

**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**

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 Rule 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.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



June 10, 2013

Dear Autodesk Stockholder:

We encourage you to vote your shares for the upcoming Autodesk 2013 Annual Meeting of Stockholders to be held on Thursday, June 13, 2013, at 3:00 p.m., Pacific Time, at our San Francisco office, The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105.

We hope that you will be able to attend this year's Annual Meeting. Whether or not you plan to attend the meeting, please ensure that you are represented by voting in advance. **Voting by internet or telephone is fast, easy and secure.** Voting is available, 24 hours a day, 7 days a week up until 8:59 P.M. Pacific Time, Wednesday, June 12, 2013.

Vote by Internet:

1. Visit www.proxyvote.com
2. Enter your control number that appears on the enclosed Vote Instruction Form in the box marked by the arrow --> [XXXX XXXX XXXX]
3. Vote your shares

Vote by Phone:

1. Call the toll-free number found on the enclosed Vote Instruction Form from a touch tone telephone and follow the instructions
2. Enter your control number found on the enclosed Vote Instruction Form in the box marked by the arrow --> [XXXX XXXX XXXX]
3. Vote your shares

Thank you for voting, your vote is important!