STREET ADDRESS
ONE MARKET, SUITE 400
SAN FRANCISCO, CA 94105

1. Name and Address of Reporting Person

 Pearce Rebecca
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

 Autodesk, Inc. [ADSK]

3. Date of Earliest Transaction (Month/Day/Year)

 03/26/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

 03/28/2024

5. Relationship of Reporting Person(s) to Issuer

 10% Owner

   Director

   EVP, Chief People Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/26/2024</td>
<td></td>
<td></td>
<td>A</td>
<td>5,977</td>
<td>A</td>
<td>17,185²(3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/26/2024</td>
<td></td>
<td></td>
<td>D</td>
<td>2,811</td>
<td>D</td>
<td>14,374²(3)</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivatives Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Security Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. Represents shares earned based upon attainment for Performance Stock Unit awards. 5,977 shares subject to one PSU vested on attainment on 03/26/2024.
2. The total securities beneficially owned includes 8,638 shares of unvested Restricted Stock Units.
3. The original Form 4, filed on March 28, 2024, is being amended by this Form 4 amendment to correct an administrative error, which misreported withholding amounts that occurred on March 26, 2024 and the number of shares acquired on September 29, 2023 pursuant to the Issuer's Employee Stock Purchase Plan. No sales are being made.
4. Shares withheld to cover taxes.

Remarks:

Melissa Hogg, Attorney-in-Fact for Rebecca Pearce 07/18/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.