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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**AUTODESK, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**94-2819853**  
(I.R.S. Employer Identification No.)

**111 McInnis Parkway  
San Rafael, CA 94903**  
(Address, including zip code, of Registrant's principal executive offices)

**Autodesk, Inc. 2022 Equity Incentive Plan**  
(Full title of the Plan)

**Ruth Ann Keene**  
Executive Vice President, Corporate Affairs, Chief Legal Officer & Secretary

**Autodesk, Inc.  
111 McInnis Parkway  
San Rafael, CA 94903  
(415) 507-5000**  
(Name, address, and telephone number, including area code, of agent for service)

*Copies to:*

**Thomas J. Ivey**  
Skadden, Arps, Slate, Meagher & Flom LLP  
525 University Avenue  
Palo Alto, California 94301  
(650) 470-4522

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This registration statement on Form S-8 is filed by Autodesk, Inc. (the “Registrant,” “we,” or “us”) to register up to an aggregate of 23,000,000 shares of the Registrant’s common stock, par value \$0.01 per share (“common stock”), issuable under the Autodesk, Inc. 2022 Equity Incentive Plan (the “2022 Plan”). The Registrant intends to register on subsequent registration statements on Form S-8 additional shares of common stock issuable under the 2022 Plan as needed.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

Not filed as part of this Registration Statement pursuant to the Note to Part I of Form S-8.

#### Item 2. Registrant Information and Employee Plan Annual Information.

Not filed as part of this Registration Statement pursuant to the Note to Part I of Form S-8.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this registration statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2022, filed with the Commission on March 14, 2022;
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended April 30, 2022, filed with the Commission on June 2, 2022;
- (c) The information specifically incorporated by reference in the Registrant’s Annual Report on Form 10-K for the year ended January 31, 2022 from the Registrant’s Proxy Statement on [Schedule 14A](#), as filed with the Commission on May 3, 2022;
- (d) The Registrant’s Current Reports on Form 8-K filed with the Commission on [April 28, 2022](#) and [June 21, 2022](#); and
- (e) The description of the Registrant’s common stock set forth in [Exhibit 4.6](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 31, 2020.

In addition, all reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date of this registration statement and prior to the filing of a post-effective amendment that indicates all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such reports and other documents. In no event, however, unless stated otherwise in the applicable report, will any information that the Registrant has disclosed or will disclose under Item 2.02 or 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this registration statement.

For purposes of this registration statement, any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein (or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

As permitted by Section 145 of the Delaware General Corporation Law, the Registrant's Amended and Restated Certificate of Incorporation includes a provision that eliminates the personal liability of its directors for monetary damages for breach or alleged breach of their duty of care. In addition, as permitted by Section 145 of the Delaware General Corporation Law, the Registrant's Amended and Restated Bylaws (the "Bylaws") provide that: (i) the Registrant is required to indemnify its directors and officers and persons serving in such capacities in other business enterprises (including, for example, subsidiaries of the Registrant) at the Registrant's request, to the fullest extent permitted by Delaware law; (ii) the Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is not required by law; (iii) the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, provided that payment of expenses incurred by a director or officer of the Registrant in advance of the final disposition of such proceeding shall be made only on receipt of an undertaking by the officer or director to repay all amounts advanced if it should ultimately be determined that the officer or director is not entitled to be indemnified; (iv) the rights conferred in the Bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers and employees; and (v) the Registrant may not retroactively amend the Bylaw provisions in a way that is adverse to such directors, officers and employees.

The Registrant's policy is to enter into indemnification agreements with each of its directors and officers that provide the maximum indemnity allowed to directors and officers by Section 145 of the Delaware General Corporation Law and the Bylaws, as well as certain additional procedural protections. In addition, the indemnification agreements provide that directors and officers will be indemnified to the fullest possible extent permitted by law against all expenses (including attorney's fees) and settlement amounts paid or incurred by them in an action or proceeding, including any action by or in the right of the Registrant, arising out of such person's services as a director or officer of the Registrant, any subsidiary of the Registrant or any other company or enterprise to which such person provides services at the request of the Registrant.

The Registrant will not be obligated pursuant to the indemnification agreements to indemnify or advance expenses to an indemnified party with respect to proceedings or claims initiated by the indemnified party and not by way of defense, except with respect to proceedings specifically authorized by the Board of Directors or brought to enforce a right to indemnification under the indemnification agreement, the Registrant's Bylaws or any statute or law. Under the indemnification agreements, the Registrant is not obligated to indemnify the indemnified party (i) for any expenses incurred by the indemnified party with respect to any proceeding instituted by the indemnified party to enforce or interpret the indemnification agreement, if a court of competent jurisdiction determines that each of the material assertions made by the indemnified party in such proceeding was not made in good faith or was frivolous; (ii) for any amounts paid in settlement of a proceeding unless the Registrant consents to such settlement; (iii) on account of any suit in which judgment is rendered against the indemnified party for an accounting of profits made from the purchase or sale by the indemnified party of securities of the Registrant pursuant to the provisions of Section 16(b) of the Exchange Act and related laws; or (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

The indemnification provisions in the Bylaws and the indemnification agreements entered into between the Registrant and its directors and officers may be sufficiently broad to permit indemnification of the Registrant's directors and officers for liabilities arising under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
3.1(1)	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant</a>
3.2(2)	<a href="#">Amended and Restated Bylaws of the Registrant</a>
5.1	<a href="#">Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm, Ernst &amp; Young LLP</a>
23.2	<a href="#">Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on the signature page)</a>
99.1(3)	<a href="#">Autodesk, Inc. 2022 Equity Incentive Plan</a>
99.2(4)	<a href="#">Autodesk, Inc. 2022 Equity Incentive Plan Form of Restricted Stock Unit Agreement</a>
107.1	<a href="#">Calculation of Filing Fee Table</a>

- (1) Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2006, filed on March 30, 2006.
- (2) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on June 15, 2018.
- (3) Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 21, 2022.
- (4) Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed on June 21, 2022.

## Item 9. Undertakings.

The 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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(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 (1)(i) and (1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.

The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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.

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 foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the 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 of expenses incurred or paid by a director, officer or controlling person of 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 of 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.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Rafael, state of California, on this 21<sup>st</sup> day of June 2022.

AUTODESK, INC.

By: /s/ Andrew Anagnost

Andrew Anagnost  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below severally constitutes and appoints Andrew Anagnost, Deborah L. Clifford and Ruth Ann Keene, jointly and severally as 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 registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons on this 21<sup>st</sup> day of June 2022 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Andrew Anagnost</u> Andrew Anagnost	Chief Executive Officer, President and Director ( <i>Principal Executive Officer</i> )
<u>/s/ Deborah L. Clifford</u> Deborah L. Clifford	Executive Vice President and Chief Financial Officer ( <i>Principal Financial Officer</i> )
<u>/s/ Stephen W. Hope</u> Stephen W. Hope	Vice President and Chief Accounting Officer ( <i>Principal Accounting Officer</i> )
<u>/s/ Stacy J. Smith</u> Stacy J. Smith	Director ( <i>Non-executive Chairman of the Board</i> )
<u>/s/ Karen Blasing</u> Karen Blasing	Director
<u>/s/ Reid French</u> Reid French	Director

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<u>/s/ Ayanna Howard</u> Ayanna Howard	Director
<u>/s/ Mary T. McDowell</u> Mary T. McDowell	Director
<u>/s/ Blake J. Irving</u> Blake J. Irving	Director
<u>/s/ Stephen Milligan</u> Stephen Milligan	Director
<u>/s/ Lorrie M. Norrington</u> Lorrie M. Norrington	Director
<u>/s/ Elizabeth Rafael</u> Elizabeth Rafael	Director

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 525 UNIVERSITY AVENUE  
 PALO ALTO, CALIFORNIA 94301

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 TEL: (650) 470-4500  
 FAX: (650) 470-4570  
 www.skadden.com

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June 21, 2022

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 TORONTO

Autodesk, Inc.  
 111 McInnis Parkway  
 San Rafael, California 94903

Re: Autodesk, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Autodesk, Inc., a Delaware corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 (the "Securities Act"), on the date hereof, relating to the registration by the Company of an aggregate of 23,000,000 shares (the "Plan Shares") of common stock of the Company, par value \$0.01 per share (the "Common Stock"), authorized for issuance pursuant to the Autodesk, Inc. 2022 Equity Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;
- (b) an executed copy of a certificate, dated as of the date hereof, of Ruth Ann Keene, Executive Vice President, Corporate Affairs, Chief Legal Officer and Secretary (the "Secretary's Certificate");
- (c) a specimen certificate evidencing the Common Stock, certified pursuant to the Secretary's Certificate;

(d) a copy of the Company's Amended and Restated Certificate of Incorporation certified by the Secretary of State of the State of Delaware as of the date hereof and certified pursuant to the Secretary's Certificate;

(e) a copy of the Company's Amended and Restated Bylaws, as amended and in effect as of the date hereof and certified pursuant to the Secretary's Certificate;

(f) a copy of certain resolutions of the Board of Directors of the Company, adopted as of March 17, 2022, and certified pursuant to the Secretary's Certificate; and

(g) a copy of the Plan.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below, including the facts and conclusions set forth in the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the opinions stated herein, we have also assumed that (i) an appropriate account statement evidencing the Plan Shares credited to a recipient's account maintained with the Company's transfer agent has been or will be issued by the Company's transfer agent; (ii) the issuance of the Plan Shares has been or will be properly recorded in the books and records of the Company; (iii) each award agreement pursuant to which rights to acquire Plan Shares or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly

authorized, executed and delivered by the parties thereto; (iv) the consideration received by the Company for each of the Plan Shares delivered pursuant to the Plan shall not be less than the per share par value of the Plan Shares; and (v) the issuance of the Plan Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Plan Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when issued, delivered and paid for in accordance with the terms of the Plan and the applicable award agreement, the Plan Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Autodesk Inc. 2022 Equity Incentive Plan of Autodesk, Inc. of our reports dated March 14, 2022, with respect to the consolidated financial statements and schedule of Autodesk, Inc. and the effectiveness of internal control over financial reporting of Autodesk, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California  
June 21, 2022

## CALCULATION OF FILING FEE TABLE

## FORM S-8

(Form Type)

## Autodesk, Inc.

(Exact Name of Registrant as Specified in its Charter)

**Table I: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Autodesk, Inc. 2022 Equity Incentive Plan (the "2022 Plan") (common stock, par value \$0.01 per share	457(c) and (h)	23,000,000	\$172.63	\$3,970,490,000	\$92.70 per million dollars	\$368,064.42
Total Offering Amounts			23,000,000		\$3,970,490,000		\$368,064.42
Total Fee Offsets							—
Net Fee Due							\$368,064.42

- (1) Consists of 23,000,000 shares of common stock, par value \$0.01 per share, of Autodesk, Inc. (the "Registrant") initially authorized for issuance pursuant to the Autodesk, Inc. 2022 Equity Incentive Plan (the "2022 Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off or other distribution of stock or property of the Registrant, combination or exchange of shares, dividend in kind or other like change in capital structure.
- (2) The registration fee with respect to the common stock has been computed in accordance with Rules 457(c) and 457(h) of the Securities Act, based upon the average of the reported high and low sale prices of the common stock on The Nasdaq Global Select Market on June 14, 2022.