (0.12)  |
| Non-GAAP diluted net income per share   | \$ | 0.52   | \$ | 0.46   | \$ | 1.88    | \$ | 1.53    |
| GAAP diluted shares used in per share calculation   |    | 239.4  |    | 243.9  |    | 242.0   |    | 243.2   |
| Impact of SFAS 123R on diluted shares   |    | 1.0    |    | 1.5    |    | 1.2     |    | 1.6     |
| Non-GAAP diluted shares used in per share calculation   |    | 240.4  |    | 245.4  |    | 243.2   |    | 244.8   |

## Other Supplemental Financial Information (6)

| Fiscal Year 2008                                    | QTR 1   | QTR 2   | QTR 3   | QTR 4   | YTD 2008 |
|---|---------|---------|---------|---------|----------|
| <b>Financial Statistics</b>                         |         |         |         |         |          |
| (in millions, except per share data):               |         |         |         |         |          |
| Total net revenues                                  | \$ 508  | \$ 526  | \$ 538  | \$ 599  | \$ 2,172 |
| License and other revenues                          | \$ 383  | \$ 394  | \$ 396  | \$ 446  | \$ 1,619 |
| Maintenance revenues                                | \$ 125  | \$ 132  | \$ 143  | \$ 153  | \$ 553   |
| Gross Margin - GAAP                                 | 90%     | 90%     | 90%     | 92%     | 90%      |
| Gross Margin - Non-GAAP                             | 90%     | 91%     | 91%     | 92%     | 91%      |
| GAAP Operating Expenses                             | \$ 355  | \$ 359  | \$ 381  | \$ 424  | \$ 1,519 |
| GAAP Operating Margin                               | 20%     | 22%     | 20%     | 21%     | 21%      |
| GAAP Net Income                                     | \$ 83   | \$ 92   | \$ 85   | \$ 96   | \$ 356   |
| GAAP Diluted Net Income Per Share                   | \$ 0.34 | \$ 0.38 | \$ 0.35 | \$ 0.40 | \$ 1.47  |
| Non-GAAP Operating Expenses (1)(2)                  | \$ 328  | \$ 336  | \$ 341  | \$ 393  | \$ 1,398 |
| Non-GAAP Operating Margin (1)(3)                    | 26%     | 27%     | 28%     | 27%     | 27%      |
| Non-GAAP Net Income (1)(4)                          | \$ 107  | \$ 108  | \$ 117  | \$ 124  | \$ 456   |
| Non-GAAP Diluted Net Income Per Share (1)(5)        | \$ 0.44 | \$ 0.44 | \$ 0.49 | \$ 0.52 | \$ 1.88  |
| Total Cash and Marketable Securities                | \$ 964  | \$ 827  | \$ 873  | \$ 958  | \$ 958   |
| Days Sales Outstanding                              | 47      | 48      | 51      | 59      | 59       |
| Capital Expenditures                                | \$ 7    | \$ 11   | \$ 11   | \$ 14   | \$ 43    |
| Cash from Operations                                | \$ 192  | \$ 136  | \$ 161  | \$ 219  | \$ 708   |
| GAAP Depreciation and Amortization                  | \$ 14   | \$ 15   | \$ 15   | \$ 17   | \$ 61    |
| <b>Revenue by Geography</b>                         |         |         |         |         |          |
| (in millions):                                      |         |         |         |         |          |
| Americas  | \$ 185  | \$ 195  | \$ 218  | \$ 206  | \$ 804   |
| Europe  | \$ 206  | \$ 204  | \$ 203  | \$ 262  | \$ 875   |
| Asia/Pacific  | \$ 117  | \$ 127  | \$ 118  | \$ 131  | \$ 493   |
| <b>Revenue by Division</b>                          |         |         |         |         |          |
| (in millions):                                      |         |         |         |         |          |
| Design Solutions Segment                            | \$ 445  | \$ 459  | \$ 468  | \$ 523  | \$ 1,895 |
| Platform Solutions and Emerging Business Division   | \$ 251  | \$ 241  | \$ 242  | \$ 263  | \$ 997   |
| Architecture, Engineering and Construction Division | \$ 100  | \$ 119  | \$ 124  | \$ 137  | \$ 480   |
| Manufacturing Solutions Division                    | \$ 94   | \$ 99   | \$ 102  | \$ 123  | \$ 418   |
| Media and Entertainment Segment                     | \$ 59   | \$ 62   | \$ 67   | \$ 71   | \$ 259   |
| Other   | \$ 4    | \$ 5    | \$ 4    | \$ 5    | \$ 18    |

**Other Revenue Statistics:**

% of Total Rev from

|  |       |       |       |       |        |
|--|-------|-------|-------|-------|--------|
| AutoCAD, AutoCAD upgrades and AutoCAD LT | 43%   | 38%   | 37%   | 37%   | 38%    |
| % of Total Rev from 3D design products   | 21%   | 23%   | 24%   | 24%   | 23%    |
| % of Total Rev from Emerging Economies   | 14%   | 15%   | 17%   | 19%   | 17%    |
| Upgrade Revenue (in millions)            | \$ 71 | \$ 46 | \$ 43 | \$ 50 | \$ 210 |

**Deferred Maintenance**

Revenue (in millions):

Deferred Maintenance

|                 |        |        |        |        |        |
|-----------------|--------|--------|--------|--------|--------|
| Revenue Balance | \$ 343 | \$ 356 | \$ 366 | \$ 434 | \$ 434 |
|-----------------|--------|--------|--------|--------|--------|

 Favorable (Unfavorable) Impact of U.S. Dollar Translation  
 Relative to Foreign Currencies Compared to Comparable Prior  
 Year Period (in millions):

FX Impact on Total Net

|          |       |       |       |       |       |
|----------|-------|-------|-------|-------|-------|
| Revenues | \$ 19 | \$ 12 | \$ 16 | \$ 25 | \$ 72 |
|----------|-------|-------|-------|-------|-------|

FX Impact on Total

|                    |        |        |        |        |         |
|--------------------|--------|--------|--------|--------|---------|
| Operating Expenses | \$ (5) | \$ (5) | \$ (5) | \$ (9) | \$ (24) |
|--------------------|--------|--------|--------|--------|---------|

FX Impact on Total Net

|        |       |      |       |       |       |
|--------|-------|------|-------|-------|-------|
| Income | \$ 14 | \$ 7 | \$ 11 | \$ 16 | \$ 48 |
|--------|-------|------|-------|-------|-------|

Operating Income (Loss) by Segment (in millions):

|                         |          |          |          |          |          |
|-------------------------|----------|----------|----------|----------|----------|
| Design Solutions        | \$ 190   | \$ 198   | \$ 207   | \$ 219   | \$ 814   |
| Media and Entertainment | \$ 21    | \$ 22    | \$ 24    | \$ 24    | \$ 91    |
| Unallocated amounts     | \$ (109) | \$ (106) | \$ (125) | \$ (119) | \$ (459) |

**Common Stock Statistics:**

|                                       |             |             |             |             |             |
|---------------------------------------|-------------|-------------|-------------|-------------|-------------|
| GAAP Shares Outstanding               | 231,166,000 | 229,331,000 | 230,416,000 | 230,013,000 | 230,013,000 |
| GAAP Fully Diluted Shares Outstanding | 243,848,000 | 242,986,000 | 239,908,000 | 239,400,000 | 242,014,000 |
| Shares Repurchased                    | -           | 7,062,000   | 3,001,000   | 2,064,000   | 12,127,000  |

**Installed Base Statistics:**

|                                     |           |           |           |           |           |
|-------------------------------------|-----------|-----------|-----------|-----------|-----------|
| Total AutoCAD- based Installed Base | 4,162,000 | 4,213,000 | 4,268,000 | 4,329,000 | 4,329,000 |
|-------------------------------------|-----------|-----------|-----------|-----------|-----------|

Stand-alone AutoCAD

2,857,000

AutoCAD Mechanical

237,000

AutoCAD Map 3D

264,000

AutoCAD Architecture

539,000

AutoCAD LT Installed Base

3,680,000

Total Inventor Installed Base

699,000 722,000 747,000 775,000 775,000

Total Subscription Installed Base

1,295,000 1,329,000 1,387,000 1,481,000 1,481,000

(1) To supplement our consolidated financial statements presented on a GAAP basis, Autodesk provides investors with certain non-GAAP measures including non-GAAP net income, non-GAAP net income per share, non-GAAP cost of license and other revenues, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP income from operations, non-GAAP interest and other income, net and non-GAAP provision for income taxes. These non-GAAP financial measures are adjusted to exclude certain costs, expenses, gains and losses, including stock-based compensation expense, employee tax reimbursements related to our stock option review, litigation expenses, in-process research and development expenses, restructuring expenses, amortization of purchased intangibles, investment impairment and income tax expenses. See our reconciliation of GAAP financial measures to non-GAAP financial measures herein. We believe these exclusions are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results.

These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of future periods.

There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. The non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. The presentation of this additional information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with generally accepted accounting principles in the United States. Investors should review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables accompanying this press release.

| Fiscal Year 2008  | QTR 1  | QTR 2  | QTR 3  | QTR 4  | YTD 2008 |
|---|--------|--------|--------|--------|----------|
| (2) GAAP Operating Expenses                               | \$ 355 | \$ 359 | \$ 381 | \$ 424 | \$ 1,519 |
| Stock-based compensation expense                          | (14)   | (20)   | (35)   | (25)   | (94)     |
| Employee tax reimbursement related to stock option review | (11)   | -      | -      | (2)    | (13)     |
| Amortization of customer relationships and trademarks     | (2)    | (2)    | (2)    | (3)    | (9)      |
| In-process research and development                       | -      | (1)    | (3)    | (2)    | (6)      |
| Non-GAAP Operating Expenses                               | \$ 328 | \$ 336 | \$ 341 | \$ 392 | \$ 1,397 |
| (3) GAAP Operating Margin                                 | 20%    | 22%    | 20%    | 21%    | 21%      |
| Stock-based compensation expense                          | 3%     | 4%     | 7%     | 4%     | 4%       |
| Employee tax reimbursement related to stock option review | 2%     | 0%     | 0%     | 0%     | 1%       |
| Amortization of developed technology                      | 1%     | 0%     | 1%     | 1%     | 1%       |
| Amortization of customer relationships and trademarks     | 0%     | 1%     | 0%     | 1%     | 0%       |
| In-process research and development                       | 0%     | 0%     | 1%     | 0%     | 0%       |
| Non-GAAP Operating Margin                                 | 26%    | 27%    | 28%    | 27%    | 27%      |



|   |    |        |    |        |    |        |    |        |    |        |
|---|----|--------|----|--------|----|--------|----|--------|----|--------|
| (4) GAAP Net Income   | \$ | 83     | \$ | 92     | \$ | 85     | \$ | 96     | \$ | 356    |
| Stock-based compensation expense  |    | 15     |    | 21     |    | 37     |    | 26     |    | 99     |
| Employee tax reimbursement related to stock option review   |    | 12     |    | -      |    | -      |    | 2      |    | 14     |
| Investment impairment   |    | -      |    | -      |    | 4      |    | -      |    | 4      |
| Amortization of developed technology  |    | 2      |    | 2      |    | 3      |    | 4      |    | 11     |
| Amortization of customer relationships and trademarks   |    | 2      |    | 2      |    | 2      |    | 3      |    | 9      |
| In-process research and development   |    | -      |    | 1      |    | 3      |    | 2      |    | 6      |
| Income tax effect on difference between GAAP and non-GAAP total costs and expenses at a normalized rate |    | (7)    |    | (10)   |    | (17)   |    | (9)    |    | (43)   |
| Non-GAAP Net Income   | \$ | 107    | \$ | 108    | \$ | 117    | \$ | 124    | \$ | 456    |
| (5) GAAP Diluted Net Income Per Share   | \$ | 0.34   | \$ | 0.38   | \$ | 0.35   | \$ | 0.40   | \$ | 1.47   |
| Stock-based compensation expense  |    | 0.06   |    | 0.09   |    | 0.16   |    | 0.11   |    | 0.41   |
| Employee tax reimbursement related to stock option review   |    | 0.05   |    | -      |    | -      |    | 0.01   |    | 0.06   |
| Investment impairment   |    | -      |    | -      |    | 0.02   |    | -      |    | 0.02   |
| Amortization of developed technology  |    | 0.01   |    | 0.01   |    | 0.01   |    | 0.01   |    | 0.04   |
| Amortization of customer relationships and trademarks   |    | 0.01   |    | -      |    | 0.01   |    | 0.02   |    | 0.04   |
| In-process research and development   |    | -      |    | -      |    | 0.01   |    | 0.01   |    | 0.02   |
| Income tax effect on difference between GAAP and non-GAAP total costs and expenses at a normalized rate |    | (0.03) |    | (0.04) |    | (0.07) |    | (0.04) |    | (0.18) |
| Non-GAAP Diluted Net Income Per Share   | \$ | 0.44   | \$ | 0.44   | \$ | 0.49   | \$ | 0.52   | \$ | 1.88   |

(6) Totals may not agree with the sum of the components due to rounding.