SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENTS  
UNDER  
THE SECURITIES ACT OF 1933  

AUTODESK, INC.  
(EXACT NAME OF ISSUER AS SPECIFIED IN ITS CHARTER)

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DELAWARE                                     94-2819853  
- ------------------------                 ------------------------------------  
(STATE OF INCORPORATION)                 (I.R.S. EMPLOYER IDENTIFICATION NO.)

2320 MARINSHIP WAY  
SAUSALITO, CALIFORNIA 94965  
(Address of Principal Executive Offices)

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1987 STOCK OPTION PLAN  
1990 DIRECTORS' OPTION PLAN  
EMPLOYEE QUALIFIED STOCK PURCHASE PLAN  
(FULL TITLE OF THE PLANS)

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CAROL A. BARTZ  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
AUTODESK, INC.  
2320 MARINSHIP WAY  
SAUSALITO, CALIFORNIA 94965  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(415) 332-2344  
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

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Copy to:  
MARCIA KEMP STERLING, ESQ.  
WILSON, SONSINI, GOODRICH & ROSATI  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050

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CALCULATION OF REGISTRATION FEE

========================================================================================================================
| PROPOSED | PROPOSED |
| MAXIMUM | MAXIMUM |
| OFFERING | AGGREGATE | AMOUNT OF |
| TITLE OF SECURITIES | AMOUNT TO BE REGISTERED | PRICE | OFFERING | REGISTRATION |
| TO BE REGISTERED | PER SHARE | PRICE | FEE |
|========================================================================================================================|
| See below.* | N/A* | N/A* | N/A* | N/A* |

========================================================================================================================
No additional securities are to be registered, and registration fees were paid upon filing of the original Registration Statement Nos. 33-54683, 33-22656, 33-51110, 33-41265, 33-15675 and 33-39458. Therefore, no further registration fee is required.

AUTODESK, INC.
POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENTS ON FORM S-8

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to certain Registration Statements on Form S-8 (File Nos. 33-54683, 33-22656, 33-51110, 33-41265, 33-15675 and 33-39458) (the "Registration Statements") is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Act") by Autodesk, Inc., a Delaware corporation ("Autodesk Delaware" or the "Company"), which is the successor to Autodesk, Inc., a California corporation ("Autodesk California"), following a statutory merger effective on August 4, 1994 (the "Merger") for the purpose of changing Autodesk California's state of incorporation. Prior to the Merger, Autodesk Delaware had no assets or liabilities other than nominal assets or liabilities. In connection with the Merger, Autodesk Delaware succeeded by operation of law to all of the assets and liabilities of Autodesk California. The Merger was approved by the shareholders of Autodesk California at a meeting for which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

Except as modified by this Amendment, Autodesk Delaware, by virtue of this Amendment, expressly adopts the Registration Statements as its own registration statements for all purposes of the Act and the 1934 Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

There are hereby incorporated by reference in this Amendment to the Registration Statements the following documents and information heretofore filed with the Securities and Exchange Commission:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1994, filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "1934 Act");

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 1994, filed pursuant to Section 13 of the 1934 Act;

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A dated March 18, 1986 pursuant to Section 12(g) of the 1934 Act.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act on or after the date of this Amendment to the Registration Statements and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Amendment to the Registration Statements and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.
ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.
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Mark A. Bertelsen, a Member of Wilson, Sonsini, Goodrich & Rosati, counsel to the Company, is a director of the Company. Mr. Bertelsen owns options to purchase 13,000 shares of the Company's Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.
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The Company's Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability (i) for any breach of their duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

The Company's Bylaws provide that the Company shall indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by law. The Company believes that indemnification under its Bylaws covers at least negligence and gross negligence on the part of indemnified parties. The Company's Bylaws also permit the Company to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Company would have the power to indemnify him or her against such liability under the General Corporation Law of Delaware. The Company currently has secured such insurance on behalf of its officers and directors.

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The Company has entered into agreements to indemnify its directors and officers, in addition to indemnification provided for in the Company's Bylaws. Subject to certain conditions, these agreements, among other things, indemnify the Company's directors and officers for certain expenses (including attorney's fees), judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as a director or officer of the Company, any subsidiary of the Company or any other company or enterprise to which the person provides services at the request of the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.
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Not applicable.

ITEM 8. EXHIBITS.
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<table>
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</tr>
<tr>
<td>24.1</td>
<td>Power of Attorney (see Page II-6 of this Amendment to the Registration Statements).</td>
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ITEM 9. UNDERTAKINGS
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(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
(i) To include any prospectus required by Section 10(a)(3) of
the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising
after the effective date of the registration statement (or the most recent post-
effective amendment thereof) which, individually or in the aggregate, represent
a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the
plan of distribution not previously disclosed in the registration statement or
any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if
the registration statement is on Form S-3, or Form S-8, and the information
required to be included in a post-effective amendment by those paragraphs is
contained in periodic reports filed by the registrant pursuant to Section 13 or
Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by
reference in the registration statement.

(2) That, for the purpose of determining any liability under the
Securities Act of 1933, each such post-effective amendment shall be deemed to be
a new registration statement relating to the securities offered therein, and the
offering of such securities at that time shall be deemed to be the initial bona
fide offering thereof.

(3) To remove from registration by means of a post-effective amendment
any of the securities being registered which remain unsold at the termination of
the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of
determining any liability under the Securities Act of 1933, each filing of the
registrant's annual report pursuant to Section 13(a) or Section 15(d) of the
Securities Exchange Act of 1934 that is incorporated by reference in the
registration statement shall be deemed to be a new registration statement
relating to the securities offered therein, and the offering of such securities
at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes:

(1) To deliver or cause to be delivered with the prospectus to each
employee or director to whom the prospectus is sent or given a copy of the
registrant's annual report to shareholders for its last fiscal year, unless such
employee or director otherwise has received a copy of such report, in which case
the registrant shall state in the prospectus that it will furnish a copy of such
report on request of the employee or director. If the last fiscal year of the
registrant has ended within 120 days prior to the use of the prospectus, the
annual report of the registrant for the preceding fiscal year may be so
delivered, but within such 120-day period the annual report for the latest
fiscal year will be furnished to each such employee or director.

(2) To transmit or cause to be transmitted to all employees and
directors participating in the plans, who do not otherwise receive such material
as shareholders of the issuer, at the time and in the manner such material is
sent to its shareholders, copies of all reports, proxy statements and other
communications distributed to its shareholders generally.

(d) Insofar as indemnification for liabilities arising under the
Securities Act may be permitted to directors, officers and controlling persons
of the registrant pursuant to the Delaware General Corporation Law, the
Certificate of Incorporation and the Bylaws of the registrant, Indemnification
Agreements entered into between the registrant and its officers and directors,
or otherwise, the registrant has been advised that in the opinion of the
Securities and Exchange Commission such indemnification is against public policy
as expressed in the Securities Act and is, therefore, unenforceable. In the
event that a claim for indemnification against such liabilities (other than the
payment by the registrant in the successful defense of any action, suit or
proceeding) is asserted by such director, officer or controlling person in
connection with the securities being registered hereunder, the registrant will,
unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court to appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Autodesk, Inc., a corporation organized and existing under the laws of the State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sausalito, State of California, on this 7th day of September, 1994.

AUTODESK, INC.

By: /s/ CAROL A. BARTZ

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Carol A. Bartz, President
and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carol A. Bartz and Eric B. Herr, jointly and severally his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Post-Effective Amendment No. 1 to the Registration Statements, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

<table>
<thead>
<tr>
<th>Signature</th>
<th>Title</th>
<th>Date</th>
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<tbody>
<tr>
<td>/s/ CAROL A. BARTZ</td>
<td>Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)</td>
<td>September 7, 1994</td>
</tr>
<tr>
<td>/s/ ERIC B. HERR</td>
<td>Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)</td>
<td>September 7, 1994</td>
</tr>
<tr>
<td>/s/ J. HALLAM DAWSON</td>
<td>Director</td>
<td>September 7, 1994</td>
</tr>
<tr>
<td>/s/ GREGORY P. LUTZ</td>
<td>Director</td>
<td>September 7, 1994</td>
</tr>
<tr>
<td>/s/ JIM C. WARREN</td>
<td>Director</td>
<td>September 7, 1994</td>
</tr>
<tr>
<td>/s/ MARK A. BERTELSEN</td>
<td>Director</td>
<td>September 7, 1994</td>
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<tr>
<td>/s/ CRAWFORD W. BEVERIDGE</td>
<td>Director</td>
<td>September 7, 1994</td>
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CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statements (Form S-8 Nos. 33-54683, 33-22656, 33-51110, 33-41265, 33-15675 and 33-39458) pertaining to the 1987 Stock Option Plan, 1990 Directors' Option Plan and Employee Qualified Stock Purchase Plan of Autodesk, Inc. of our reports dated February 23, 1994 with respect to the consolidated financial statements of Autodesk, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended January 31, 1994, and the related financial statement schedules included therein, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

ERNST & YOUNG LLP

San Francisco, California

September 2, 1994

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

EXHIBITS

Post-Effective Amendment No. 1 to the Registration Statements on Form S-8

AUTODESK, INC.

September 7, 1994

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