
**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)

June 4, 2007

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

On June 4, 2007, Autodesk, Inc. issued a press release reporting selected financial results for the fiscal years ended January 31, 2007, 2006, 2005, 2004, and 2003, and for the quarter ended April 30, 2007. 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 and future non-GAAP earnings per share. For our internal budgeting and resource allocation process, Autodesk’s management uses historical and future non-GAAP earnings per share that does not include: (a) the stock-based compensation impact of SFAS 123R, (b) amortization of purchased intangibles and purchases of incomplete technology that result in an in-process research and development expense and (c) certain payments to employees for tax issues arising from Autodesk’s voluntary stock option review. Autodesk’s management uses historical and future non-GAAP earnings per share 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 123(R). 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 Alias in January 2006. 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 anticipated payments 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 it is a non-recurring item 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.

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 earnings per share 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 June 4, 2007, entitled "Autodesk Files Fiscal 2007 Financial Statements."

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: June 8, 2007

EXHIBIT INDEX

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PRESS RELEASE

Investors: Sue Pirri, sue.pirri@autodesk.com, 415-507-6467
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AUTODESK FILES FISCAL 2007 FINANCIAL STATEMENTS

SAN RAFAEL, Calif., June 4, 2007—Autodesk, Inc. (NASDAQ: ADSK) today announced that, following the completion of its voluntary review of the Company's stock option grant practices and related accounting issues, it has filed its fiscal 2007 financial statements with the Securities and Exchange Commission. The review covered the period from January 1988 through August 2006 and resulted in aggregate pre-tax, non-cash charges of \$34.8 million over the entire period. On a GAAP basis, diluted earnings per share for fiscal 2007 were \$1.19, and restated diluted earnings per share for fiscal years 2006, 2005, 2004 and 2003 were \$1.35, \$0.90, \$0.50 and \$0.12, respectively.

Diluted earnings per share for the quarter ended April 30, 2007 were \$0.34. Non-GAAP diluted earnings per share were \$0.44. Non-GAAP diluted earnings per share exclude stock-based compensation expenses as required by SFAS 123R of \$0.05 per share, amortization of acquisition related intangibles of \$0.01 per share, and reimbursement to employees for tax issues arising from the voluntary stock option review of \$0.04.

In addition, the company reiterated the guidance it gave on its financial results press release dated May 17, 2007.

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.

Second Quarter Fiscal 2008

Net revenues for the second quarter of fiscal 2008 are expected to be in the range of \$520 million to \$530 million. GAAP earnings per diluted share are expected to be between \$0.27 and \$0.29. Non-GAAP earnings per diluted share are expected to be between \$0.41 and \$0.43 and exclude \$0.09 related to stock based compensation expenses as required by SFAS 123R, \$0.01 for the amortization of acquisition related intangibles, and reimbursement to employees for tax issues arising from the voluntary stock option review of \$0.04.

The Autodesk logo is positioned vertically on the right side of the page. It consists of the word "Autodesk" in a bold, sans-serif font, with a registered trademark symbol (®) at the top right of the letter "k".

Third Quarter Fiscal 2008

Net revenues for the third quarter of fiscal 2008 are expected to be in the range of \$520 million to \$530 million. GAAP earnings per diluted share are expected to be between \$0.33 and \$0.35. Non-GAAP earnings per diluted share are expected to be between \$0.43 and \$0.45 and exclude \$0.09 related to stock based compensation expenses as required by SFAS 123R, and \$0.01 for the amortization of acquisition related intangibles.

Full Year Fiscal 2008

For fiscal year 2008, net revenues are expected to be between \$2.115 billion and \$2.150 billion. GAAP earnings per diluted share are expected to be between \$1.40 and \$1.47. Non-GAAP earnings per diluted share are expected to be between \$1.82 and \$1.89. Non-GAAP earnings per diluted share exclude \$0.30 related to stock based compensation expenses as required by SFAS 123R, \$0.04 for the amortization of acquisition related intangibles, and reimbursement to employees for tax issues arising from the voluntary stock option review of \$0.08.

Safe Harbor

This press release contains forward-looking statements that involve risks and uncertainties, including statements in the paragraphs under "Business Outlook," above. Factors that could cause actual results to differ materially include the following: unexpected expenses resulting from the voluntary stock option review, our performance in particular geographies, general market and business conditions, fluctuations in our tax rate, the timing and degree of expected investments in growth opportunities, slowing momentum in maintenance or subscription revenues, changes in the timing of product releases and retirements, failure of key new applications to achieve anticipated levels of customer acceptance, difficulties encountered in integrating new or acquired businesses and technologies, failure to achieve sufficient sell-through in our channels for new or existing products, pricing pressure, fluctuation in foreign currency exchange rates, failure to achieve continued cost reductions and productivity increases, failure to achieve continued migration from 2D products to 3D products, 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 annual report on Form 10-K for the year ended January 31, 2007 which is 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.

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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 1,000 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>.

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