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)

January 14, 2009

Autodesk, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**000-14338**	**94-2819853**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 2.05 Costs Associated with Exit or Disposal Activities

On January 14, 2009, the Board of Directors of Autodesk, Inc. ("the Company") approved a world-wide restructuring plan that includes a reduction in force that will result in the termination of approximately 10% of the Company's workforce. The Company expects to substantially complete the reduction in force by the end of its first quarter of fiscal 2010 (ending April 30, 2009). In addition, by the end of its first quarter of fiscal 2010 (ending April 30, 2009), the Company intends to close all or certain portions of up to 27 of its leased facilities. The Company is taking these actions in order to reduce costs, streamline operations, and improve its cost structure in the current operating environment.

The Company anticipates incurring restructuring and impairment charges of $65 million to $75 million, of which $48 million to $57 million would be for one-time employee termination benefits and $17 million to $18 million would be for facilities-related costs. Substantially all of these charges will be expensed in the fourth quarter of fiscal 2009 (ending January 31, 2009), and first quarter of fiscal 2010 (ending April 30, 2009). These charges would result in cash payments of approximately $65 million to $75 million, consisting of one-time employee termination and lease termination payments.

Item 8.01 Other Events.

On January 15, 2009, the Company issued a press release reporting its updated business outlook for the three months ending January 31, 2009. 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 the Company'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 future non-GAAP net earnings per diluted share. For the Company's internal budgeting and resource allocation process, the Company'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 technology that result in in-process research and development expense and (c) certain restructuring charges on the difference between GAAP and non-GAAP costs and expenses. The Company's management uses these non-GAAP measures in making operating decisions because it believes the measures provide meaningful supplemental information regarding the Company's earning potential. In addition, these non-GAAP financial measures facilitate comparisons to competitors' historical results and operating guidance.

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

A. Stock compensation impact of SFAS 123R. These expenses consist of expenses for employee stock-based compensation under SFAS 123R. The Company excludes stock-based compensation expenses from its non-GAAP measures primarily because they are non-cash expenses and the Company's 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 SFAS 123R is applied, the Company's management believes that it is useful to investors to understand the impact of the application of SFAS 123R to its results of operations.

B. Amortization of purchased intangibles and in-process research and development expenses. The Company 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 and technologies. The amortization of purchased intangibles from business combinations varies depending on the level of acquisition activity and the Company's management finds it useful to exclude these variable charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods.

C. Restructuring charges. These charges are primarily due to workforce reductions, abandonment or sublease of leased facilities and related costs.

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 the Company's reported financial results. The Company's 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 the Company's 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 the Company's press release.

Safe Harbor Statement

This Current Report on Form 8-K contains forward-looking statements that involve risks and uncertainties, including statements regarding the expected charges and costs related to the Company's planned restructuring plan. Factors that could cause actual results to differ materially include the following: difficulties encountered in implementing workforce reductions; changes in the size and components of the expected restructuring plan; litigation or claims made as a result of the implementation of certain elements of the restructuring plan; and general economic conditions. The Company assumes no obligation to update any forward-looking statements to reflect events that occur or circumstances that exist after the date on which they were made.

Further information on potential factors that could affect the financial results of the Company are included in the Company's annual report on Form 10-K for the year ended January 31, 2008, and Form 10-Q for the quarter ended October 31, 2008, which are on file with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated January 15, 2009

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/ CARL BASS

Carl Bass
Chief Executive Officer, President and Interim Chief Financial Officer

Date: January 15, 2009

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated January 15, 2009

Exhibit 99.1

PRESS RELEASE

Media Contact :
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Investor Contact:
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Autodesk Announces Restructuring to Reduce Annual Operating Expenses

Company provides updated business outlook

SAN RAFAEL, CALIF, JANUARY 15, 2009—Autodesk, Inc. (NASDAQ: ADSK) today announced a restructuring plan to reduce its annual operating expenses. The company anticipates the restructuring will result in annual pre-tax cost savings of approximately $130 million annually starting in fiscal 2010.

As part of its restructuring plan, Autodesk plans to reduce its workforce by approximately 750 employees, representing approximately 10 percent of the company's global workforce. The company also plans to consolidate certain facilities. The actions announced today are in addition to the ongoing cost reduction initiatives previously announced, which include a hiring freeze, business travel restrictions, and other reductions in its operating expenses.

As a result of this restructuring, the company anticipates taking a pre-tax charge in the range of $65 million to $75 million. Approximately $45 million to $50 million in pre-tax charges will be taken in the fourth quarter of fiscal 2009. Most of the remaining charge will be taken in the first quarter of fiscal 2010.

Updated 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. This serves as an update to the previously announced business outlook issued on November 20, 2008.

Net revenue for the fourth quarter of fiscal 2009 is now expected to be in the range of $475 million and $500 million. GAAP loss per diluted share is now expected to be in the range of $0.12 and $0.05. Non-GAAP earnings per diluted share are now expected to be in the range of $0.18 and $0.24 and exclude $0.15 to $0.16 related to restructuring charges, $0.07 related to stock-based compensation expense and $0.07 for acquisition related charges.

In addition, although a final determination has not yet been made, the company may take an impairment charge of up to $125 million net of taxes in the fourth quarter of fiscal 2009. This impairment charge would reduce the value of goodwill related to the company's Media and Entertainment business segment. This potential impairment charge is not included in the forecast provided above.

"Global economic conditions continue to impact our end-user demand," said Carl Bass, president and chief executive officer. "Given the current uncertainty of the economic environment, the cost savings initiatives we are implementing are prudent. Autodesk has a strong cash position and leadership across multiple product sectors and geographies. The company has experienced several economic downturns during its 26-year history, and like before, we fully expect to emerge from the downturn stronger, more efficient, and more competitive."

Spin Out of Location Services

Autodesk has signed a definitive agreement to spin out its Location Services business to Hale Capital Partners, a private equity firm. Autodesk believes this move will help position the Location Services business for greater success in the wireless industry, while allowing Autodesk to focus its on its core business. Details of the transaction were not disclosed.

Earnings Release Date

Autodesk will announce final fourth quarter financial results in a press release immediately following the close of market on February 26, 2009. The company will also host a live conference call and webcast to discuss these results on February 26, 2009 at 2:00 p.m. Pacific Time. The call will be webcast at http://www.autodesk.com/investors. An audio replay webcast and podcast will also be available that day after 4:00 p.m. Pacific Time on our website at http://www.autodesk.com/investors.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the expected charges and costs related to Autodesk's planned restructuring plan and statements regarding Autodesk's anticipated performance and results for its fourth quarter of fiscal 2009. Factors that could cause actual results to differ materially include the following: difficulties encountered in implementing workforce reductions; changes in the size and components of the expected costs and charges; litigation or claims made as a result of the implementation of certain elements of the restructuring plan; Autodesk's ability to close business as expected this quarter in general and as a result of this press release; adjustments made in connection with closing the quarter and releasing financial statements; general market and business conditions; our performance in particular geographies, including emerging economies; the financial and business condition of our reseller and distribution channels; fluctuation in foreign currency exchange rates; failure to achieve and maintain existing cost reduction efforts and productivity increase initiatives; difficulties encountered in integrating new or acquired businesses and technologies; the inability to identify and realize the anticipated benefits of acquisitions; unexpected fluctuations in our tax rate; the timing and degree of expected investments in growth opportunities; slowing momentum in maintenance revenues; failure to achieve sufficient sell-through in our channels for new or existing products; pricing pressure; 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; 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 actual financial results of Autodesk are included in the Company's reports on Form 10-K for the year ended January 31, 2008 and our Form 10-Q for the quarter ended October 31, 2008, 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.

About Autodesk

Autodesk, Inc. is a world leader in 2D and 3D design software for the manufacturing, 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 built. 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 www.autodesk.com.