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

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**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2011

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-14338

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**AUTODESK, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**111 McInnis Parkway,  
San Rafael, California**  
(Address of principal executive offices)

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

**94903**  
(Zip Code)

**(415) 507-5000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

As of August 26, 2011, registrant had outstanding approximately 228,824,634 million shares of common stock.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

**AUTODESK, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In millions, except per share data)  
(Unaudited)

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2011	2010	2011	2010
Net revenue:				
License and other	\$ 333.0	\$ 280.7	\$ 656.0	\$ 560.5
Maintenance	213.3	192.1	418.6	386.9
Total net revenue	<u>546.3</u>	<u>472.8</u>	<u>1,074.6</u>	<u>947.4</u>
Cost of revenue:				
Cost of license and other revenue	45.7	40.5	88.3	81.7
Cost of maintenance revenue	11.7	7.9	23.7	18.0
Total cost of revenue	<u>57.4</u>	<u>48.4</u>	<u>112.0</u>	<u>99.7</u>
Gross profit	488.9	424.4	962.6	847.7
Operating expenses:				
Marketing and sales	201.0	177.5	402.9	364.0
Research and development	139.2	119.3	275.8	246.5
General and administrative	55.0	45.9	111.6	97.6
Restructuring	(1.3)	1.9	(1.3)	9.0
Total operating expenses	<u>393.9</u>	<u>344.6</u>	<u>789.0</u>	<u>717.1</u>
Income from operations	95.0	79.8	173.6	130.6
Interest and other income (expense), net	(0.8)	0.1	5.1	(3.3)
Income before income taxes	94.2	79.9	178.7	127.3
Provision for income taxes	(23.0)	(20.0)	(38.2)	(30.5)
Net income	<u>\$ 71.2</u>	<u>\$ 59.9</u>	<u>\$ 140.5</u>	<u>\$ 96.8</u>
Basic net income per share	<u>\$ 0.31</u>	<u>\$ 0.26</u>	<u>\$ 0.61</u>	<u>\$ 0.42</u>
Diluted net income per share	<u>\$ 0.30</u>	<u>\$ 0.25</u>	<u>\$ 0.59</u>	<u>\$ 0.41</u>
Shares used in computing basic net income per share	<u>229.4</u>	<u>228.0</u>	<u>228.8</u>	<u>228.5</u>
Shares used in computing diluted net income per share	<u>236.6</u>	<u>233.8</u>	<u>236.9</u>	<u>234.5</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**AUTODESK, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In millions)  
(Unaudited)

	<u>July 31,</u> <u>2011</u>	<u>January 31,</u> <u>2011</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$1,131.5	\$ 1,075.1
Marketable securities	241.8	199.2
Accounts receivable, net	297.0	318.4
Deferred income taxes	35.3	56.8
Prepaid expenses and other current assets	73.2	64.8
Total current assets	1,778.8	1,714.3
Marketable securities	179.2	192.6
Computer equipment, software, furniture and leasehold improvements, net	105.2	84.5
Purchased technologies, net	69.4	57.2
Goodwill	607.4	554.1
Deferred income taxes, net	118.8	90.7
Other assets	114.9	94.2
	<u>\$2,973.7</u>	<u>\$ 2,787.6</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 89.8	\$ 76.8
Accrued compensation	121.5	193.1
Accrued income taxes	15.3	28.6
Deferred revenue	525.3	496.2
Other accrued liabilities	75.2	75.1
Total current liabilities	827.1	869.8
Deferred revenue	117.1	91.7
Long term income taxes payable	157.4	139.1
Other liabilities	83.0	77.7
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	—	—
Common stock and additional paid-in capital	1,356.5	1,267.2
Accumulated other comprehensive income (loss)	14.3	(0.6)
Retained earnings	418.3	342.7
Total stockholders' equity	<u>1,789.1</u>	<u>1,609.3</u>
	<u>\$2,973.7</u>	<u>\$ 2,787.6</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**AUTODESK, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)  
(Unaudited)

	Six Months Ended July 31,	
	2011	2010
Operating activities:		
Net income	\$ 140.5	\$ 96.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	54.2	53.0
Stock-based compensation expense	53.2	45.3
Excess tax benefits from stock-based compensation	(13.5)	—
Restructuring charges, net	(1.3)	9.0
Changes in operating assets and liabilities, net of business combinations	27.5	46.5
Net cash provided by operating activities	<u>260.6</u>	<u>250.6</u>
Investing activities:		
Purchases of marketable securities	(307.8)	(318.7)
Sales of marketable securities	61.6	52.8
Maturities of marketable securities	220.7	135.8
Capital expenditures	(53.0)	(11.1)
Business combinations, net of cash acquired	(81.2)	(8.5)
Other investing activities	(15.1)	(0.5)
Net cash used in investing activities	<u>(174.8)</u>	<u>(150.2)</u>
Financing activities:		
Proceeds from issuance of common stock, net of issuance costs	129.6	40.1
Repurchases of common stock	(169.4)	(129.2)
Excess tax benefits from stock-based compensation	13.5	—
Net cash used in financing activities	<u>(26.3)</u>	<u>(89.1)</u>
Effect of exchange rate changes on cash and cash equivalents	(3.1)	—
Net increase in cash and cash equivalents	56.4	11.3
Cash and cash equivalents at beginning of fiscal year	1,075.1	838.7
Cash and cash equivalents at end of period	<u>\$1,131.5</u>	<u>\$ 850.0</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**AUTODESK, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Tables in millions, except share and per share data, or as otherwise noted)

**1. Basis of Presentation**

The accompanying unaudited Condensed Consolidated Financial Statements of Autodesk, Inc. (“Autodesk” or the “Company”) as of July 31, 2011, and for the three and six months ended July 31, 2011, have been prepared in accordance with accounting principles generally accepted in the U.S. for interim financial information along with the instructions to Form 10-Q and Article 10 of Securities and Exchange Commission (“SEC”) Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles (“GAAP”) for annual financial statements. In management’s opinion, Autodesk has made all adjustments (consisting of normal, recurring and non-recurring adjustments) during the quarter that were considered necessary for the fair presentation of the financial position and operating results of the Company. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates. In addition, the results of operations for the three and six months ended July 31, 2011 are not necessarily indicative of the results for the entire fiscal year ending January 31, 2012, or for any other period. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and related notes, together with management’s discussion and analysis of financial position and results of operations contained in Autodesk’s Annual Report on Form 10-K for the fiscal year ended January 31, 2011 (the “2011 Form 10-K”) filed on March 18, 2011.

**2. Recently Issued Accounting Standards**

With the exception of those discussed below, there have been no recent changes in accounting pronouncements issued by the Financial Accounting Standards Board (“FASB”) or adopted by the Company during the six months ended July 31, 2011, that are of significance, or potential significance, to the Company.

*Accounting Standards Adopted in the Six Months Ended July 31, 2011*

In December 2010, the FASB issued Accounting Standard Update (“ASU”) 2010-29 regarding Accounting Standards Codification (“ASC”) Topic 805 “Business Combinations.” This ASU updates accounting guidance to clarify that pro forma disclosures should be presented as if a business combination occurred at the beginning of the prior annual period for purposes of preparing both the current reporting period and the prior reporting period pro forma financial information. These disclosures should be accompanied by a narrative description about the nature and amount of material, nonrecurring pro forma adjustments. The new accounting guidance is effective for business combinations consummated in periods beginning after December 15, 2010, and should be applied prospectively as of the date of adoption. Autodesk adopted the new disclosures under ASU 2010-29 effective February 1, 2011. The adoption of this ASU did not have a material impact on its consolidated statements of financial position, results of operations or cash flows. The impact of ASU 2010-29 on Autodesk’s future quarterly disclosures will be dependent on the size of the business combinations that it consummates in future periods.

In December 2010, the FASB issued ASU 2010-28 regarding ASC Topic 350 “Intangibles – Goodwill and Other.” This ASU updates accounting guidance related to the calculation of the carrying amount of a reporting unit when performing the first step of a goodwill impairment test. More specifically, this update requires an entity to use an equity premise when performing the first step of a goodwill impairment test and if a reporting unit has a zero or negative carrying amount, the entity must assess and consider qualitative factors and whether it is more likely than not that a goodwill impairment exists. The new accounting guidance is effective for public entities, for impairment tests performed during entities’ fiscal years (and interim periods within those years) that begin after December 15, 2010. Autodesk adopted the changes under ASU 2010-28 effective February 1, 2011. The adoption of this ASU did not have a material impact on its consolidated statements of financial position, results of operations or cash flows.

In January 2010, the FASB issued ASU 2010-06 regarding ASC Topic 820 “Fair Value Measurements and Disclosures.” This ASU requires additional disclosure regarding significant transfers in and out of Levels 1 and 2 fair value measurements and the reasons for the transfers. In addition, this ASU requires the Company to separately present information about purchases, sales, issuances, and settlements (on a gross basis rather than as one net number) in the reconciliation for fair value measurements using significant unobservable inputs (Level 3). ASU 2010-06 clarifies existing disclosures regarding fair value measurement for each class of assets and liabilities and the valuation techniques and inputs used to measure fair value for recurring and nonrecurring fair value measurements that fall in either Level 2 or Level 3. This update also includes conforming amendments to the guidance on employers’ disclosures about postretirement benefit plan asset (Subtopic 715-20). The changes under ASU 2010-06 were effective for Autodesk’s fiscal year beginning February 1, 2010, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements, which Autodesk adopted February 1, 2011. The adoption of this ASU did not have a material impact on its consolidated statements of financial position, results of operations or cash flows.

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In October 2009, the FASB issued ASU 2009-13 regarding ASC Subtopic 605-25 “Revenue Recognition—Multiple-element Arrangements.” This ASU addresses criteria for separating the consideration in multiple-element arrangements. ASU 2009-13 requires companies to allocate the overall consideration to each deliverable by using a best estimate of the selling price of individual deliverables in the arrangement in the absence of vendor-specific objective evidence or other third-party evidence of the selling price. In October 2009, the FASB also issued ASU 2009-14 regarding ASC Topic 985 “Software: Certain Revenue Arrangements That Include Software Elements.” This ASU modifies the scope of ASC Subtopic 985-605, “Software Revenue Recognition,” to exclude (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product’s essential functionality. The changes under ASU 2009-13 and 2009-14 are effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Autodesk adopted the changes under ASU 2009-13 and 2009-14 effective February 1, 2011. The adoption of this ASU did not have a material impact on its consolidated statements of financial position, results of operations or cash flows.

### *Recently Issued Accounting Standards*

In June 2011, the FASB issued ASU 2011-05 regarding ASC Topic 220 “Comprehensive Income.” This ASU eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity and requires the presentation of the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In addition, this ASU requires presentation on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. This ASU will be effective for Autodesk’s fiscal year beginning February 1, 2012. Autodesk currently believes that this new accounting pronouncement will impact the presentation of other comprehensive income but will not impact its consolidated financial position, results of operations or cash flow.

In May 2011, FASB issued ASU 2011-04 regarding ASC Topic 820 “Fair Value Measurement.” This ASU updates accounting guidance to clarify how to measure fair value to align the guidance surrounding Fair Value Measurement within GAAP and International Financial Reporting Standards. In addition, the ASU updates certain requirements for measuring fair value and for disclosure around fair value measurement. It does not require additional fair value measurements and the ASU was not intended to establish valuation standards or affect valuation practices outside of financial reporting. This ASU will be effective for Autodesk’s fiscal year beginning February 1, 2012. Early adoption is not permitted. Autodesk believes that the adoption of this ASU will not have a material impact on its consolidated statements of financial position, results of operations or cash flows.

### **3. Concentration of Credit Risk**

Autodesk places its cash, cash equivalents and marketable securities in highly liquid instruments with, and in the custody of, diversified financial institutions globally with high credit ratings and limits the amounts invested with any one institution, type of security and issuer. Autodesk’s primary commercial banking relationship is with Citibank and its global affiliates (“Citibank”). Citicorp USA, Inc., an affiliate of Citibank, is one of the lead lenders and agent in the syndicate of Autodesk’s \$400.0 million line of credit facility. It is Autodesk’s policy to limit the amounts invested with any one institution by type of security and issuer.

Total sales to the distributor Tech Data Corporation, and its global affiliates (“Tech Data”), accounted for 17% of Autodesk’s total net revenue for both the three and six months ended July 31, 2011, and 15% and 16% of Autodesk’s total net revenue for the three and six months periods ended July 31, 2010, respectively. The majority of the net revenue from sales to Tech Data relates to Autodesk’s Platform Solutions and Emerging Business segment and is for sales made outside of the United States. In addition, Tech Data accounted for 18% and 16% of trade accounts receivable at July 31, 2011 and January 31, 2011, respectively. Autodesk believes its business is not substantially dependent on Tech Data. Autodesk’s customers through Tech Data are the resellers and end users who purchase Autodesk’s software licenses and services. Should any of the agreements between Autodesk and Tech Data be terminated for any reason, Autodesk believes the resellers and end users who currently purchase Autodesk’s products through Tech Data would be able to continue to do so under substantially the same terms from one of the many other distributors of Autodesk without substantial disruption to Autodesk revenue.

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**4. Financial Instruments and Hedging Activities**

*Financial Instruments*

Market values were determined for each individual security in the investment portfolio. The cost and fair value of Autodesk's financial instruments are as follows:

	July 31, 2011		January 31, 2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Cash and cash equivalents	\$ 1,131.5	\$1,131.5	\$ 1,075.1	\$1,075.1
Marketable securities - short-term	239.5	241.8	197.5	199.2
Marketable securities - long-term	177.1	179.2	190.8	192.6
Convertible debt securities	14.5	14.5	—	—
Foreign currency forward and option contracts	5.3	4.3	3.9	3.9

Autodesk classifies its marketable securities and financial instruments as either short-term or long-term based on each instrument's underlying contractual maturity date. Marketable securities and financial instruments with remaining maturities of less than 12 months are classified as short-term and marketable securities and financial instruments with remaining maturities greater than 12 months are classified as long-term. Autodesk may sell certain of its marketable securities and financial instruments prior to their stated maturities for strategic purposes or in anticipation of credit deterioration. The convertible debt securities are issued by privately held companies with both an amortized cost and an estimated fair value of \$14.5 million. The convertible debt securities are included in "Other assets" in the Condensed Consolidated Balance Sheets. Foreign currency forward and options contracts are included in "Prepaid expenses and other current assets" in the Condensed Consolidated Balance Sheets.

Autodesk has marketable securities and financial instruments that are classified as either "available-for-sale securities" or "trading securities." At July 31, 2011 and January 31, 2011, Autodesk's short-term investment portfolio included \$33.8 million and \$31.3 million, respectively, of "trading securities" invested in a defined set of mutual funds directed by the participants in the Company's Deferred Compensation Plan. At July 31, 2011, these securities had net unrealized gains of \$2.1 million and a cost basis of \$31.7 million. At January 31, 2011, these securities had net unrealized gains of \$1.6 million and a cost basis of \$29.7 million (see Note 9, "Deferred Compensation").

Marketable securities and financial instruments classified as "available-for-sale securities" include the following securities at July 31, 2011 and January 31, 2011:

	July 31, 2011			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Estimated Fair Value
<b>Short-term available-for-sale securities:</b>				
Commercial paper and corporate securities	\$ 115.6	\$ 0.1	\$ —	\$ 115.7
U.S. treasury securities	26.4	—	—	26.4
Certificates of deposit and time deposits	5.1	—	—	5.1
U.S. government agency securities	53.2	—	—	53.2
Municipal securities	7.2	0.1	—	7.3
Other	0.3	—	—	0.3
	<u>\$ 207.8</u>	<u>\$ 0.2</u>	<u>\$ —</u>	<u>\$ 208.0</u>
<b>Long-term available-for-sale securities:</b>				
Corporate debt securities	\$ 138.5	\$ 1.7	\$ —	\$ 140.2
U.S. government agency securities	9.6	0.1	—	9.7
Taxable auction-rate securities	4.2	—	—	4.2
Convertible debt securities	14.5	—	—	14.5
Municipal securities	5.8	—	—	5.8
U.S. treasury securities	19.0	0.3	—	19.3
	<u>\$ 191.6</u>	<u>\$ 2.1</u>	<u>\$ —</u>	<u>\$ 193.7</u>



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	January 31, 2011			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Estimated Fair Value
<b>Short-term available-for-sale securities:</b>				
Commercial paper and corporate securities	\$ 47.6	\$ 0.1	\$ —	\$ 47.7
U.S. treasury securities	26.0	—	—	26.0
Certificates of deposit and time deposits	29.0	—	—	29.0
U.S. government agency securities	47.2	—	—	47.2
Sovereign debt	9.1	—	—	9.1
Municipal securities	8.6	—	—	8.6
Other	0.3	—	—	0.3
	<u>\$ 167.8</u>	<u>\$ 0.1</u>	<u>\$ —</u>	<u>\$ 167.9</u>
<b>Long-term available-for-sale securities:</b>				
Corporate debt securities	\$ 152.6	\$ 1.5	\$ (0.1)	\$ 154.0
U.S. government agency securities	12.7	0.2	—	12.9
Taxable auction-rate securities	4.2	—	—	4.2
Municipal securities	4.7	—	—	4.7
U.S. treasury securities	12.7	0.1	—	12.8
Sovereign debt	3.9	0.1	—	4.0
	<u>\$ 190.8</u>	<u>\$ 1.9</u>	<u>\$ (0.1)</u>	<u>\$ 192.6</u>

The sales or redemptions of “available-for-sale securities” resulted in no gross gains or losses during the three and six month periods ended July 31, 2011 and 2010. The cost of securities sold is based on the specific identification method.

At July 31, 2011 and January 31, 2011, Autodesk owned an auction rate security with an estimated fair value of \$4.2 million. Autodesk’s auction rate security is a variable rate debt instrument that has underlying securities with contractual maturities greater than ten years and interest rates that were structured to reset at auction every twenty-eight days. The security, which met Autodesk’s investment guidelines at the time the investment was made, has failed to settle in auction since August 2007 and has earned a premium interest rate since that time. While Autodesk expects to recover substantially all of its current holdings, net of reserves, in the auction rate security, it cannot predict when this will occur or the amount the Company will receive. Due to the lack of liquidity of this investment in an active market, it is included in non-current “marketable securities” on the accompanying Condensed Consolidated Balance Sheets. The Company will continue on a quarterly basis to evaluate its accounting for this investment.

The following table summarizes the estimated fair value of our “available-for-sale securities” classified by the contractual maturity date of the security:

	July 31, 2011	
	Cost	Fair Value
Due in 1 year	\$207.8	\$ 208.0
Due in 1 year through 5 years	187.4	189.5
Due in 5 years through 10 years	—	—
Due after 10 years	4.2	4.2
Total	<u>\$399.4</u>	<u>\$ 401.7</u>

As of July 31, 2011 and January 31, 2011, Autodesk did not have any securities in a continuous unrealized loss position for greater than twelve months.

### *Derivative Financial Instruments*

Under its risk management strategy, Autodesk uses derivative instruments to manage its short-term exposures to fluctuations in foreign currency exchange rates which exist as part of ongoing business operations. Autodesk’s general practice is to hedge a majority of transaction exposures denominated in euros, Japanese yen, Swiss francs, British pounds and Canadian dollars. These instruments have maturities between one to twelve months in the future. Autodesk does not enter into any transactions for derivative instruments for trading or speculative purposes.

The bank counterparties in all contracts expose Autodesk to credit-related losses in the event of their nonperformance. However, to mitigate that risk, Autodesk only contracts with counterparties who meet the Company's minimum requirements under its counterparty risk assessment process. Autodesk monitors ratings, credit spreads and potential downgrades on at least a quarterly basis. Based on Autodesk's on-going assessment of counterparty risk, the Company will adjust its exposure to various counterparties. Autodesk does not have any master netting arrangements in place with collateral features.

#### **Cash Flow Hedges**

Autodesk utilizes foreign currency contracts to reduce the exchange rate impact on a portion of the net revenue or operating expense of certain anticipated transactions. These contracts are designated and documented as cash flow hedges. The effectiveness of the cash flow hedge contracts is assessed quarterly using regression analysis as well as other timing and probability criteria. To receive cash flow hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge and the hedges are expected to be highly effective in offsetting changes to future cash flows on hedged transactions. The gross gains and losses on these hedges are included in "Accumulated other comprehensive income (loss)" and are reclassified into earnings at the time the forecasted revenue or expense is recognized. In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, Autodesk reclassifies the gain or loss on the related cash flow hedge from "Accumulated other comprehensive income (loss)" to "Interest and other income (expense), net" in the Company's Condensed Consolidated Financial Statements at that time.

The notional amount of these contracts was \$367.7 million at July 31, 2011 and \$345.5 million at January 31, 2011. Outstanding contracts are recognized as either assets or liabilities on the balance sheet at fair value. The entire net loss of \$0.3 million remaining in "Accumulated other comprehensive income (loss)" as of July 31, 2011 is expected to be recognized into earnings within the next twelve months.

#### **Balance Sheet Hedges**

In addition to the cash flow hedges described above, Autodesk uses contracts which are not designated as hedging instruments to reduce the exchange rate risk associated primarily with foreign currency denominated receivables and payables. Forward contracts are marked-to-market at the end of each fiscal quarter with gains and losses recognized as "Interest and other income (expense), net." These derivative instruments do not subject the Company to material balance sheet risk due to exchange rate movements because gains and losses on these derivative instruments are intended to offset the gains or losses resulting from the settlement of the underlying foreign currency denominated receivables and payables. The notional amounts of foreign currency contracts were \$57.2 million at July 31, 2011 and \$56.1 million at January 31, 2011.

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**Fair Value of Derivative Instruments:**

The fair value of derivative instruments in Autodesk's Condensed Consolidated Balance Sheets was as follows as of July 31, 2011 and January 31, 2011:

	Balance Sheet Location	Fair Value at	
		July 31, 2011	January 31, 2011
<b>Derivative Assets</b>			
Foreign currency contracts designated as cash flow hedges	Prepaid expenses and other current assets	\$ 6.9	\$ 5.1
Derivatives not designated as hedging instruments		—	—
Total derivative assets		<u>\$ 6.9</u>	<u>\$ 5.1</u>
<b>Derivative Liabilities</b>			
Foreign currency contracts designated as cash flow hedges	Other accrued liabilities	\$ 2.6	\$ 1.2
Derivatives not designated as hedging instruments		—	—
Total derivative liabilities		<u>\$ 2.6</u>	<u>\$ 1.2</u>

The effects of derivatives designated as hedging instruments on Autodesk's Condensed Consolidated Statements of Operations were as follows for the three and six months ended July 31, 2011 and 2010, respectively (amounts presented include any income tax effects):

	Foreign Currency Contracts			
	Three Months Ended July 31,		Six Months Ended July 31,	
	2011	2010	2011	2010
<b>Amount of Gain (Loss) Recognized in Accumulated OCI on Derivatives (Effective Portion)</b>	<u>\$ 7.0</u>	<u>\$ 2.0</u>	<u>\$ (2.6)</u>	<u>\$ 12.9</u>
<b>Amount and Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)</b>				
Net revenue	\$ (3.8)	\$ 6.1	\$ (7.6)	\$ 9.5
Operating expenses	2.5	—	4.4	0.5
Total	<u>\$ (1.3)</u>	<u>\$ 6.1</u>	<u>\$ (3.2)</u>	<u>\$ 10.0</u>
<b>Amount and Location of Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)</b>				
Interest and other income (expense), net	<u>\$ 0.3</u>	<u>\$ 0.3</u>	<u>\$ —</u>	<u>\$ 0.2</u>

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The effects of derivatives not designated as hedging instruments on Autodesk's Condensed Consolidated Statements of Operations were as follows for the three and six months ended July 31, 2011 and 2010, respectively (amounts presented include any income tax effects):

Amount and Location of Gain (Loss) Recognized in Income on Derivative	Foreign Currency Contracts			
	Three Months Ended July 31,		Six Months Ended July 31,	
	2011	2010	2011	2010
Interest and other income (expense), net	\$ 3.7	\$ 1.1	\$ 2.0	\$ (0.6)

### **Note 5. Fair Value Measurements**

On a recurring basis, Autodesk measures the fair value of certain financial assets and liabilities, which consist of cash equivalents, marketable securities and financial instruments. Autodesk uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly in active markets; and (Level 3) unobservable inputs for which there is little or no market data, which require Autodesk to develop its own assumptions. When determining fair value, Autodesk uses observable market data and relies on unobservable inputs only when observable market data is not available. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. There have been no transfers between fair value measurement levels during the six months ended July 31, 2011.

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### *Assets and Liabilities Measured at Fair Value on a Recurring Basis*

The following table summarizes Autodesk's investments and financial instruments measured at fair value on a recurring basis as of July 31, 2011:

	Fair Value Measurements at July 31, 2011 Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets</b>				
Cash equivalents <sup>(1)</sup> :				
Certificates of deposit and time deposits	\$ 0.1	\$ 407.2	\$ —	\$ 407.3
Commercial paper	—	306.2	—	306.2
Money market funds	—	168.7	—	168.7
Marketable securities:				
Commercial paper and corporate debt securities	255.9	—	—	255.9
U.S. government agency securities	62.9	—	—	62.9
U.S. treasury securities	45.7	—	—	45.7
Certificates of deposit and time deposits	—	5.1	—	5.1
Mutual funds	33.8	—	—	33.8
Municipal securities	13.1	—	—	13.1
Taxable auction-rate securities	—	—	4.2	4.2
Other	0.3	—	—	0.3
Convertible debt securities <sup>(2)</sup>	—	—	14.5	14.5
Foreign currency derivative contracts <sup>(3)</sup>	—	6.9	—	6.9
<b>Total</b>	<b>\$ 411.8</b>	<b>\$ 894.1</b>	<b>\$ 18.7</b>	<b>\$ 1,324.6</b>
<b>Liabilities</b>				
Foreign currency derivative contracts <sup>(4)</sup>	\$ —	\$ 2.6	\$ —	\$ 2.6
<b>Total</b>	<b>\$ —</b>	<b>\$ 2.6</b>	<b>\$ —</b>	<b>\$ 2.6</b>

<sup>(1)</sup> Included in "Cash and cash equivalents" in the accompanying Condensed Consolidated Balance Sheets.

<sup>(2)</sup> Included in "Other assets" in the accompanying Condensed Consolidated Balance Sheets.

<sup>(3)</sup> Included in "Prepaid expenses and other current assets" in the accompanying Condensed Consolidated Balance Sheets.

<sup>(4)</sup> Included in "Other accrued liabilities" in the accompanying Condensed Consolidated Balance Sheets.

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The following table summarizes Autodesk's investments and financial instruments measured at fair value on a recurring basis as of January 31, 2011:

	Fair Value Measurements at January 31, 2011 Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets</b>				
Cash equivalents <sup>(1)</sup> :				
Certificates of deposit and time deposits	\$ 97.9	\$ 285.4	\$ —	\$ 383.3
Commercial paper	—	331.0	—	331.0
Money market funds	—	43.8	—	43.8
Marketable securities:				
Commercial paper and corporate debt securities	191.6	10.0	—	201.6
U.S. government agency securities	60.1	—	—	60.1
U.S. treasury securities	38.8	—	—	38.8
Certificates of deposit and time deposits	25.0	4.0	—	29.0
Mutual funds	31.3	—	—	31.3
Sovereign debt	—	13.1	—	13.1
Municipal securities	13.4	—	—	13.4
Taxable auction-rate securities	—	—	4.2	4.2
Other	0.3	—	—	0.3
Foreign currency derivative contracts <sup>(2)</sup>	—	5.1	—	5.1
<b>Total</b>	<b>\$ 458.4</b>	<b>\$ 692.4</b>	<b>\$ 4.2</b>	<b>\$1,155.0</b>
<b>Liabilities</b>				
Foreign currency derivative contracts <sup>(3)</sup>	\$ —	\$ 1.2	\$ —	\$ 1.2
<b>Total</b>	<b>\$ —</b>	<b>\$ 1.2</b>	<b>\$ —</b>	<b>\$ 1.2</b>

<sup>(1)</sup> Included in "Cash and cash equivalents" in the accompanying Condensed Consolidated Balance Sheets.

<sup>(2)</sup> Included in "Prepaid expenses and other current assets" in the accompanying Condensed Consolidated Balance Sheets.

<sup>(3)</sup> Included in "Other accrued liabilities" in the accompanying Condensed Consolidated Balance Sheets.

Autodesk's cash equivalents and marketable securities are primarily classified within Level 1 or Level 2 of the fair value hierarchy. Autodesk's Level 1 securities are valued primarily using quoted market prices. Level 2 securities are valued primarily using alternative pricing sources and models utilizing market observable inputs with reasonable levels of price transparency. The Company's investments held in auction rate and convertible debt securities at July 31, 2011 and January 31, 2011 are designated as Level 3 because they are valued using probability weighted discounted cash flow models and some of the inputs to the models are unobservable in the market.

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A reconciliation of the change in Autodesk's Level 3 items for the six months ended July 31, 2011 was as follows:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	Taxable Auction-Rate Securities	Convertible Debt Securities	Total
Balance at January 31, 2011	\$ 4.2	\$ —	\$ 4.2
Purchases	—	14.5	14.5
Balance at July 31, 2011	<u>\$ 4.2</u>	<u>\$ 14.5</u>	<u>\$18.7</u>

During the six months ended July 31, 2011, there were no transfers in or out, issuances, settlements, sales or realized/unrealized gains (losses) within Level 3 assets.

## 6. *Stock-based Compensation Expense*

### *Stock Plans*

As of July 31, 2011, Autodesk maintained two active stock plans for the purpose of granting equity awards to employees and to non-employee members of Autodesk's Board of Directors: the 2008 Employee Stock Plan, as amended and restated ("2008 Plan"), which is available only to employees, and the 2010 Outside Directors' Option Plan, as amended ("2010 Plan"), which is available only to non-employee directors. The exercise price of all stock options granted under these plans was equal to the fair market value of the stock on the grant date. Additionally, there are seven expired or terminated plans with options outstanding.

The 2008 Plan was approved by Autodesk's stockholders in November 2007 and was amended in June 2010. As amended, the 2008 Plan reserves 16.0 million shares of Autodesk common stock for issuance and will expire in June 2013. The 2008 Plan permits the grant of stock options, restricted stock units and restricted stock awards; however, no more than 2.5 million of the shares reserved for issuance under the 2008 Plan may be issued pursuant to awards of restricted stock and restricted stock units. Options and restricted stock units granted under the 2008 Plan vest over periods ranging from immediately upon grant to over a four year period and options expire within seven to ten years from the date of grant. At July 31, 2011, 9.8 million shares were available for future issuance under the 2008 Plan of which 1.3 million shares were available for future grants of restricted stock.

The 2010 Plan which was approved by the stockholders in June 2009, became effective March 2010 and will expire in March 2020. The 2010 Plan permits the grant of stock options and restricted stock awards to non-employee members of Autodesk's Board of Directors. Options and awards granted under the 2010 Plan vest over periods ranging from one year to four years, and options expire within seven years from the date of grant. The 2010 Plan reserves 3.0 million shares of Autodesk common stock. At July 31, 2011, 2.6 million shares were available for future issuance.

The following sections summarize activity under Autodesk's stock plans.

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### Stock Options:

A summary of stock option activity for the six months ended July 31, 2011 is as follows:

	<u>Number of Shares (in millions)</u>	<u>Weighted average exercise price per share</u>
Options outstanding at January 31, 2011	30.4	\$ 28.93
Granted	4.9	41.63
Exercised	(4.1)	25.43
Cancelled	(0.5)	32.36
Options outstanding at July 31, 2011	<u>30.7</u>	<u>\$ 31.36</u>
Options exercisable at July 31, 2011	<u>18.6</u>	<u>\$ 31.02</u>
Options available for grant at July 31, 2011	<u>12.4</u>	

As of July 31, 2011, total compensation cost of \$96.4 million related to non-vested options is expected to be recognized over a weighted average period of 2.1 years. The following table summarizes information about the pre-tax intrinsic value of options exercised, and the weighted average grant date fair value per share of options granted, during the three and six months ended July 31, 2011, and 2010.

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>July 31, 2011</u>	<u>July 31, 2010</u>	<u>July 31, 2011</u>	<u>July 31, 2010</u>
Pre-tax intrinsic value of options exercised <sup>(1)</sup>	\$ 13.0	\$ 4.5	\$ 72.5	\$ 16.5
Weighted average grant date fair value per share of stock options granted <sup>(2)</sup>	\$ 11.95	\$ 8.51	\$ 14.26	\$ 9.15

<sup>(1)</sup> The intrinsic value of options exercised is calculated as the difference between the exercise price of the option and the market value of the stock on the date of exercise.

<sup>(2)</sup> The weighted average grant date fair value of stock options granted is calculated, as of the stock option grant date, using the Black-Scholes-Merton option pricing model.



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The following table summarizes information about options outstanding and exercisable at July 31, 2011:

	Options Exercisable				Options Outstanding			
	Number of Shares (in millions)	Weighted average contractual life (in years)	Weighted average exercise price	Aggregate intrinsic value <sup>(1)</sup> (in millions)	Number of Shares (in millions)	Weighted average contractual life (in years)	Weighted average exercise price	Aggregate intrinsic value <sup>(1)</sup> (in millions)
Range of per-share exercise prices:								
\$0.61 — \$17.37	4.2		\$ 12.80		6.3		\$ 13.51	
\$17.39 — \$29.49	3.2		26.53		6.7		27.67	
\$29.50 — \$37.16	4.6		32.95		6.2		32.65	
\$37.26 — \$41.62	2.2		38.65		6.3		40.49	
\$41.70 — \$49.80	4.4		45.67		5.2		45.43	
	<u>18.6</u>	2.5	\$ 31.02	\$ 125.0	<u>30.7</u>	4.2	\$ 31.36	\$ 191.1

<sup>(1)</sup> Represents the total pre-tax intrinsic value, based on Autodesk's closing stock price of \$34.40 per share as of July 31, 2011, which would have been received by the option holders had all option holders exercised their options as of that date.

These options will expire if not exercised at specific dates ranging through June 2021.

### *Restricted Stock:*

A summary of restricted stock award and restricted stock unit activity for the six months ended July 31, 2011 is as follows:

	Unreleased Restricted Stock (in thousands)	Weighted average grant date fair value per share
Unreleased restricted stock at January 31, 2011	1,426.7	\$ 30.43
Awarded	716.1	42.77
Released	(139.7)	35.12
Forfeited	(46.6)	30.84
Unreleased restricted stock at July 31, 2011	<u>1,956.5</u>	\$ 34.60

During the six months ended July 31, 2011, Autodesk granted approximately 700,100 restricted stock units under the 2008 Plan. The restricted stock units vest over periods ranging from immediately upon grant to a pre-determined date that is typically within three years from the date of grant. Restricted stock units are not considered outstanding stock at the time of grant, as the holders of these units are not entitled to any of the rights of a stockholder, including voting rights. The fair value of the restricted stock units is expensed ratably over the vesting period. Autodesk recorded stock-based compensation expense related to restricted stock units of \$8.3 million and \$13.6 million during three and six months ended July 31, 2011, respectively. Autodesk recorded stock-based compensation related to restricted stock units of \$2.2 million and \$3.9 million, during the three and six months ended July 31, 2010, respectively. As of July 31, 2011, total compensation cost not yet recognized of \$37.5 million related to non-vested restricted stock units, is expected to be recognized over a weighted average period of 1.4 years. At July 31, 2011, the number of restricted stock units granted but unreleased was 1.9 million.

During the six months ended July 31, 2011, Autodesk granted 16,000 restricted stock awards under the 2010 Plan. Restricted stock awards granted under the 2010 Plan vest on the date of the next annual meeting. Restricted stock awards are considered outstanding at the time of grant, as the stock award holders are entitled to many of the rights of a stockholder, including voting rights. The fair value of the restricted stock awards is expensed ratably over the vesting period. Autodesk recorded stock-based compensation expense related to restricted stock awards of \$0.2 million and \$0.3 million during the three and six months ended July 31, 2011, respectively. Autodesk recorded stock-based compensation expense related to restricted stock awards of \$0.3 million and \$0.4 million during the three and six months ended July 31, 2010, respectively. As of July 31, 2011, total compensation cost not yet recognized of \$0.5 million related to non-vested restricted stock awards, is expected to be recognized over a weighted average period of 0.9 years. At July 31, 2011, the number of restricted stock awards granted but unreleased was 16,000.

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### *1998 Employee Qualified Stock Purchase Plan (“ESP Plan”)*

Under Autodesk’s ESP Plan, which was approved by stockholders in 1998, eligible employees may purchase shares of Autodesk’s common stock at their discretion using up to 15% of their eligible compensation subject to certain limitations, at not less than 85% of fair market value as defined in the ESP Plan. At July 31, 2011, a total of 30.7 million shares were available for future issuance. This amount automatically increases on the first trading day of each fiscal year by an amount equal to the lesser of 10.0 million shares or 2.0% of the total of (1) outstanding shares plus (2) any shares repurchased by Autodesk during the prior fiscal year. Under the ESP Plan, the Company issues shares on the first trading day following March 31 and September 30 of each fiscal year. The ESP Plan expires during fiscal 2018.

Autodesk issued 1.8 million shares and 1.7 million shares under the ESP Plan during the six months ended July 31, 2011 and 2010, respectively, at average prices of \$15.28 and \$14.65 per share, respectively. The weighted average grant date fair value of awards granted under the ESP Plan during the six months ended July 31, 2011, and 2010, calculated as of the award grant date using the Black-Scholes-Merton option pricing model, was \$8.12 and \$6.90 per share, respectively.

### *Stock-based Compensation Expense*

The following table summarizes stock-based compensation expense for the three and six months ended July 31, 2011 and 2010, respectively, as follows:

	<b>Three Months Ended July 31, 2011</b>	<b>Three Months Ended July 31, 2010</b>
Cost of license and other revenue	\$ 1.0	\$ 0.7
Marketing and sales	11.3	9.2
Research and development	9.8	7.2
General and administrative	5.2	3.9
Stock-based compensation expense related to stock awards and ESP Plan purchases	27.3	21.0
Tax benefit	(5.8)	(5.3)
Stock-based compensation expense related to stock awards and ESP Plan purchases, net of tax	<u>\$ 21.5</u>	<u>\$ 15.7</u>

  

	<b>Six Months Ended July 31, 2011</b>	<b>Six Months Ended July 31, 2010</b>
Cost of license and other revenue	\$ 1.9	\$ 1.5
Marketing and sales	23.1	19.8
Research and development	18.7	15.5
General and administrative	9.5	8.5
Stock-based compensation expense related to stock awards and ESP Plan purchases	53.2	45.3
Tax benefit	(13.4)	(12.1)
Stock-based compensation expense related to stock awards and ESP Plan purchases, net of tax	<u>\$ 39.8</u>	<u>\$ 33.2</u>

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Autodesk uses the Black-Scholes-Merton option-pricing model to estimate the fair value of stock-based awards based on the following assumptions:

	Three Months Ended July 31, 2011		Three Months Ended July 31, 2010	
	Stock Option Plans	ESP Plan	Stock Option Plans	ESP Plan
Range of expected volatilities	40 - 42%	34 - 37%	41 - 44%	33 - 45%
Range of expected lives (in years)	3.6 - 4.6	0.5 - 2.0	2.7 - 3.8	0.5 - 2.0
Expected dividends	0%	0%	0%	0%
Range of risk-free interest rates	0.9 - 1.4%	0.2 - 0.8%	1.0 - 1.6%	0.2 - 1.1%
Expected forfeitures	7.8%	7.8%	10.5%	10.5%

  

	Six Months Ended July 31, 2011		Six Months Ended July 31, 2010	
	Stock Option Plans	ESP Plan	Stock Option Plans	ESP Plan
Range of expected volatilities	40 - 43%	34 - 37%	40 - 44%	33 - 45%
Range of expected lives (in years)	2.6 - 4.6	0.5 - 2.0	2.7 - 3.8	0.5 - 2.0
Expected dividends	0%	0%	0%	0%
Range of risk-free interest rates	0.9 - 1.9%	0.2 - 0.8%	1.0 - 1.9%	0.2 - 1.1%
Expected forfeitures	7.8 - 10.5%	7.8 - 10.5%	10.5 - 13.5%	10.5 - 13.5%

Autodesk estimates expected volatility for stock-based awards based on the average of the following two measures. The first is a measure of historical volatility in the trading market for the Company's common stock, and the second is the implied volatility of traded forward call options to purchase shares of the Company's common stock.

Autodesk estimates the expected life of stock-based awards using both exercise behavior and post-vesting termination behavior as well as consideration of outstanding options.

Autodesk does not currently pay, and does not anticipate paying any cash dividends in the foreseeable future. Consequently, an expected dividend yield of zero is used in the Black-Scholes-Merton option pricing model.

The risk-free interest rate used in the Black-Scholes-Merton option pricing model for stock-based awards is the historical yield on U.S. Treasury securities with equivalent remaining lives.

Autodesk recognizes expense only for the stock-based awards that are ultimately expected to vest. Therefore, Autodesk has developed an estimate of the number of awards expected to cancel prior to vesting ("forfeiture rate"). The forfeiture rate is estimated based on historical pre-vest cancellation experience and is applied to all stock-based awards. The Company estimates forfeitures at the time of grant and revises those estimates in subsequent periods if actual forfeitures differ from those estimates.

## **7. Income Taxes**

Autodesk's effective tax rate was 24% and 21% during the three and six months ended July 31, 2011, respectively, compared to 25% and 24% during the three and six months ended July 31, 2010, respectively. Autodesk's effective tax rate decreased during the three months ended July 31, 2011 as compared to the same period in the prior fiscal year primarily due to an increase in tax benefits in fiscal 2012 from foreign earnings taxed at lower rates and a decrease in non-deductible stock-based compensation expense. Excluding the impact of discrete tax items primarily associated with stock-based compensation of \$0.9 million expense and \$3.7 million benefit in the three and six months ended July 31, 2011 respectively, the effective tax rate for the three and six months ended July 31, 2011 was 23% and was lower than the Federal statutory tax rate of 35%, primarily due to foreign income taxed at lower rates and research and development credits partially offset by the impact of non-deductible stock-based compensation expense.

As of July 31, 2011, the Company had \$195.3 million of gross unrecognized tax benefits, excluding interest, of which approximately \$181.8 million represents the amount of unrecognized tax benefits that would impact the effective tax rate, if recognized. It is possible that the amount of unrecognized tax benefits will change in the next twelve months; however, an estimate of the range of the possible change cannot be made at this time.

At July 31, 2011, Autodesk had net deferred tax assets of \$154.1 million. The Company believes that it will generate sufficient future taxable income in appropriate tax jurisdictions to realize these assets.

## 8. Business Combinations

During the six months ended July 31, 2011, Autodesk completed the business combinations described below. The results of operations for the following acquisitions are included in the accompanying Condensed Consolidated Statement of Operations since their respective acquisition date. Pro forma results of operations have not been presented because the effects of the following acquisitions, individually and in the aggregate, were not material to Autodesk's Condensed Consolidated Financial Statements.

### *Scaleform*

On March 1, 2011, Autodesk acquired Scaleform Corporation ("Scaleform") for total consideration of \$36.2 million. Scaleform was a privately held middleware and user interface tools company, whose technology has been licensed in the development of games across all major hardware platforms. Scaleform has been integrated into Autodesk's Media and Entertainment segment.

Under the acquisition method of accounting, Autodesk allocated the fair value of the total consideration transferred to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The fair values assigned to the identifiable intangible assets acquired were based on estimates and assumptions determined by management. Autodesk recorded the excess of consideration over the aggregate fair values as goodwill.

The allocation of purchase consideration to assets and liabilities is not yet finalized. The allocation of the purchase price was based upon a preliminary valuation and our estimates and assumptions are subject to change within the measurement period (up to one year from the acquisition date). The primary areas of the preliminary purchase price allocation that are not yet finalized are amounts for income tax assets and liabilities, pending finalization of estimates and assumptions in respect of certain tax aspects of the transaction and residual goodwill. The fair values of the assets acquired and liabilities assumed by major class in the acquisition were recognized as follows:

Developed technologies (5 year useful life)	\$ 5.9
Customer relationships (5 year useful life)	4.4
Trade name (5 year useful life)	1.4
Patent (10 year useful life)	3.6
In-process research and development	0.6
Goodwill	22.6
Deferred tax liability	(2.5)
Net tangible assets	0.2
	<u>\$36.2</u>

The \$22.6 million of goodwill, which represents the excess of the consideration over the fair value of the acquired net tangible and intangible assets, is not deductible for income tax purposes.

### *Blue Ridge Numerics*

On March 10, 2011, Autodesk acquired Blue Ridge Numerics, Inc ("Blue Ridge") for total consideration of \$41.2 million. Blue Ridge was a privately held company that designed and sold software that enables mechanical engineers to study fluid flow and thermal performance in virtual prototyping. Blue Ridge has been integrated into Autodesk's Manufacturing segment.

Under the acquisition method of accounting Autodesk allocated the fair value of the total consideration transferred to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The fair values assigned to the identifiable intangible assets acquired were based on estimates and assumptions determined by management. Autodesk recorded the excess of consideration over the aggregate fair values as goodwill.

The allocation of purchase consideration to assets and liabilities is not yet finalized. The allocation of the purchase price was based upon a preliminary valuation and our estimates and assumptions are subject to change within the measurement period (up to one year from the acquisition date). The primary areas of the preliminary purchase price allocation that are not yet finalized are amounts for income tax assets and liabilities, pending finalization of estimates and assumptions in respect of certain tax aspects of the transaction and residual goodwill. The fair values of the assets acquired and liabilities assumed by major class in the acquisition were recognized as follows:

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Developed technologies (3 year useful life)	\$ 6.0
Customer relationships (4 year useful life)	9.2
Trade name (3 year useful life)	1.1
In-process research and development	0.6
Goodwill	22.3
Deferred revenue	(1.2)
Deferred tax liability	(3.6)
Net tangible assets	6.8
	<u>\$41.2</u>

The \$22.3 million of goodwill, which represents the excess of the consideration over the fair value of the acquired net tangible and intangible assets, is not deductible for income tax purposes.

### 9. *Deferred Compensation*

At July 31, 2011, Autodesk had marketable securities totaling \$421.0 million, of which \$33.8 million related to investments in debt and equity securities that are held in a rabbi trust under non-qualified deferred compensation plans. The total related deferred compensation liability was \$33.8 million at July 31, 2011, of which \$3.6 million was classified as current and \$30.2 million was classified as non-current liabilities. The value of debt and equity securities held in the rabbi trust at January 31, 2011 was \$31.3 million. The total related deferred compensation liability at January 31, 2011 was \$31.3 million, of which \$3.4 million was classified as current and \$27.9 million was classified as non-current liabilities. The current and non-current portions of the liability are recorded in the Condensed Consolidated Balance Sheets under "Accrued compensation" and "Other liabilities," respectively.

### 10. *Computer Equipment, Software, Furniture and Leasehold Improvements, Net*

Computer equipment, software, furniture, leasehold improvements and the related accumulated depreciation were as follows:

	July 31, 2011	January 31, 2011
Computer software, at cost	\$ 131.4	\$ 129.4
Computer hardware, at cost	145.5	123.7
Leasehold improvements, land and buildings, at cost	135.5	121.3
Furniture and equipment, at cost	48.0	43.6
	<u>460.4</u>	<u>418.0</u>
Less: Accumulated depreciation	(355.2)	(333.5)
Computer software, hardware, leasehold improvements, furniture and equipment, net	<u>\$ 105.2</u>	<u>\$ 84.5</u>

### 11. *Other Intangible Assets, Net*

Other intangible assets that include purchased technologies, customer relationships, trade names and the related accumulated amortization were as follows:

	July 31, 2011	January 31, 2011
Purchased technologies, at cost <sup>(1)</sup>	\$ 342.0	\$ 313.1
Customer relationships and trade names, at cost	201.7	179.1
	<u>543.7</u>	<u>492.2</u>
Less: Accumulated amortization	(407.4)	(373.4)
Other intangible assets, net	<u>\$ 136.3</u>	<u>\$ 118.8</u>

<sup>(1)</sup> Purchased technologies include \$1.2 million and zero of in-process research and development technology as of July 31, 2011 and January 31, 2011, respectively. In-process research and development is an indefinite lived asset that is held and tested at least annually for impairment until such time that it becomes fully developed technology. Once completed, the technology is amortized to expense over an applicable useful life.

**12. Goodwill**

The change in the carrying amount of goodwill during the six months ended July 31, 2011, is as follows:

	Platform Solutions and Emerging Business	Architecture, Engineering and Construction	Manufacturing	Media and Entertainment	Total
Balance as of January 31, 2011					
Goodwill	\$ 45.3	\$ 224.2	\$ 279.1	\$ 154.7	\$ 703.3
Accumulated impairment losses	—	—	—	(149.2)	(149.2)
	<u>45.3</u>	<u>224.2</u>	<u>279.1</u>	<u>5.5</u>	<u>554.1</u>
Addition arising from Scaleform acquisition	—	—	—	22.6	22.6
Addition arising from Blue Ridge Numerics acquisition	—	—	22.3	—	22.3
Addition arising from other acquisitions	3.1	—	2.0	—	5.1
Effect of foreign currency translation, purchase accounting adjustments and other	0.9	1.5	0.9	—	3.3
Balance as of July 31, 2011					
Goodwill	49.3	225.7	304.3	177.3	756.6
Accumulated impairment losses	—	—	—	(149.2)	(149.2)
	<u>\$ 49.3</u>	<u>\$ 225.7</u>	<u>\$ 304.3</u>	<u>\$ 28.1</u>	<u>\$ 607.4</u>

Goodwill consists of the excess of cost over the fair value of net assets acquired in business combinations. Autodesk assigns goodwill to the reportable segment associated with each business combination, and tests goodwill for impairment annually in its fourth fiscal quarter or more often if circumstances indicate a potential impairment. When assessing goodwill for impairment, Autodesk uses discounted cash flow models that include assumptions regarding reportable segments' projected cash flows ("Income Approach") and corroborates it with the estimated consideration that the Company would receive if there were to be a sale of the reporting segment ("Market Approach"). Variances in these assumptions could have a significant impact on Autodesk's conclusion as to whether goodwill is impaired or the amount of any impairment charge. Impairment charges, if any, result from instances where the fair values of net assets associated with goodwill are less than their carrying values. The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment at many points during the analysis. The value of Autodesk's goodwill could also be impacted by future adverse changes such as: (i) declines in Autodesk's actual financial results, (ii) a sustained decline in Autodesk's market capitalization, (iii) significant slowdown in the worldwide economy or the industries Autodesk serves, or (iv) changes in Autodesk's business strategy or internal financial results forecasts. A hypothetical 10% decrease in the fair value of any of Autodesk's four reporting units would not have an impact on the carrying value, nor result in an impairment, of goodwill shown on Autodesk's balance sheet as of July 31, 2011 for the respective reporting units.

**13. Borrowing Arrangements**

During the three months ended July 31, 2011, Autodesk entered into a credit agreement that provides for a \$400.0 million unsecured revolving credit facility, with an option to request an increase in the amount of the credit facility by up to an additional \$100.0 million. In connection with the execution of the credit agreement, Autodesk terminated the \$250.0 million U.S. line of credit facility on May 26, 2011 that would have expired in August 2012. The new credit agreement contains customary covenants that could restrict the imposition of liens on Autodesk's assets, and restrict the Company's ability to incur additional indebtedness or make dispositions of assets if Autodesk fails to maintain the financial covenants. At July 31, 2011 and January 31, 2011, Autodesk had no outstanding borrowings on either its prior or current line of credit. The new facility expires in May 2016.

**14. Restructuring Reserve**

During fiscal 2011, fiscal 2010 and fiscal 2009 Autodesk initiated restructuring plans (the "Fiscal 2011 Plan", the "Fiscal 2010 Plan" and the "Fiscal 2009 Plan") in order to further reduce operating costs. These restructuring plans resulted in targeted global staff reductions of approximately 200, 430, and 700 positions for fiscal 2011, 2010 and 2009, respectively. No leased facilities were consolidated as part of the Fiscal 2011 Plan. The Fiscal 2010 Plan and Fiscal 2009 Plan resulted in the consolidation of 32 and 27 leased facilities, respectively.

In connection with our restructuring plans, we recorded a favorable adjustment for changes in previous estimates during the three and six months ended July 31, 2011.

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The following table sets forth the restructuring activities for the six months ended July 31, 2011.

	<u>Balance at January 31, 2011</u>	<u>Additions</u>	<u>Payments</u>	<u>Adjustments<sup>(1)</sup></u>	<u>Balance at July 31, 2011</u>
<b><i>Fiscal 2011 Plan</i></b>					
Employee termination costs	\$ 1.5	\$ —	\$ (0.8)	\$ —	\$ 0.7
<b><i>Fiscal 2010 Plan</i></b>					
Lease termination and asset costs	1.7	—	(1.0)	—	0.7
<b><i>Fiscal 2009 Plan</i></b>					
Lease termination and asset costs	2.8	—	(0.4)	(1.3)	1.1
<b><i>Other</i></b>					
Lease termination costs	2.6	—	(0.4)	(0.3)	1.9
<b>Total</b>	<u>\$ 8.6</u>	<u>\$ —</u>	<u>\$ (2.6)</u>	<u>\$ (1.6)</u>	<u>\$ 4.4</u>
Current portion <sup>(2)</sup>	\$ 4.8				\$ 2.4
Non-current portion <sup>(2)</sup>	3.8				2.0
<b>Total</b>	<u>\$ 8.6</u>				<u>\$ 4.4</u>

<sup>(1)</sup> Adjustments include the impact of foreign currency translation.

<sup>(2)</sup> The current and non-current portions of the reserve are recorded in the Condensed Consolidated Balance Sheets under “Other accrued liabilities” and “Other liabilities,” respectively.

## **15. Commitments and Contingencies**

### *Guarantees and Indemnifications*

In the normal course of business, Autodesk provides indemnifications of varying scopes, including limited product warranties and indemnification of customers against claims of intellectual property infringement made by third parties arising from the use of its products or services. Autodesk accrues for known indemnification issues if a loss is probable and can be reasonably estimated. Historically, costs related to these indemnifications have not been significant, and because potential future costs are highly variable, Autodesk is unable to estimate the maximum potential impact of these indemnifications on its future results of operations.

In connection with the purchase, sale or license of assets or businesses with third parties, Autodesk has entered into or assumed customary indemnification agreements related to the assets or businesses purchased, sold or licensed. Historically, costs related to these indemnifications have not been significant, and because potential future costs are highly variable, Autodesk is unable to estimate the maximum potential impact of these indemnifications on its future results of operations.

As permitted under Delaware law, Autodesk has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at Autodesk’s request in such capacity. The maximum potential amount of future payments Autodesk could be required to make under these indemnification agreements is unlimited; however, Autodesk has directors’ and officers’ liability insurance coverage that is intended to reduce its financial exposure and may enable Autodesk to recover a portion of any future amounts paid. Autodesk believes the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is minimal.

### *Legal Proceedings*

Autodesk is involved in a variety of claims, suits, investigations and proceedings in the normal course of business activities including claims of alleged infringement of intellectual property rights, commercial, employment, piracy prosecution, business practices and other matters. In the Company’s opinion, resolution of pending matters is not expected to have a material adverse impact on its consolidated results of operations, cash flows or its financial position. Given the unpredictable nature of legal proceedings, there is a reasonable possibility that an unfavorable resolution of one or more such proceedings could in the future materially affect the Company’s results of operations, cash flows or financial position in a particular period, however, based on the

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information known by the Company as of the date of this filing and the rules and regulations applicable to the preparation of the Company's financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

### 16. *Common Stock Repurchase Program*

Autodesk has a stock repurchase program that is used largely to help offset the dilution to net income per share caused by the issuance of stock under the Company's employee stock plans and for such other purposes as may be in the interests of Autodesk and its stockholders, and has the effect of returning excess cash generated from the Company's business to stockholders. During the three and six months ended July 31, 2011, Autodesk repurchased and retired 2.5 million and 4.2 million shares at an average repurchase price of \$40.33 per share and \$40.26 per share, respectively. Common stock and additional paid-in capital and retained earnings were reduced by \$65.0 million and \$35.8 million, respectively, during the three months ended July 31, 2011, as a result of the stock repurchases. Common stock and additional paid-in capital and retained earnings were reduced by \$104.5 million and \$64.9 million, respectively, during the six months ended July 31, 2011.

At July 31, 2011, 20.2 million shares remained available for repurchase under repurchase plans approved by the Board of Directors. During the three and six months ended July 31, 2011, Autodesk repurchased its common stock through open market purchases. The number of shares acquired and the timing of the purchases are based on several factors, including general market conditions, the number of employee stock option exercises, stock issuance, the trading price of Autodesk common stock, cash on hand and available in the United States, and company defined trading windows.

### 17. *Comprehensive Income*

The components of other comprehensive income (loss), net of taxes, were as follows:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2011	2010	2011	2010
Net income	\$71.2	\$59.9	\$140.5	\$96.8
Other comprehensive income				
Net gain (loss) on derivative instruments, net of taxes	8.3	(4.1)	0.5	3.0
Change in net unrealized gain on available-for-sale securities, net of tax	0.3	1.2	1.0	0.9
Net change in cumulative foreign currency translation gain (loss)	0.9	1.1	13.4	(3.3)
Total other comprehensive income (loss)	9.5	(1.8)	14.9	0.6
Total comprehensive income	<u>\$80.7</u>	<u>\$58.1</u>	<u>\$155.4</u>	<u>\$97.4</u>

Accumulated other comprehensive income (loss), net of taxes, was comprised of the following at July 31, 2011 and January 31, 2011:

	July 31, 2011	January 31, 2011
Net loss on derivative instruments	\$ (0.3)	\$ (0.8)
Net unrealized gain on available-for-sale securities	3.4	2.4
Unfunded portion of pension plans	(9.8)	(9.8)
Foreign currency translation adjustments	21.0	7.6
Accumulated other comprehensive income (loss)	<u>\$ 14.3</u>	<u>\$ (0.6)</u>



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### 18. *Net Income Per Share*

Basic net income per share is computed using the weighted average number of shares of common stock outstanding for the period, including restricted stock awards and excluding stock options and restricted stock units. Diluted net income per share is based upon the weighted average shares of common stock outstanding for the period and potentially dilutive common shares, including the effect of stock options and restricted stock units under the treasury stock method. The following table sets forth the computation of the numerators and denominators used in the basic and diluted net income per share amounts:

	Three Months Ended July 31,		Six months ended July 31,	
	2011	2010	2011	2010
Numerator:				
Net income	\$ 71.2	\$ 59.9	\$ 140.5	\$ 96.8
Denominator:				
Denominator for basic net income per share—weighted average shares	229.4	228.0	228.8	228.5
Effect of dilutive securities	7.2	5.8	8.1	6.0
Denominator for dilutive net income per share	236.6	233.8	236.9	234.5
Basic net income per share	\$ 0.31	\$ 0.26	\$ 0.61	\$ 0.42
Diluted net income per share	\$ 0.30	\$ 0.25	\$ 0.59	\$ 0.41

The computation of diluted net income per share does not include shares that are anti-dilutive under the treasury stock method because their exercise prices are higher than the average market value of Autodesk's stock during the period. For the three months ended July 31, 2011 and 2010, 10.0 million and 22.8 million potentially anti-dilutive shares, respectively, were excluded from the computation of net income per share. For the six months ended July 31, 2011 and 2010, 8.6 million and 21.1 million potentially anti-dilutive shares, respectively, were excluded from the computation of net income per share.

### 19. *Segments*

Autodesk reports segment information based on the "management" approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company's reportable segments. Autodesk has four reportable segments: Platform Solutions and Emerging Business ("PSEB"), Architecture, Engineering and Construction ("AEC"), Manufacturing ("MFG") and Media and Entertainment ("M&E"). Autodesk has no material inter-segment revenue.

The PSEB, AEC and MFG segments derive revenue from the sale of licenses for software products and services to customers who design, build, manage or own building, manufacturing and infrastructure projects. Our M&E segment derives revenue from the sale of products to creative professionals, post-production facilities and broadcasters for a variety of applications, including feature films, television programs, commercials, music and corporate videos, interactive game production, web design and interactive web streaming.

PSEB includes Autodesk's design product, AutoCAD. Autodesk's AutoCAD product is a platform product that underpins the Company's design product offerings for the industries it serves. For example, AEC and MFG offer tailored versions of AutoCAD software for the industries they serve. Autodesk's AutoCAD product also provides a platform for Autodesk's developer partners to build custom solutions for a range of diverse design-oriented markets. PSEB's revenue primarily includes revenue from sales of licenses of Autodesk's design products, AutoCAD and AutoCAD LT, as well as the Autodesk Design Suite and many other design products.

AEC software products help to improve the way building, civil infrastructure, process plant and construction projects are designed, built and managed. A broad portfolio of solutions enables greater efficiency, accuracy and sustainability across the entire project lifecycle. Autodesk AEC solutions include advanced technology for building information modeling ("BIM"), AutoCAD-based design and documentation productivity software, sustainable design analysis applications, and collaborative project management solutions. BIM, an integrated process for building and infrastructure design, analysis, documentation and construction, uses consistent, coordination information to improve communication and collaboration between the extended project team. AEC provides a comprehensive portfolio of BIM solutions that help customers deliver projects faster and more economically, while minimizing environmental impact. AEC's revenue primarily includes revenue from the sales of licenses of Autodesk Revit family suites, AutoCAD Civil 3D, AutoCAD Architecture and AutoCAD Map 3D products.

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MFG provides the manufacturers in automotive and transportation, industrial machinery, consumer products and building products with comprehensive digital prototyping solutions that bring together design data from all phases of the product development process to develop a single digital model created in Autodesk Inventor software. Autodesk's solutions for digital prototyping enable a broad group of manufacturers to realize benefits with minimal disruption to existing workflows. MFG's revenue primarily includes revenue from the sales of licenses of Autodesk Inventor family suites, AutoCAD Mechanical and Autodesk Moldflow products.

M&E is comprised of two product groups: Animation, including design visualization, and Creative Finishing. Animation products, such as Autodesk 3ds Max, Autodesk Maya and the Autodesk Entertainment Creation Suite, provide tools for digital sculpting, modeling, animation, effects, rendering and compositing, for design visualization, visual effects and games production. Creative Finishing products provide editing, finishing and visual effects design and color grading.

All of Autodesk's reportable segments distribute their respective products primarily through authorized resellers and distributors and, to a lesser extent, through direct sales to end-users. The accounting policies of the reportable segments are the same as those described in Note 1, "Business and Summary of Significant Accounting Policies" of our 2011 Annual Report on Form 10-K. Autodesk evaluates each segment's performance on the basis of gross profit. Autodesk currently does not separately accumulate and report asset information by segment, except for goodwill, which is disclosed in Note 12, "Goodwill."

Information concerning the operations of Autodesk's reportable segments is as follows:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2011	2010	2011	2010
<b>Net revenue:</b>				
Platform Solutions and Emerging Business	\$ 198.5	\$ 177.5	\$ 409.0	\$361.3
Architecture, Engineering and Construction	157.9	133.1	299.3	269.9
Manufacturing	135.8	112.7	259.0	220.6
Media and Entertainment	54.1	49.5	107.3	95.6
	<u>\$ 546.3</u>	<u>\$ 472.8</u>	<u>\$1,074.6</u>	<u>\$947.4</u>
<b>Gross profit:</b>				
Platform Solutions and Emerging Business	\$ 187.2	\$ 168.0	\$ 385.8	\$341.5
Architecture, Engineering and Construction	143.3	121.6	271.3	244.3
Manufacturing	124.4	105.1	237.6	205.0
Media and Entertainment	43.5	38.0	86.4	73.7
Unallocated <sup>(1)</sup>	(9.5)	(8.3)	(18.5)	(16.8)
	<u>\$ 488.9</u>	<u>\$ 424.4</u>	<u>\$ 962.6</u>	<u>\$847.7</u>

<sup>(1)</sup> Unallocated amounts primarily relate to corporate expenses and other costs and expenses that are managed outside the reportable segments, including stock-based compensation expense.

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Information regarding Autodesk's operations by geographic area is as follows:

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2011	2010	2011	2010
Net revenue:				
Americas				
U.S.	\$ 151.4	\$ 136.1	\$ 294.9	\$ 266.6
Other Americas	39.7	32.3	77.6	63.0
Total Americas	191.1	168.4	372.5	329.6
Europe, Middle East and Africa	211.9	188.8	426.9	387.4
Asia Pacific				
Japan	58.2	46.6	118.9	100.2
Other Asia Pacific	85.1	69.0	156.3	130.2
Total Asia Pacific	143.3	115.6	275.2	230.4
Total net revenue	<u>\$ 546.3</u>	<u>\$ 472.8</u>	<u>\$1,074.6</u>	<u>\$ 947.4</u>

## 20. *Subsequent Events*

On August 1, 2011, Autodesk acquired Instructables Corporation ("Instructables") for approximately \$32.0 million. Instructables was a privately held web-based company specializing in user-created and uploaded instructions for do-it-yourself projects, which other users can comment on and rate for quality. Instructables will be integrated into Autodesk's PSEB segment.

On August 24, 2011, Autodesk entered into a purchase agreement with TurboSquid Corporation to acquire certain technology related assets for \$26.0 million and in addition entered into related commercial arrangements.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The discussion in our MD&A contains trend analyses and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are any statements that look to future events and consist of, among other things, our business strategies, the statements in "Strategy" below, anticipated future net revenue, future operating margin and other future financial results (by product and geography) and operating expenses, the effect of unemployment and availability of credit, the effects of the recent U.S. debt downgrade and weak global economic conditions, our backlog, expected trends in certain financial metrics, the impact of acquisitions and investment activities, the effect of fluctuations in exchange rates and our hedging activities on our financial results, the impact of natural disasters on our operations and financial results, our ability to successfully expand adoption of our products, and our ability to successfully increase sales of product suites as part of our overall sales strategy. In addition, forward-looking statements also consist of statements involving expectations regarding product acceptance, continuation of our stock repurchase program, statements regarding our liquidity and short-term and long-term cash requirements, as well as, statements involving trend analyses and statements including such words as "may," "believe," "could," "anticipate," "would," "might," "plan," "expect," and similar expressions or the negative of these terms or other comparable terminology. These forward-looking statements speak only as of the date of this Form 10-Q and are subject to business and economic risks. As such, our actual results could differ materially from those set forth in the forward-looking statements as a result of the factors set forth below in Part II, Item 1A, "Risk Factors," and in our other reports filed with the U.S. Securities and Exchange Commission. We assume no obligation to update the forward-looking statements to reflect events that occur or circumstances that exist after the date on which they were made.*

**Note: A glossary of terms used in this Form 10-Q appears at the end of this Item 2.**

### Strategy

Autodesk's vision is to help people imagine, design and create a better world. We do this by developing software for the world's designers, architects, engineers, and digital artists—the people who create products, buildings, infrastructure, films, and games. Autodesk serves customers in three primary markets: architecture, engineering and construction; manufacturing; and digital media and entertainment.

Our goal is to provide our customers with the world's most valuable, innovative, and engaging software and services. Our product and services portfolio allows our customers to digitally visualize, simulate, and analyze their projects, helping them to better understand the consequences of their design decisions; save time, money, and resources; and become more innovative.

Today, complex challenges such as globalization, urbanization and sustainable design are driving our customers to new levels of performance and competitiveness, and we are committed to helping them address those challenges and take advantage of new opportunities. To achieve these goals, we are capitalizing on two of our strongest competitive advantages: our ability to bring advanced technology to mainstream markets, and the breadth and depth of our product portfolio.

By innovating in existing technology categories, we bring powerful new design capabilities to volume markets. Our products are designed to be easy-to-learn and use, and to provide customers with a low cost of deployment, a low total cost of ownership, and a rapid return on investment. In addition, our software architecture allows for extensibility and integration with other products. The breadth of our technology and product line gives us a unique competitive advantage because it allows our customers to address a wide variety of problems in ways that transcend industry and disciplinary boundaries. This is particularly important in helping our customers address the complex challenges mentioned above. We also believe that our technological leadership and global brand recognition have positioned us well for long-term growth and industry leadership.

In addition to the competitive advantages afforded by our technology, our large global network of distributors, resellers, third-party developers, customers, educational institutions, faculty and students is a key competitive advantage. This network of relationships provides us with a broad and deep reach into volume markets around the world. Our distributor and reseller network is extensive and provides our customers with the resources to purchase, deploy, learn and support our products quickly and easily. We have a significant number of registered third-party developers who create products that work well with Autodesk products and extend them for a variety of specialized applications. Users with expertise in our products are broadly and globally available from educational institutions and the existing workforce. We offer a wide range of educational programs, including student versions of software, curricula and faculty development. We have an extensive global community of students who are experienced with our software and poised to become the next generation of professional users—thus reducing the cost of training and providing new talent for our customers. Our global network of distributors, resellers, third party developers, customers, educational institutions and students has been developed over our twenty-nine year history. We believe it is an enduring competitive advantage that is difficult for others to replicate.

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Our growth strategy includes continually increasing the business value of our design tools to our customers in a number of ways. First, we seek to address an increasing portion of our customers' workflow with products that extend the value of our customers' digital design information into visualization, analysis and simulation. Second, we seek to improve our product interoperability and usability, thus improving our customers' productivity and effectiveness. Third, we continue to develop new ways to deliver capability and value to our customers, such as product suites, software-as-a-service, and delivery of our solutions on mobile devices and new hardware platforms. Fourth, we extend our customers' workflow with products for adjacent users and for the "customers of our customers," thus increasing the value of the design information our customers produce. Finally, we continue to develop new lines of consumer products and services that are delivered and experienced through the Web, tablets, and mobile devices providing our advanced visualization technologies to consumers—a whole new category of Autodesk customer.

We believe that expanding our customers' portfolios to include our suites presents a meaningful growth opportunity and is an important part of our overall strategy. As our customers in all industries adopt our design suites, we believe they will experience an increase in their productivity and the value of their design data. For the three and six months ended July 31, 2011, revenue from suites increased 45% and 31%, respectively, as compared to the same periods in the prior fiscal year. As a percentage of total net revenue suites revenue increased to 29% and 26% in the three and six months ended July 31, 2011 as compared to 23% in both of the three and six months ended July 31, 2010.

Expanding our geographic coverage is another key element of our growth strategy. While emerging markets are important for many global businesses, we believe they hold special opportunity for us. Much of the growth in the world's construction and manufacturing is happening in emerging markets. Further, emerging markets face many of the challenges that our design technology can help address, for example infrastructure build-out. We believe that emerging economies continue to present long-term growth opportunities for us. Revenue from emerging countries increased 23% and 18% during the three and six months ended July 31, 2011, respectively, as compared to the same periods in the prior fiscal year. Revenue from emerging countries represented 16% and 15% of total net revenue during the three and six months ended July 31, 2011, respectively, as compared to 15% in each of the three and six months ended July 31, 2010.

While we believe there are long-term growth opportunities in emerging economies, conducting business in these countries presents significant challenges, including economic volatility, geopolitical risk, local competition, intellectual property protection, poorly developed business infrastructure, scarcity of talent and software piracy.

Our strategy includes improving our product functionality and expanding our product offerings through internal development as well as through the acquisition of products, technology and businesses. Acquisitions often increase the speed at which we can deliver product functionality to our customers; however, they entail cost and integration challenges and may, in certain instances, negatively impact our operating margins. We continually review these trade-offs in making decisions regarding acquisitions. We currently anticipate that we will acquire products, technology and businesses as compelling opportunities that promote our strategy become available. We have increased the number, pace and dollars spent on acquisitions in comparison to fiscal 2011 but remain informed by and dependent on our business needs, the availability of suitable sellers and technology and our own financial condition.

Our strategy depends upon a number of assumptions, including that we will be able to continue making our technology available to mainstream markets; leverage our large global network of distributors, resellers, third-party developers, customers, educational institutions, and students; drive adoption of our suites; improve the performance and functionality of our products; and adequately protect our intellectual property. If the outcome of any of these assumptions differs from our expectations, we may not be able to implement our strategy, which could potentially adversely affect our business. For further discussion regarding these and related risks see Part II, Item 1A, "Risk Factors."

### **Critical Accounting Policies and Estimates**

Our Condensed Consolidated Financial Statements are prepared in conformity with U.S. generally accepted accounting principles. In preparing our Condensed Consolidated Financial Statements, we make assumptions, judgments and estimates that can have a significant impact on amounts reported in our Condensed Consolidated Financial Statements. We base our assumptions, judgments and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. We regularly reevaluate our assumptions, judgments and estimates. Our significant accounting policies are described in Note 1, "Business and Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements in our Form 10-K for the fiscal year ended January 31, 2011 (the "2011 Form 10-K"). In addition, we highlighted those policies that involve a higher degree of judgment and complexity with further discussion of these judgmental areas in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2011 Form 10-K. We believe these policies are the most critical to aid in fully understanding and evaluating our financial condition and results of operations. Updates on the relevant periodic financial disclosures related to these policies are provided below.

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*Goodwill.* As of July 31, 2011, a hypothetical 10% decrease in the fair value of our reporting units would not have an impact on the carrying value of goodwill, nor result in impairment of goodwill. For further discussion see Note 12, “Goodwill,” in the Notes to the Condensed Consolidated Financial Statements.

*Income Taxes.* We currently have \$154.1 million of net deferred tax assets, primarily a result of state research and development credits, net operating losses, and timing differences for reserves, accrued liabilities, stock options, purchased technologies and capitalized intangibles, partially offset by the establishment of U.S. deferred tax liabilities on unremitted earnings from certain foreign subsidiaries, deferred tax liabilities associated with tax method change on advanced payments and valuation allowances against California and Canadian deferred tax assets. We perform a quarterly assessment of the recoverability of these net deferred tax assets and believe that we will generate sufficient future taxable income in appropriate tax jurisdictions to realize the net deferred tax assets. Our judgments regarding future profitability may change due to future market conditions and other factors. Any change in future profitability may require material adjustments to these net deferred tax assets, resulting in a reduction in net income in the period when such determination is made.

### Overview of the Three and Six Months Ended July 31, 2011

<i>(in millions)</i>	Three Months Ended July 31, 2011	As a % of Net Revenue	Three Months Ended July 31, 2010	As a % of Net Revenue
Net Revenue	\$ 546.3	100%	\$ 472.8	100%
Cost of revenue	57.4	11%	48.4	10%
Gross Profit	488.9	89%	424.4	90%
Operating expenses	393.9	72%	344.6	73%
Income from Operations	\$ 95.0	17%	\$ 79.8	17%

  

<i>(in millions)</i>	Six Months Ended July 31, 2011	As a % of Net Revenue	Six Months Ended July 31, 2010	As a % of Net Revenue
Net Revenue	\$ 1,074.6	100%	\$ 947.4	100%
Cost of revenue	112.0	10%	99.7	11%
Gross Profit	962.6	90%	847.7	89%
Operating expenses	789.0	73%	717.1	75%
Income from Operations	\$ 173.6	16%	\$ 130.6	14%

Our business grew year over year as evidenced by our increases in revenue, gross profit and income from operations. Contributing to the year over year increases in revenue were increases in revenue from new seat license revenue, upgrade revenue and maintenance revenue. In addition, we experienced increases in revenue for most of our major products, all of our reportable segments, and all of our geographic areas during three and six months ended July 31, 2011 as compared to the same periods in the prior fiscal year. The reasons for these increases are discussed below under the heading “Results of Operations.” In addition, we continued to control our operating costs, which led to year over year improvements in profitability. The 19% and 33% increase in income from operations in the three and six months ended July 31, 2011, respectively, as compared to the same periods in the prior fiscal year, was due to the increase in our net revenue, while controlling the growth of operating expenses at a rate less than that of our revenue growth. The majority of our costs are relatively fixed in the short term as they relate primarily to our workforce.

Our total operating margin remained flat as a percentage of revenue at 17% for the three months ended July 31, 2011 and 2010. Our total operating margin increased as a percentage of revenue from 14% for the six months ended July 31, 2010 to 16% during the six months ended July 31, 2011. The increase in our operating margin was primarily because net revenue increased at a faster rate than the increase in our costs due to proportionally less spending per revenue dollar earned. Net revenue increased \$73.5 million or 16% for the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, while our operating expenses increased \$49.3 million, or 14% for the three months ended July 31, 2011. Net revenue increased \$127.2 million or 13% for the six months ended July 31, 2011, as compared to the same period in the prior fiscal year, while our operating expenses increased \$71.9 million, or 10% for the six months ended July 31, 2011. The 14% and 10% increase in operating expenses in the three and six months ended July 31, 2011, respectively, as compared to the three and six months ended July 31, 2010 was due to an increase in salaries and benefits due to increased headcount and the return of employee costs which were temporarily suppressed in the prior year such as salary reductions, employee incentives and mandatory vacation, and other costs associated with higher revenue. These increases were partially offset by the decrease in restructuring charges of \$3.2 million and \$10.3 million for the three and six months ended July 31, 2011, respectively.

We generate a majority of our revenue in the U.S., Japan, Germany, the United Kingdom and France. Included in the overall increase in revenue were impacts associated with foreign currency. Our revenue benefited from foreign exchange rate changes during

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the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year. Had applicable exchange rates from the three and six months ended July 31, 2010 been in effect during the three and six months ended July 31, 2011 and had we excluded foreign exchange hedge gains and losses from the three and six months ended July 31, 2011 and 2010, (“on a constant currency basis”), net revenue would have increased 14% and 13%, respectively, compared to the same periods in the prior fiscal year. During the three and six months ended July 31, 2011, total spend, defined as cost of revenue plus operating expenses, increased 15% and 10%, respectively, compared to the same periods in the prior fiscal year as reported and increased 11% and 7%, respectively, on a constant currency basis. Changes in the value of the U.S. dollar may have a significant effect on net revenue, total spend and income from operations in future periods. We use foreign currency contracts to reduce the exchange rate effect on a portion of the net revenue of certain anticipated transactions, but do not attempt to completely mitigate the impact of fluctuation of such foreign currency against the U.S. dollar. During the three months ended July 31, 2011, we changed the way we calculate our period over period growth rates on a constant currency basis to exclude the impact of our hedging program on both the current and prior period. We believe this change is more useful to the users of our financial information as it more closely represents the underlying business growth rates. This change did not impact our constant currency growth rates by more than 4 percentage points for any of the periods presented in this Quarterly Report on Form 10-Q. See the glossary of terms at the end of this Item 2, for further details.

We rely significantly upon major distributors and resellers in both the U.S. and international regions, including Tech Data Corporation and its global affiliates (collectively, “Tech Data”). Tech Data accounted for 17% of our total net revenue during both the three and six months ended July 31, 2011. Tech Data accounted for 15% and 16% of our total net revenue during both the three and six months ended July 31, 2010, respectively. We believe our business is not substantially dependent on Tech Data. Our customers through Tech Data are the resellers and end users who purchase our software licenses and services. Should any of the agreements between us and Tech Data be terminated for any reason, we believe the resellers and end users who currently purchase our products through Tech Data would be able to continue to do so under substantially the same terms from one of our many other distributors without substantial disruption to our revenue.

Our primary goals for the remainder of fiscal 2012 are to grow revenue and improve our operating margin percentage by delivering our market-leading products and solutions to our customers and investing in product functionality and new product lines, including suites offerings. However, there can be no assurance that we will achieve our financial goals and improve our financial results. Additionally, we believe that unemployment rates and the availability of credit to major industries we serve are important indicators for our business; if global economic conditions deteriorate we may not achieve our financial goals.

Revenue from flagship products was 56% and 59% of total net revenue during the three and six months ended July 31, 2011, and increased 7% and 9%, respectively, as compared to the same periods in the prior fiscal year. Revenue from suites was 29% and 26% of total net revenue during the three and six months ended July 31, 2011, and increased 45% and 31% as compared to the same periods in the prior fiscal year. During the six months ended July 2011, we released our new design and creation suites that include English language versions of our Autodesk Design Suite, Autodesk Factory Design Suite, Autodesk Product Design Suite, Autodesk Building Design Suite, Autodesk Entertainment Creation Suite, Autodesk Infrastructure Design Suite and Autodesk Plant Design Suite, as well as a Japanese language version of our Autodesk Entertainment Creation Suite. Suites revenue and growth rates for suites consist primarily of revenue from our pre-existing suite families, such as Inventor and Revit suites. Revenue from new and adjacent products was 15% of total net revenue during both the three and six months ended July 31, 2011 and increased 5% and 7%, respectively, as compared to the same periods in the prior fiscal year. We anticipate, as our new and existing customers migrate from our stand-alone products, that our revenue from suites will increase as a percentage of revenue and that our revenue from our flagship and new and adjacent products will decline as a percentage of revenue.

At July 31, 2011, we had \$1,552.5 million in cash and marketable securities. We completed the quarter ended July 31, 2011 with a higher deferred revenue balance and a lower accounts receivable balance as compared to the fiscal year ended January 31, 2011. Our deferred revenue balance at July 31, 2011 included \$566.2 million related to customer maintenance contracts, which will be recognized as revenue ratably over the life of the contracts. Our maintenance contracts are for a term of predominantly one year, but may be two or three years, or occasionally as long as five year terms. We repurchased 2.5 million shares of our common stock for \$100.8 million during the three months ended July 31, 2011 and 4.2 million shares of our common stock for \$169.4 million during the six months ended July 31, 2011. Comparatively, we repurchased 2.5 million shares of our common stock for \$70.4 million during the three months ended July 31, 2010 and we repurchased 4.5 million shares of our common stock for \$129.2 million during the six months ended July 31, 2010.

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### Results of Operations

#### Net Revenue

(in millions)	Three Months Ended	Increase compared to		Three Months Ended	Six Months Ended	Increase compared to		Six Months Ended
	July 31, 2011	\$	%	July 31, 2010	July 31, 2011	\$	%	July 31, 2010
<b>Net Revenue:</b>								
License and other	\$ 333.0	\$ 52.3	19%	\$ 280.7	\$ 656.0	\$ 95.5	17%	\$ 560.5
Maintenance	213.3	21.2	11%	192.1	418.6	31.7	8%	386.9
	<u>\$ 546.3</u>	<u>\$ 73.5</u>	16%	<u>\$ 472.8</u>	<u>\$ 1,074.6</u>	<u>\$ 127.2</u>	13%	<u>\$ 947.4</u>
<b>Net Revenue by Geographic Area:</b>								
Americas	\$ 191.1	\$ 22.7	13%	\$ 168.4	\$ 372.5	\$ 42.9	13%	\$ 329.6
Europe, Middle East and Africa	211.9	23.1	12%	188.8	426.9	39.5	10%	387.4
Asia Pacific	143.3	27.7	24%	115.6	275.2	44.8	19%	230.4
	<u>\$ 546.3</u>	<u>\$ 73.5</u>	16%	<u>\$ 472.8</u>	<u>\$ 1,074.6</u>	<u>\$ 127.2</u>	13%	<u>\$ 947.4</u>
<b>Net Revenue by Operating Segment:</b>								
Platform Solutions and Emerging Business	\$ 198.5	\$ 21.0	12%	\$ 177.5	\$ 409.0	\$ 47.7	13%	\$ 361.3
Architecture, Engineering and Construction	157.9	24.8	19%	133.1	299.3	29.4	11%	269.9
Manufacturing	135.8	23.1	20%	112.7	259.0	38.4	17%	220.6
Media and Entertainment	54.1	4.6	9%	49.5	107.3	11.7	12%	95.6
	<u>\$ 546.3</u>	<u>\$ 73.5</u>	16%	<u>\$ 472.8</u>	<u>\$ 1,074.6</u>	<u>\$ 127.2</u>	13%	<u>\$ 947.4</u>

#### License and Other Revenue

License and other revenue is comprised of two components: all forms of product license revenue and other revenue. Product license revenue includes revenue from the sale of new seat licenses and upgrades, which includes crossgrades. Other revenue consists of revenue from Creative Finishing, consulting and training services and collaborative project management services.

Total license and other revenue increased 19% during the three months ended July 31, 2011, as compared to the three months ended July 31, 2010, respectively. This increase was primarily due to the 11% increase in revenue from commercial new seat licenses during the three months as compared to the same period in the prior fiscal year. During the three months ended July 31, 2011, 7 percentage points of the 11% increase was due to the increase in the number of seats sold and 4 percentage points was due to an increase in average net revenue per seat. Commercial new seat license revenue, as a percentage of license and other revenue, was 69% and 74% for the three months ended July 31, 2011 and 2010, respectively.

Total license and other revenue increased 17% during the six months ended July 31, 2011, as compared to the six months ended July 31, 2010, respectively. This increase was primarily due to the 17% increase in revenue from commercial new seat licenses during the six months as compared to the same period in the prior fiscal year. During the six months ended July 31, 2011, 11 percentage points of the 17% increase was due to the increase in the number of seats sold and 6 percentage points was due to an increase in the average net revenue per seat. Commercial new seat license revenue, as a percentage of license and other revenue, was 68% and 69% for the six months ended July 31, 2011 and 2010, respectively.

Also contributing to the increase in license and other revenue during the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year, was an increase in upgrade revenue, of 122% and 35%, respectively. Upgrade revenue was higher during the three months ended July 31, 2011 as compared to the same period in the prior fiscal year due to an upgrade promotion run that was run during the three months ended July 31, 2011. Upgrade revenue was higher during the six months ended July 31, 2011, as compared to the same period of the prior fiscal year, primarily due to an ACAD LT upgrade promotion during the first quarter of fiscal 2012 and the upgrade promotion in the second quarter of fiscal 2012 mentioned above.

Revenue from the sales of our services, training and support, included in "License and other revenue," represented less than 3% of total net revenue for all periods presented.

#### Maintenance Revenue

Our maintenance revenue relates to a program known by our user community as the Subscription Program. Our maintenance program provides our commercial and educational customers with a cost effective and predictable budgetary option to obtain the productivity benefits of our new releases and enhancements when and if released during the term of their contracts. Under our maintenance program, customers are eligible to receive unspecified upgrades when and if available, downloadable training courses and online support. We recognize maintenance revenue ratably over the maintenance contract periods.

Maintenance revenue increased 11% during the three months ended July 31, 2011, as compared to the three months ended July 31, 2010, primarily due to an 11% increase in commercial maintenance revenue. The 11% increase in commercial maintenance revenue was due to a 6 percentage point increase from net revenue per maintenance seat and a 5 percentage point increase from commercial enrollment during the corresponding maintenance contract term. Commercial maintenance revenue represented 98% of maintenance revenue for both the three months ended July 31, 2011 and 2010.



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Maintenance revenue increased 8% during the six months ended July 31, 2011, as compared to the six months ended July 31, 2010, primarily due to an 8% increase in commercial maintenance revenue. The 8% increase in commercial maintenance revenue was due to a 7 percentage point increase from commercial enrollment during the corresponding maintenance contract term and a 1 percentage point increase from net revenue per maintenance seat. Commercial maintenance revenue represented 98% of maintenance revenue for both the six months ended July 31, 2011 and 2010. Total subscription program enrollment at both July 31, 2011 and January 31, 2011 consisted of about 3.0 million users, respectively.

Changes in maintenance revenue lag changes in net billings for maintenance contracts because we recognize the revenue from those contracts ratably over their contract terms. Our maintenance contracts are for a term of predominantly one year, but may be two or three years, or occasionally as long as five year terms. Net maintenance billings increased 37% and 20% during the three and six months ended July 31, 2011 as compared to the three and six months ended July 31, 2010. This increase was due to an increase in maintenance renewals, new multi-year maintenance contracts, and the impact from the upgrade promotions mentioned above in "License and Other Revenue."

Aggregate backlog at July 31, 2011 and January 31, 2011, was \$667.5 million and \$615.4 million, respectively, of which \$642.4 million and \$587.9 million, respectively, represented deferred revenue. Backlog related to current software license product orders that had not shipped at the end of the quarter decreased by \$2.4 million during the six months ended July 31, 2011 from \$27.5 million at January 31, 2011 to \$25.1 million at July 31, 2011. Deferred revenue consists primarily of deferred maintenance revenue. To a lesser extent, deferred revenue consists of deferred license and other revenue derived from collaborative project management services, consulting services and deferred license sales. Backlog from current software license product orders that we have not yet shipped consists of orders for currently available licensed software products from customers with approved credit status and may include orders with current ship dates and orders with ship dates beyond the current fiscal period.

### *Net Revenue by Geographic Area*

Net revenue in the Americas geography increased by 13% during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year. This increase in net revenue in the Americas was primarily due to a 12% increase in new seat revenue and a 10% increase in maintenance revenue. Net revenue in the Americas geography increased by 13% during the six months ended July 31, 2011, as compared to the same period in the prior fiscal year. This increase was primarily due to an 18% increase in new seat revenue in the Americas during the six months ended July 31, 2011 as compared to the six months ended July 31, 2010. Maintenance revenue increased 9% during the six months ended July 31, 2011 as compared to the same period in the prior fiscal year.

Net revenue in the EMEA geography increased by 12%, or 13% on a constant currency basis, during the three months ended July 31, 2011 as compared to the same period in the prior fiscal year. The increase was primarily due to an 8% increase in maintenance revenue and a 183% increase in upgrade revenue in the EMEA geography during the three months ended July 31, 2011 as compared to the three months ended July 31, 2010. The increase in our revenue in this geography was led by the Russian Federation, Germany and Belgium. Net revenue in the EMEA geography increased by 10%, or 13% on a constant currency basis, during the six months ended July 31, 2011 as compared to the same period in the prior fiscal year. The increase was primarily due to a 14% increase in new seat revenue in this geography during the six months ended July 31, 2011 as compared to the six months ended July 31, 2010. The increase in our revenue in this geography was led by the Russian Federation, the United Kingdom and Belgium.

Net revenue in the APAC geography increased by 24%, or 16% on a constant currency basis, during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to a 22% increase in new seat revenue and a 23% increase in maintenance revenue. Net revenue expansion in this geography during the three months ended July 31, 2011 was led by Japan, Australia and China. Net revenue in the APAC geography increased by 19%, or 13% on a constant currency basis, during the six months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to an 18% increase in new seat revenue and a 21% increase in maintenance revenue. Net revenue expansion in this geography during the six months ended July 31, 2011 was led by Japan, Australia and South Korea.

Net revenue in emerging economies increased 23% during the three months ended July 31, 2011 as compared to the same period in the prior fiscal year, primarily due to revenue increases from the Russian Federation, China and India. This growth was a significant factor in our international sales growth during the three months ended July 31, 2011. Revenue from emerging economies represented 16% and 15% of total net revenue for the three month ended July 31, 2011 and 2010, respectively. Net revenue in emerging economies increased 18% during the six months ended July 31, 2011 as compared to the same period in the prior fiscal year, primarily due to revenue from the Russian Federation, Brazil, and India. This growth was a significant factor in our international sales growth during the six months ended July 31, 2011. Revenue from emerging economies represented 15% of total net revenue for both the six months ended July 31, 2011 and 2010.

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International net revenue represented 72% and 73% of our total net revenue for the three and six months ended July 31, 2011, respectively, as compared to 71% and 72% during the respective periods of the prior fiscal year. We believe that international revenue will continue to comprise a majority of our total net revenue. Unfavorable economic conditions in the countries that contribute a significant portion of our net revenue may have an adverse effect on our business in those countries and our overall financial performance. Net revenue from Japan was \$58.2 million and \$118.9 million for the three and six months ended July 31, 2011, respectively or approximately 11% of our total net revenue, for both the three and six months ended July 31, 2011. Although we believe the impact of the earthquakes and tsunami that struck Japan in March 2011 on our future financial results will be immaterial, the events have created an element of uncertainty on our future financial results. Changes in the value of the U.S. dollar relative to other currencies have significantly affected, and could continue to significantly affect, our financial results for a given period even though we hedge a portion of our current and projected revenue. Additionally, the recent U.S. debt downgrade and weak global economic conditions that have been characterized by restructuring of sovereign debt, high unemployment, and volatility in the financial markets may impact our future financial results.

### *Net Revenue by Operating Segment*

We have four reportable segments: Platform Solutions and Emerging Business (“PSEB”), Architecture, Engineering and Construction (“AEC”), Manufacturing (“MFG”) and Media and Entertainment (“M&E”). We have no material inter-segment revenue.

Net revenue for PSEB, which includes our Autodesk Design Suite, increased 12% during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to a 12% increase in revenue from our AutoCAD products. During the six months ended July 31, 2011, net revenue for PSEB increased 13% as compared to the same period of the prior fiscal year primarily due to a 12% increase in revenue from our AutoCAD LT.

Net revenue for AEC increased 19% during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to a 42% increase in revenue from our Revit family of products, which includes our Autodesk Building Design Suite. During the six months ended July 31, 2011, net revenue for AEC increased 11% as compared to the same period of the prior fiscal year primarily due to a 32% increase in revenue from our Revit family of products which includes our Autodesk Building Design Suite.

Net revenue for MFG increased 20% during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to a 25% increase in revenue from our Inventor family of products, which includes the Autodesk Product Design Suite. During the six months ended July 31, 2011, net revenue for MFG increased 17% as compared to the same period of the prior fiscal year primarily due to a 17% increase in revenue from our Inventor family of products, which includes the Autodesk Product Design Suite.

Net revenue for M&E increased 9% during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to a 15% increase in revenue from our Animation product group, which includes our Autodesk Entertainment Creation Suite, offset by a 2% decrease in revenue from Creative Finishing. The increase in Animation revenue was primarily due to a 9% increase in revenue from Autodesk 3ds Max related products. During the six months ended July 31, 2011, net revenue for M&E increased 12% as compared to the same period in the prior fiscal year, primarily due to a 17% increase in revenue from our Animation product group and a 2% increase in revenue from Creative Finishing. The increase in Animation revenue was primarily due to an 18% increase in revenue from Autodesk Maya related products.

### Cost of Revenue and Operating Expenses

#### *Cost of Revenue*

<i>(in millions)</i>	Three Months Ended	Increase compared to		Three Months Ended	Six Months Ended	Increase compared to		Six Months Ended
	July 31, 2011	\$	%	July 31, 2010	July 31, 2011	\$	%	July 31, 2010
Cost of revenue:								
License and other	\$ 45.7	\$ 5.2	13%	\$ 40.5	\$ 88.3	\$ 6.6	8%	\$ 81.7
Maintenance	11.7	3.8	48%	7.9	23.7	5.7	32%	18.0
	<u>\$ 57.4</u>	<u>\$ 9.0</u>	19%	<u>\$ 48.4</u>	<u>\$ 112.0</u>	<u>\$ 12.3</u>	12%	<u>\$ 99.7</u>
As a percentage of net revenue	11%			10%	10%			11%

Cost of license and other revenue includes labor costs of order fulfillment and costs of fulfilling consulting and training services contracts and collaborative project management services contracts. Cost of license and other revenue also includes stock-based compensation expense, direct material and overhead charges, amortization of purchased technology, professional services fees and royalties. Direct material and overhead charges include the cost of hardware sold (mainly PC-based workstations for Creative Finishing in the M&E segment), costs associated with transferring our software to electronic media, printing of user manuals and packaging materials and shipping and handling costs.

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Cost of license and other revenue increased 13% and 8% during the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year, primarily due to increased support costs and lower margin consulting engagements.

Cost of maintenance revenue includes labor costs of providing product support to our maintenance customers, including stock-based compensation expense for these employees, rent and occupancy, shipping and handling costs and professional services fees. Cost of maintenance revenue increased 48% and 32% during the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year, due to an increase in maintenance support headcount and increased annual fulfillment costs related to supplying USB flash drives of our suites products.

Cost of revenue, at least over the near term, is affected by the volume and mix of product sales, mix of physical versus electronic fulfillment, fluctuations in consulting costs, amortization of purchased technology, new customer support offerings, royalty rates for licensed technology embedded in our products and employee stock-based compensation expense. We expect cost of revenue to increase in absolute dollars, but to remain relatively consistent as a percentage of net revenue during the third quarter of fiscal 2012, as compared to the third quarter of fiscal 2011.

### *Marketing and Sales*

(in millions)	Three Months Ended	Increase compared to		Three Months Ended	Six Months Ended	Increase compared to		Six Months Ended
	July 31, 2011	\$	%	July 31, 2010	July 31, 2011	\$	%	July 31, 2010
Marketing and sales	\$ 201.0	\$ 23.5	13%	\$ 177.5	\$ 402.9	\$ 38.9	11%	\$ 364.0
As a percentage of net revenue	37%			38%	37%			38%

Marketing and sales expenses include salaries, bonuses, benefits and stock-based compensation expense for our marketing and sales employees, and the expense of travel, entertainment and training for such personnel, and the costs of programs aimed at increasing revenue, such as advertising, trade shows and expositions, and various sales and promotional programs. Marketing and sales expenses also include labor costs of sales and order processing, sales and dealer commissions, rent and occupancy, and the cost of supplies and equipment. Marketing and sales expenses increased 13% and 11% during the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year, primarily due to higher employee-related costs related to salaries and fringe benefits primarily associated with increased head count and the reinstatement of merit increases in fiscal 2012. We expect marketing and sales expense to increase in absolute dollars, but to remain relatively consistent as a percentage of net revenue during the third quarter of fiscal 2012, as compared to the third quarter of fiscal 2011.

### *Research and Development*

(in millions)	Three Months Ended	Increase compared to		Three Months Ended	Six Months Ended	Increase compared to		Six Months Ended
	July 31, 2011	\$	%	July 31, 2010	July 31, 2011	\$	%	July 31, 2010
Research and development	\$139.2	\$ 19.9	17%	\$119.3	\$ 275.8	\$ 29.3	12%	\$ 246.5
As a percentage of net revenue	25%			25%	26%			26%

Research and development expenses, which are expensed as incurred, consist primarily of salaries, bonuses, benefits and stock-based compensation expense for research and development employees, and the expense of travel, entertainment and training for such personnel, rent and occupancy, professional services such as fees paid to software development firms and independent contractors. Research and development expenses increased 17% and 12% during the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year, primarily due to an increase in salaries, fringe benefits primarily associated with increased head count and the reinstatement of merit increases in fiscal 2012. We expect research and development expense to increase in absolute dollars, but to remain relatively consistent as a percentage of net revenue during the third quarter of fiscal 2012, as compared to the third quarter of fiscal 2011.

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### General and Administrative

(in millions)	Three Months Ended July 31, 2011	Increase compared to prior fiscal year		Three Months Ended July 31, 2010	Six Months Ended July 31, 2011	Increase compared to prior fiscal year		Six Months Ended July 31, 2010
		\$	%			\$	%	
General and administrative	\$ 55.0	\$ 9.1	20%	\$ 45.9	\$ 111.6	\$ 14.0	14%	\$ 97.6
As a percentage of net revenue	10%			10%	10%			10%

General and administrative expenses include salaries, bonuses, benefits and stock-based compensation expense for our finance, human resources and legal employees, and the expense of travel, entertainment and training for such personnel as well as professional fees for legal and accounting services, amortization of acquisition related customer relationships and trade names, expense of communication and the cost of supplies and equipment. General and administrative expenses increased 20% and 14% from the three and six months ended July 31, 2011, as compared to the same periods in the prior fiscal year, primarily due to an increase in salaries and fringe benefits primarily associated with the reinstatement of merit increases in fiscal 2012. We expect general and administrative expenses to increase in absolute dollars, but to remain relatively consistent as a percentage of net revenue during the third quarter of fiscal 2012, as compared to the third quarter of fiscal 2011.

### Restructuring Charges

(in millions)	Three Months Ended July 31, 2011	Decrease compared to prior fiscal year		Three Months Ended July 31, 2010	Six Months Ended July 31, 2011	Decrease compared to prior fiscal year		Six Months Ended July 31, 2010
		\$	%			\$	%	
Restructuring	\$ (1.3)	\$(3.2)	-168%	\$ 1.9	\$ (1.3)	\$(10.3)	-114%	\$ 9.0
As a percentage of net revenue	0%			0%	0%			1%

In connection with our restructuring plans, we recorded a favorable adjustment for changes in previous estimates during the three and six months ended July 31, 2011. During the three and six months ended July 31, 2010, we reduced the number of employees by approximately 50 and 170 positions globally, respectively, and recorded restructuring charges of \$1.9 million and \$9.0 million, respectively, which related to one-time employee termination benefits. See Note 14, "Restructuring Reserve," in the Notes to the Condensed Consolidated Financial Statements for further discussion.

### Interest and Other Income (Expense), Net

The following table sets forth the components of interest and other income (expense), net:

(in millions)	Three Months Ended July 31,		Six Months Ended July 31,	
	2011	2010	2011	2010
	Interest and investment income, net	\$ —	\$ 0.1	\$ 3.1
Loss on foreign currency	(0.8)	(2.9)	(0.1)	(10.1)
Other income	—	2.9	2.1	3.2
Interest and other income (expense), net	<u>\$(0.8)</u>	<u>\$ 0.1</u>	<u>\$ 5.1</u>	<u>\$ (3.3)</u>

Interest and other income (expense), net, decreased \$0.9 million during the three months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to the decrease of \$2.9 million in other income, partially offset by the decrease in losses on foreign currency. The loss on foreign currency in the three months ended July 31, 2011 and 2010 is primarily due to the impact of re-measuring foreign currency transactions into the functional currency of the corresponding entity. Interest and other income (expense), net, increased \$8.4 million during the six months ended July 31, 2011, as compared to the same period in the prior fiscal year, primarily due to a decrease in losses on foreign currency. The loss on foreign currency in the six months ended July 31, 2011 and 2010 is primarily due to the impact of re-measuring foreign currency transactions into the functional currency of the corresponding entity. The amount of the gain (loss) on foreign currency is driven by the volume of foreign currency transactions and the foreign currency exchange rates for the period.

### Provision for Income Taxes

We account for income taxes and the related accounts under the liability method. Deferred tax liabilities and assets are determined based on the difference between the financial statement and tax basis of assets and liabilities, using enacted rates expected to be in effect during the year in which the basis differences reverse.

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Our effective tax rate was 24% and 21% during the three and six months ended July 31, 2011, respectively, compared to 25% and 24% during the three and six months ended July 31, 2010, respectively. Our effective tax rate decreased during the three months ended July 31, 2011 as compared to the same period in the prior fiscal year primarily due to an increase in tax benefits in fiscal 2012 from foreign earnings taxed at lower rates and a decrease in non-deductible stock-based compensation expense. Excluding the impact of discrete tax items primarily associated with stock-based compensation of \$0.9 million expense and \$3.7 million benefit in the three and six months ended July 31, 2011, respectively, the effective tax rate for the three and six months ended July 31, 2011 was 23%, and was lower than the Federal statutory tax rate of 35% primarily due to foreign income taxed at lower rates and research and development credits partially offset by the impact of non-deductible stock-based compensation expense.

Our future effective tax rate may be materially impacted by the amount of benefits and charges from tax amounts associated with our foreign earnings that are taxed at rates different from the federal statutory rate, research credits, state income taxes, the tax impact of stock-based compensation, accounting for uncertain tax positions, business combinations, U.S. Manufacturer's deduction, closure of statute of limitations or settlement of tax audits, changes in valuation allowances and changes in tax laws including possible U.S. tax law changes that, if enacted, could significantly impact how U.S. multinational companies are taxed on foreign subsidiary earnings. A significant amount of our earnings is generated by our Europe and Asia Pacific subsidiaries. Our future effective tax rates may be adversely affected to the extent earnings are lower than anticipated in countries where we have lower statutory tax rates or we repatriate certain foreign earnings on which U.S. taxes have not previously been provided.

At July 31, 2011, we had net deferred tax assets of \$154.1 million. We believe that we will generate sufficient future taxable income in appropriate tax jurisdictions to realize these assets.

### Other Financial Information

In addition to our results determined under U.S. generally accepted accounting principles ("GAAP") discussed above, we believe the following non-GAAP measures are useful to investors in evaluating our operating performance. For the three and six months ended July 31, 2011, and 2010, our gross profit, gross margin, income from operations, operating margin, net income and diluted earnings per share on a GAAP and non-GAAP basis were as follows (in millions except for gross margin, operating margin and per share data):

	Three Months Ended		Six Months Ended	
	July 31, 2011	July 31, 2010	July 31, 2011	July 31, 2010
	(Unaudited)		(Unaudited)	
Gross profit	\$ 488.9	\$ 424.4	\$ 962.6	\$ 847.7
Non-GAAP gross profit	\$ 498.4	\$ 432.8	\$ 981.1	\$ 864.6
Gross margin	89%	90%	90%	89%
Non-GAAP gross margin	91%	92%	91%	91%
Income from operations	\$ 95.0	\$ 79.8	\$ 173.6	\$ 130.6
Non-GAAP income from operations	\$ 138.8	\$ 116.3	\$ 257.9	\$ 212.4
Operating margin	17%	17%	16%	14%
Non-GAAP operating margin	25%	25%	24%	22%
Net income	\$ 71.2	\$ 59.9	\$ 140.5	\$ 96.8
Non-GAAP net income	\$ 103.5	\$ 85.0	\$ 197.2	\$ 152.7
Diluted earnings per share <sup>(1)</sup>	\$ 0.30	\$ 0.25	\$ 0.59	\$ 0.41
Non-GAAP diluted earnings per share <sup>(1)</sup>	\$ 0.44	\$ 0.36	\$ 0.83	\$ 0.65

<sup>(1)</sup> Earnings per share were computed independently for each of the periods presented; therefore the sum of the earnings per share amounts for the quarters may not equal the total for the year.

For our internal budgeting and resource allocation process, we use non-GAAP measures to supplement our condensed consolidated financial statements presented on a GAAP basis. These non-GAAP measures do not include certain items that may have a material impact upon our reported financial results. We use non-GAAP measures in making operating decisions because we believe those measures provide meaningful supplemental information regarding our earning potential. In addition, these non-GAAP financial measures facilitate comparisons to our and our competitors' historical results and operating guidance. We also use these measures for purposes of determining company-wide incentive compensation.

There are limitations in using non-GAAP financial measures because non-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. The non-GAAP financial measures included above are limited in value because they exclude certain items that may have a material impact upon our reported

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financial results. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which charges are excluded from the non-GAAP financial measures. We compensate 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 our public disclosures. 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 GAAP. The non-GAAP financial measures are meant to supplement, and be viewed in conjunction with, GAAP financial measures. We urge investors to review the reconciliation of our non-GAAP financial measures to the comparable GAAP financial measures included below, and not to rely on any single financial measure to evaluate our business.

### Reconciliation of GAAP Financial Measures to Non-GAAP Financial Measures

(In millions except for gross margin, operating margin and per share data):

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2011	2010	2011	2010
	(Unaudited)		(Unaudited)	
Gross profit	\$ 488.9	\$ 424.4	\$ 962.6	\$ 847.7
Stock-based compensation expense	1.0	0.7	1.9	1.5
Amortization of purchased intangibles <sup>(1)</sup>	8.5	7.7	16.6	15.4
Non-GAAP gross profit	<u>\$ 498.4</u>	<u>\$ 432.8</u>	<u>\$ 981.1</u>	<u>\$ 864.6</u>
Gross margin	89%	90%	90%	89%
Stock-based compensation expense	0%	0%	0%	0%
Amortization of purchased intangibles	2%	2%	1%	2%
Non-GAAP gross margin	<u>91%</u>	<u>92%</u>	<u>91%</u>	<u>91%</u>
Income from operations	\$ 95.0	\$ 79.8	\$ 173.6	\$ 130.6
Stock-based compensation expense	27.3	21.0	53.2	45.3
Amortization of purchased intangibles <sup>(1)</sup>	17.8	13.6	32.4	27.5
Restructuring charges	(1.3)	1.9	(1.3)	9.0
Non-GAAP income from operations	<u>\$ 138.8</u>	<u>\$ 116.3</u>	<u>\$ 257.9</u>	<u>\$ 212.4</u>
Operating margin	17%	17%	16%	14%
Stock-based compensation expense	5%	5%	5%	5%
Amortization of purchased intangibles <sup>(1)</sup>	3%	3%	3%	3%
Restructuring charges	0%	0%	0%	0%
Non-GAAP operating margin	<u>25%</u>	<u>25%</u>	<u>24%</u>	<u>22%</u>
Net income	\$ 71.2	\$ 59.9	\$ 140.5	\$ 96.8
Stock-based compensation expense	27.3	21.0	53.2	45.3
Amortization of purchased intangibles <sup>(1)</sup>	17.8	13.6	32.4	27.5
Restructuring charges	(1.3)	1.9	(1.3)	9.0
Discrete tax provision items	0.9	0.2	(3.2)	(1.6)
Income tax effect of non-GAAP adjustments	(12.4)	(11.6)	(24.4)	(24.3)
Non-GAAP net income	<u>\$ 103.5</u>	<u>\$ 85.0</u>	<u>\$ 197.2</u>	<u>\$ 152.7</u>
Diluted net income per share <sup>(2)</sup>	\$ 0.30	\$ 0.25	\$ 0.59	\$ 0.41
Stock-based compensation expense	0.12	0.09	0.22	0.19
Amortization of purchased intangibles <sup>(1)</sup>	0.08	0.06	0.14	0.12
Restructuring charges	(0.01)	0.01	(0.01)	0.04
Discrete tax provision items	0.01	—	(0.01)	(0.01)
Income tax effect of non-GAAP adjustments	(0.06)	(0.05)	(0.10)	(0.10)
Non-GAAP diluted net income per share <sup>(2)</sup>	<u>\$ 0.44</u>	<u>\$ 0.36</u>	<u>\$ 0.83</u>	<u>\$ 0.65</u>

<sup>(1)</sup> Amortization of purchased intangibles includes amortization of purchased developed technology, customer relationships and trade names for acquisitions subsequent to December 2005.

<sup>(2)</sup> Earnings per share were computed independently for each of the periods presented; therefore the sum of the earnings per share amounts for the quarters may not equal the total for the year.

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Our non-GAAP financial measures as set forth in the table above exclude the following:

*Stock-based compensation expenses.* We exclude stock-based compensation expenses from 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.

*Amortization of purchased intangibles.* We incur amortization of acquisition-related purchased intangible assets primarily in connection with acquisitions of certain businesses and technologies. The amortization of purchased intangibles varies depending on the level of acquisition activity and 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.

*Restructuring charges.* These expenses are associated with realigning our business strategies based on current economic conditions. In connection with these restructuring actions, we recognize costs related to termination benefits for former employees whose positions were eliminated, and the closure of facilities and cancelation of certain contracts. We exclude these charges because these expenses are not reflective of ongoing financial results in the current period.

*Discrete tax items.* We exclude the GAAP tax provision, including discrete items, from the non-GAAP measure of income, and include a non-GAAP tax provision based upon the projected annual non-GAAP effective tax rate. Discrete tax items include income tax expenses or benefits that do not relate to ordinary income from continuing operations in the current fiscal year, unusual or infrequently occurring items, or the tax impact of certain stock-based compensation. Examples of discrete tax items include, but are not limited to, certain changes in judgment and changes in estimates of tax matters related to prior fiscal years, certain costs related to business combinations, certain changes in the realizability of deferred tax assets or changes in tax law. Management believes this approach assists investors in understanding the tax provision and the effective tax rate related to ongoing operations.

*Income tax effects on the difference between GAAP and non-GAAP costs and expenses.* The income tax effects that are excluded from the non-GAAP measures relate to the tax impact on the difference between GAAP and non-GAAP costs and expenses, primarily due to stock-based compensation, purchased intangibles and restructuring for GAAP and non-GAAP measures.

### **Liquidity and Capital Resources**

Our primary source of cash is from the sale of licenses to our products. Our primary use of cash is payment of our operating costs which consist primarily of employee-related expenses, such as compensation and benefits, as well as general operating expenses for marketing, facilities and overhead costs. In addition to operating expenses, we also use cash to invest in our growth initiatives, which include acquisitions of products, technology and businesses and to fund our stock repurchase program. See further discussion of these items below.

At July 31, 2011, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling \$1,552.5 million and net accounts receivable of \$297.0 million. In addition, at July 31, 2011 we had a line of credit facility that permitted unsecured short-term borrowings of up to \$400.0 million that we entered into in May 2011 and replaced our \$250.0 million line of credit facility that would have expired in August 2012. During the three and six months ended July 31, 2011 and 2010, we had no borrowings or repayments under our current or prior line of credit facility. This credit facility is available for working capital and general corporate purposes and expires in May 2016.

Our cash and cash equivalents are held by diversified financial institutions globally. Our primary commercial banking relationship is with Citibank and its global affiliates ("Citibank"). In addition, Citibank is one of the lead lenders and agent in the syndicate of our \$400.0 million line of credit.

The increase in our cash, cash equivalents and marketable securities from \$1,466.9 million at January 31, 2011 to \$1,552.5 million at July 31, 2011 is principally the result of cash generated from operations and the proceeds from the issuance of common stock following stock option exercises. These increases to cash, cash equivalents and marketable securities were partially offset by cash used for repurchases of our common stock, business combinations, capital expenditures and other investing activities. Cash generated from operations was positively impacted by higher net revenue.

The primary source for net cash provided by operating activities of \$260.6 million for the six months ended July 31, 2011 was net income of \$140.5 million increased by the effect of non-cash expenses totaling \$107.4 million associated with depreciation and amortization and stock-based compensation. In addition, net cash flow provided by changes in operating assets and liabilities was \$27.5 million. The primary source of working capital was an increase in deferred revenue, a decrease in accounts receivable and an increase in accounts payable. Our days sales outstanding in trades receivables was 49 at July 31, 2011 compared to 55 days at January 31, 2011. The days sales outstanding decrease relates primarily to seasonality in our maintenance contract renewals; maintenance billings are generally higher in the fourth quarter in comparison to the rest of our fiscal year. The primary working capital uses of cash were for the purchase of shares under the Employee Stock Purchase Plan ("ESP Plan") and payment of the reduction of the accrued expenses primarily related to our fiscal 2011 employee bonus accrual and fourth quarter fiscal 2011 commissions. At July 31, 2011,

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our short-term investment portfolio had an estimated fair value of \$241.8 million and a cost basis of \$239.5 million. The portfolio fair value consisted of \$115.7 million invested in commercial paper and corporate securities, \$53.2 million invested in U.S. government agency securities, \$33.8 million invested in mutual funds, \$26.4 million invested in U.S. treasury securities, \$7.3 million invested in municipal securities, \$5.1 million invested in certificates of deposit and time deposits with remaining maturities at the date of purchase greater than 90 days and less than one year and \$0.3 million invested in other short-term securities.

At July 31, 2011, \$33.8 million of trading securities were invested in a defined set of mutual funds as directed by the participants in our Deferred Compensation Plan (see Note 9, "Deferred Compensation," in the Notes to Condensed Consolidated Financial Statements for further discussion).

Long-term cash requirements for items other than normal operating expenses are anticipated for the following: stock repurchases; the acquisition of businesses, software products, or technologies complementary to our business; capital expenditures; and funding restructuring costs.

As of July 31, 2011, there have been no material changes in our contractual obligations or commercial commitments compared to those we disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011.

Our cash, cash equivalent and marketable securities balances are concentrated in a few locations around the world, with substantial amounts held outside of the U.S. We believe that such dispersion meets our business and liquidity needs. Certain amounts held outside the U.S. could be repatriated to the U.S. (subject to local law restrictions), but under current U.S. tax law, could be subject to U.S. income taxes less applicable foreign tax credits. We have provided for the U.S. income tax liability on foreign earnings, except for foreign earnings that are considered permanently reinvested outside the U.S. Our intent is that amounts related to foreign earnings permanently reinvested outside the U.S. will remain outside the U.S. and we will meet our U.S. liquidity needs through ongoing cash flows, external borrowings, or both. We utilize a variety of tax planning and financing strategies in an effort to ensure that our worldwide cash is available in the locations in which it is needed.

Our existing cash, cash equivalents and investment balances may decline in fiscal 2012 in the event of a weakening of the global economy or changes in our planned cash outlay. Cash from operations could also be affected by various risks and uncertainties, including, but not limited to the risks detailed in Part II, Item 1A titled "Risk Factors." However, based on our current business plan and revenue prospects, we believe that our existing balances, our anticipated cash flows from operations and our available credit facility will be sufficient to meet our working capital and operating resource expenditure requirements for the next 12 months. Our existing credit facility at September 1, 2011 is \$400.0 million of which we have no amounts outstanding. This credit facility is available for working capital and general corporate purposes.

Our revenue, earnings, cash flows, receivables and payables are subject to fluctuations due to changes in foreign currency exchange rates. Our risk management strategy utilizes foreign currency contracts to manage our exposure to foreign currency volatility that exists as part of our ongoing business operations. We utilize cash flow hedge contracts to reduce the exchange rate impact on a portion of the net revenue or operating expense of certain anticipated transactions. In addition, we use balance sheet hedge contracts to reduce the exchange rate risk associated primarily with foreign currency denominated receivables and payables. As of July 31, 2011, we had open cash flow and balance sheet hedge contracts with future settlements within one to twelve months. Contracts were primarily denominated in euros, Japanese yen, Swiss francs, British pounds and Canadian dollars. We do not enter into any foreign exchange derivative instruments for trading or speculative purposes. The notional amount of our option and forward contracts was \$424.9 million and \$401.6 million at July 31, 2011 and January 31, 2011, respectively.

### **Issuer Purchases of Equity Securities**

The purpose of Autodesk's stock repurchase program is largely to help offset the dilution to net income per share caused by the issuance of stock under our employee stock plans and for such other purposes as may be in the interests of Autodesk and its stockholders, and has the effect of returning excess cash generated from our business to stockholders. The number of shares acquired and the timing of the purchases are based on several factors, including general market conditions, the volume of employee stock option exercises, stock issuance, the trading price of our common stock, cash on hand and available in the U.S., and company defined trading windows. In December 2007, the Board of Directors approved a plan which authorized the repurchase of 20.0 million shares; at July 31, 2011, approximately 19.8 million shares have been repurchased under this plan. In December 2010, the Board of Directors approved an additional plan which authorized the repurchase of 20.0 million shares; at July 31, 2011, no repurchases have been made under this plan. These plans do not have a fixed expiration date. During the three and six months ended July 31, 2011, we repurchased 2.5 million and 4.2 million shares of our common stock, respectively. At July 31, 2011, 20.2 million shares remained available for repurchase under the existing repurchase authorization. This program does not have a fixed expiration date. See Note 16, "Common Stock Repurchase Program," in the Notes to Condensed Consolidated Financial Statements for further discussion.



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The following table provides information about the repurchase of common stock in open-market transactions during the quarter ended July 31, 2011:

<i>(Shares in thousands)</i>	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
May 1 - May 31	700.0	\$ 42.46	700.0	22,042.5
June 1 - June 30	1,800.0	39.50	1,800.0	20,242.5
July 1 - July 31	—	—	—	20,242.5
Total	<u>2,500.0</u>	\$ 40.33	<u>2,500.0</u>	

<sup>(1)</sup> Represents shares purchased in open-market transactions under the stock repurchase plan approved by the Board of Directors.

<sup>(2)</sup> These amounts correspond to the plans approved by the Board of Directors in December 2007 and December 2010 that each authorized the repurchase of 20.0 million shares. These plans do not have a fixed expiration date.

There were no sales of unregistered securities during the three months ended July 31, 2011.

### Off-Balance Sheet Arrangements

Other than operating leases, we do not engage in off-balance sheet financing arrangements or have any variable-interest entities. As of July 31, 2011, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

### Glossary of terms

**BIM (Building Information Modeling)**—BIM describes a model-based technology linked with a database of project information, and is the process of generating and managing information throughout the life cycle of a building. BIM is used as a digital representation of the building process to facilitate exchange and interoperability of information in digital formats.

**Digital prototyping**—Digital prototyping allows designers, architects and engineers to analyze, simulate and visualize a design using a digital or virtual model rather than a physical model.

**Upgrade and crossgrade**—In an upgrade, a customer pays an incremental fee at currently available prices toward the purchase of the latest version of the same product. Upgrades are available only for licenses of software that are three versions prior to the latest version available or newer; the license to the previous version of the product is terminated. A similar exchange and termination of a previous version of a product that is four versions prior to the latest version available or older, is recorded as commercial new revenue. In a crossgrade, a customer pays an incremental fee at currently available prices toward the purchase of a different product; the license to the previous product is terminated.

**Flagship**—Autodesk flagship products are our core design products. Flagship includes the following products: Autodesk 3ds Max, AutoCAD, AutoCAD LT, AutoCAD vertical products (such as AutoCAD Architecture and AutoCAD Mechanical), Civil 3D, Maya, Plant 3D and Revit products (standalone).

**Suites**—Autodesk suites are a combination of products that target a specific user objective (product design, building design, etc.) and support a set of workflows for that objective. Our new design and creation suites include: Autodesk Design Suite, Autodesk Building Design Suite, Autodesk Entertainment Creation Suite, Autodesk Factory Design Suite, Autodesk Infrastructure Design Suite, Autodesk Plant Design Suite and Autodesk Product Design Suite. Our previously established suites include: Autodesk Inventor family suites, Autodesk Revit family suites and educational/academic suites.

**New and Adjacent**—Autodesk new and adjacent products include Autodesk's new product offerings as well as products that are not included in flagship or suites. New and adjacent includes the following services and products: Autodesk Alias Design products, Autodesk Consulting, Autodesk Buzzsaw, Autodesk Constructware, Autodesk consumer products, Autodesk Creative Finishing products, Autodesk Moldflow products, Autodesk Navisworks, Autodesk Simulation, Autodesk Vault products and all other products.

**Constant currency growth rates**—We attempt to represent the changes in the underlying business operations by eliminating fluctuations caused by changes in foreign currency exchange rates as well as eliminating hedge gains or losses recorded within the current and comparative period. Effective in the second quarter of 2012, we have changed the way we calculate constant currency

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growth rates. Under the new methodology, all hedging gains and losses are removed from the calculation. Previously, we had not excluded hedging gains and losses from the prior period. We believe this change is more useful to the users of our financial information as it more closely represents the underlying business growth rates. All prior period comparative information has been revised to conform to the current methodology.

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2011	2010	2011	2010
Constant currency revenue growth using new methodology	14%	11%	13%	9%
Constant currency revenue growth using previous methodology	10%	13%	11%	10%

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Foreign currency exchange risk**

Our revenue, earnings, cash flows, receivables and payables are subject to fluctuations due to changes in foreign currency exchange rates. Our risk management strategy utilizes foreign currency contracts to manage our exposure to foreign currency volatility that exists as part of our ongoing business operations. We utilize cash flow hedge contracts to reduce the exchange rate impact on a portion of the net revenue or operating expense of certain anticipated transactions. In addition, we use balance sheet hedge contracts to reduce the exchange rate risk associated primarily with foreign currency denominated receivables and payables. As of July 31, 2011 and January 31, 2011, we had open cash flow and balance sheet hedge contracts with future settlements within one to twelve months. Contracts were primarily denominated in euros, Japanese yen, Swiss francs, British pounds and Canadian dollars. We do not enter into any foreign exchange derivative instruments for trading or speculative purposes. The notional amount of our option and forward contracts was \$424.9 million and \$401.6 million at July 31, 2011 and January 31, 2011, respectively.

We utilize foreign currency contracts to reduce the exchange rate impact on the net revenue and operating expenses of certain anticipated transactions. A sensitivity analysis performed on our hedging portfolio as of July 31, 2011 indicated that a hypothetical 10% appreciation of the U.S. dollar from its value at July 31, 2011 and January 31, 2011 would increase the fair value of our foreign currency contracts by \$30.3 million and \$31.6 million, respectively. A hypothetical 10% depreciation of the dollar from its value at July 31, 2011 and January 31, 2011 would decrease the fair value of our foreign currency contracts by \$28.6 million and \$26.6 million, respectively.

#### **Interest Rate Risk**

Interest rate movements affect both the interest income we earn on our short term investments and, to a lesser extent, the market value of certain longer term securities. At July 31, 2011, we had \$1,303.2 million of cash equivalents and marketable securities. With an average investment balance for the quarter of approximately \$1,250.0 million, if interest rates were to change by 10%, this would result in a \$0.1 million change in annual interest income. Further, at July 31, 2011, we had approximately \$300.0 million invested in a longer term portfolio (with remaining maturities that may be less than one year) which, with 50 and 100 basis point moves, would result in market value changes (gains or losses) of \$1.1 million and \$2.2 million respectively, over a twelve month period.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at the reasonable assurance level to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to Autodesk's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance that such information is accumulated and communicated to our management.

Our disclosure controls and procedures include components of our internal control over financial reporting. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Autodesk have been detected.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the quarter ended July 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are involved in a variety of claims, suits, investigations and proceedings in the normal course of business activities including claims of alleged infringement of intellectual property rights, commercial, employment, piracy prosecution, business practices and other matters. In our opinion, resolution of pending matters is not expected to have a material adverse impact on our consolidated results of operations, cash flows or financial position. Given the unpredictable nature of legal proceedings, there is a reasonable possibility that an unfavorable resolution of one or more such proceedings could in the future materially affect our results of operations, cash flows or financial position in a particular period, however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of the Company's financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

### ITEM 1A. RISK FACTORS

We operate in a rapidly changing environment that involves significant risks, a number of which are beyond our control. In addition to the other information contained in this Form 10-Q, the following discussion highlights some of these risks and the possible impact of these factors on our business, financial condition and future results of operations. If any of the following risks actually occur, our business, financial condition or results of operations may be adversely impacted, causing the trading price of our common stock to decline. In addition, these risks and uncertainties may impact the "forward-looking" statements described elsewhere in this Form 10-Q and in the documents incorporated herein by reference. They could affect our actual results of operations, causing them to differ materially from those expressed in "forward-looking" statements.

*The current global economic uncertainty may impact our business, financial results and financial condition.*

As our business has expanded globally, we have increasingly become subject to risks arising from adverse changes in global economic and political conditions. The past several years have been characterized by weak global economic conditions, a tightening in the credit markets, high unemployment, a low level of liquidity in many financial markets, increased government deficit spending and debt levels, certain governments' abilities to repay such debt and extreme volatility in many financial instrument markets. Although some of these conditions appear to be abating there are a number of mixed indicators and it is not yet clear whether a sustainable recovery is occurring or a renewed slow-down is taking place.

The current economic uncertainty may cause our customers to defer, reduce or cancel purchases. Over the past several years, many of our customers have experienced tighter credit, negative financial news and weaker financial performance of their businesses and have reduced their workforces, thereby reducing the number of licenses and the number of maintenance contracts they purchase from us. In addition, a number of our customers rely, directly and indirectly, on government spending. Current debt balances of many countries without proportionate increases in revenues has caused many countries to reduce spending and in some cases has forced those countries to restructure their debt in an effort to avoid defaulting under those obligations. This has not only impacted those countries but others that are holders of such debt and those assisting in such restructuring.

These actions may impact, and over the past several years have negatively impacted, our business, financial results and financial condition. In addition, these factors may cause, and over the past several years have caused, us to restructure our business and in turn incur restructuring charges as well as take impairment charges on some of our long-term assets. In addition, the improvement of our financial performance over the past several fiscal quarters may be negatively impacted by:

- lack of credit available to and the insolvency of key channel partners, impairing our distribution channels and cash flows;
- counterparty failures negatively impacting our treasury functions, including timely access to our cash reserves and third-party fulfillment of hedging transactions;
- counterparty failures negatively affecting our insured risks;
- inability of banks to honor our existing line of credit, increasing our borrowing expenses or eliminating our ability to obtain short-term financing; and
- decreased borrowing and spending by our end users on small and large projects in the industries we serve, thereby reducing demand for our products.

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*Our financial results fluctuate within each quarter and from quarter to quarter making our future revenue and financial results difficult to predict.*

Our quarterly financial results have fluctuated in the past and may do so in the future. These fluctuations could cause our stock price to change significantly or experience declines. In addition to the other factors described in this Part I, Item 1A, some of the factors that could cause our financial results to fluctuate include:

- general market, economic, business and political conditions, including the impact of sales in particular geographies, including emerging economies,
- the ability of governments around the world to meet their financial and debt obligations, and finance infrastructure projects,
- lower growth or contraction of our upgrade, crossgrade or maintenance programs,
- fluctuations in foreign currency exchange rates and the success of our hedging activity,
- failure to expand our AutoCAD and AutoCAD LT products customer base to related design products,
- the timing of the introduction of new products by us or our competitors,
- the success of new business or sales initiatives and increasing our portfolio of product suites (“suites”),
- the financial and business condition of our reseller and distribution channels,
- weak or negative growth in the industries we serve, including architecture, engineering and construction, manufacturing and digital media and entertainment markets,
- failure to accurately predict the impact of acquired businesses or to identify and realize the anticipated benefits of acquisitions, and successfully integrate such acquired businesses and technologies,
- perceived or actual technical or other problems with a product or combination of products,
- unexpected or negative outcomes of matters and expenses relating to litigation or regulatory inquiries,
- failure to achieve anticipated levels of customer acceptance of key new applications,
- restructuring or other accounting charges and unexpected costs or other operating expenses,
- pricing pressure or changes in product pricing or product mix,
- platform changes,
- timing of product releases and retirements,
- failure to continue momentum of frequent release cycles or to move a significant number of customers from prior product versions in connection with our programs to retire major products,
- failure to achieve and maintain planned cost reductions and productivity increases,
- changes in tax laws or regulations, tax arrangements with foreign governments or accounting rules, such as increased use of fair value measures and the potential requirement that U.S. registrants prepare financial statements in accordance with International Financial Reporting Standards (“IFRS”),
- changes in sales compensation practices,
- dependence and the timing of large transactions,
- failure to effectively implement our copyright legalization programs, especially in developing countries,
- our inability to rapidly adapt to technological and customer preference changes, including those related to cloud computing, mobile devices, and new computing platforms,
- failure to achieve sufficient sell-through in our channels for new or existing products,
- renegotiation or termination of royalty or intellectual property arrangements,
- interruptions or terminations in the business of our consultants or third party developers,
- the timing and degree of expected investments in growth and efficiency opportunities,
- failure to achieve continued success in technology advancements, and
- natural disasters such as the earthquakes and tsunami in Japan in March 2011.

We have also experienced fluctuations in financial results in interim periods in certain geographic regions due to seasonality or regional economic conditions. In particular, our financial results in Europe during our third quarter are usually affected by a slow summer period, and our Asia Pacific operations typically experience seasonal slowing in our third and fourth quarters.

Our operating expenses are based in part on our expectations for future revenue and are relatively fixed in the short term. Accordingly, any revenue shortfall below expectations could have an immediate and significant adverse effect on our profitability.

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Greater than anticipated expenses or a failure to maintain rigorous cost controls would also negatively affect profitability. Further, gross margins may be adversely affected if our sales of Creative Finishing products, which historically have had lower margins, grow at a faster rate than sales of our higher-margin products.

*A significant portion of our revenue is generated through maintenance revenue; decreases in maintenance attach or renewal rates or a decrease in the number of new licenses we sell negatively impacts our future revenue and financial results.*

Our maintenance customers have no obligation to attach maintenance to their initial license or renew their maintenance contract after the expiration of their initial maintenance period, which is typically one year. Our customers' attach and renewal rates may decline or fluctuate as a result of a number of factors, including overall global economy, the health of their businesses, and the perceived value of the maintenance program. If our customers do not attach maintenance to their initial license or renew their maintenance contract for our products, our maintenance revenue will decline and our financial results will suffer.

In addition, a portion of the growth of our maintenance revenue has typically been associated with growth of the number of licenses that we sell. Any reduction in the number of licenses that we sell, even if our customers' attach rates do not change, will have a negative impact on our future maintenance revenue. This in turn would impact our business and harm our financial results.

We recognize maintenance revenue ratably over the term of the maintenance contracts, which is predominantly one year, but may also range up to five years. Decreases in net maintenance billings will negatively impact future maintenance revenue, however future maintenance revenue will also be impacted by other factors such as the amount, timing and mix of contract terms of future billings.

*We are dependent on international revenue and operations, exposing us to significant regulatory, global economic, intellectual property, collections, currency exchange rate, taxation, political instability and other risks, which could adversely impact our financial results.*

We are dependent on our international operations for a significant portion of our revenue. Our international revenue, including that from emerging economies, is subject to general economic and political conditions in foreign markets, including conditions in foreign markets resulting from economic and political conditions in the U.S. Our revenue is also impacted by the relative geographical and country mix of our revenue over time. These factors have recently adversely impacted and may in the future adversely impact our international revenue, and consequently our business as a whole. Further, our dependency on international revenue makes us much more exposed to global economic and political trends, which can negatively impact our financial results, even if our results in the U.S. are strong for a particular period.

We anticipate that our international operations will continue to account for a significant portion of our net revenue, and, as we expand our international development, sales and marketing expertise, will provide significant support to our overall efforts in countries outside of the U.S. Risks inherent in our international operations include fluctuating currency exchange rates, including risks related to any hedging activities we undertake, unexpected changes in regulatory requirements and practices, delays resulting from difficulty in obtaining export licenses for certain technology, tariffs, quotas and other trade barriers and restrictions, transportation delays, operating in locations with a higher incidence of corruption and fraudulent business practices, particularly in emerging economies, increasing enforcement by the U.S. under the Foreign Corrupt Practices Act, adoption of stricter anti-corruption laws in certain countries, including the United Kingdom, difficulties in staffing and managing foreign sales and development operations, longer collection cycles for accounts receivable, potential changes in tax laws, including possible U.S. tax law changes that, if enacted, could significantly impact how U.S. multinational companies are taxed on foreign subsidiary earnings, tax arrangements with foreign governments, including our ability to meet and review the terms of those tax arrangements, and laws regarding the management of and access to data and public networks, possible future limitations upon foreign owned businesses, increased financial accounting and reporting burdens and complexities, inadequate local infrastructure, greater difficulty in protecting intellectual property, and other factors beyond our control, including popular uprisings, terrorism, war, natural disasters and diseases.

*Net revenue or earnings shortfalls or the volatility of the market generally may cause the market price of our stock to decline.*

The market price for our common stock has experienced significant fluctuations and may continue to fluctuate significantly. The market price for our common stock may be affected by a number of factors, including:

- shortfalls in our expected financial results, including net revenue, earnings or key performance metrics;
- changes in estimates of future results or recommendations by securities analysts;
- the announcement of new products or product enhancements by us or our competitors;
- quarterly variations in our or our competitors' results of operations;
- developments in our industry;
- unusual events such as significant acquisitions, divestitures, regulatory actions and litigation;

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- changes in laws, rules or regulations applicable to our business;
- general socio-economic, political or market conditions; and
- other factors, including factors unrelated to our operating performance, such as instability affecting the economy or the operating performance of our competitors.

Significant changes in the price of our common stock could expose us to additional costly and time-consuming litigation. Historically, after periods of volatility in the market price of a company's securities, a company becomes more susceptible to securities class action litigation. This type of litigation is often expensive and diverts management's attention and resources.

*The current global economic uncertainty may impact our business forcing us to take actions that could be costly and may not be as effective as we anticipate, and may force us to take additional actions to reduce our expenses and stimulate demand for our products.*

The current global economic uncertainty may lead to a reduction of our revenue levels and force us to take actions to reduce our cost structure to more closely align our costs with our reduced revenue levels. Over the past several years we have on several occasions taken such actions. In taking any future restructuring actions, we may incur, and over the past several years have incurred, additional costs that negatively impact our operating margins. If we do not achieve the proper balance of these cost reduction initiatives, we may eliminate critical elements of our operations, the loss of which could negatively impact our ability to benefit from eventual economic growth.

In addition, such global economic uncertainty and resulting impact on our business may cause us to take, and over the past several years we have taken, actions to stimulate demand for our products through a number of programs. Although we attempt to balance the cost of these programs against the longer term benefits, it is possible that we will make such investments without corresponding increases in demand for our products and our revenue. This would further reduce our operating margins and have a negative impact on our financial results.

*Our business could suffer as a result of risks, costs and charges associated with strategic acquisitions and investments.*

We regularly acquire or invest in businesses, software products and technologies that are complementary to our business through acquisitions, strategic alliances or equity investments. The risks associated with such acquisitions include, among others, the difficulty of assimilating products, operations and personnel, inheriting liabilities such as intellectual property infringement claims, the failure to realize anticipated revenue and cost projections, the requirement to test and assimilate the internal control processes of the acquired business in accordance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the diversion of management's time and attention.

In addition, such acquisitions and investments involve other risks such as:

- the inability to retain customers, vendors, distributors, business partners, and other entities associated with the acquired business;
- the potential impact on relationships with existing customers, vendors, distributors as business partners as a result of acquiring another business;
- the potential that due diligence of the acquired business or product does not identify significant problems;
- the potential for incompatible business cultures; and
- significant transaction or integration-related costs.

We may not be successful in overcoming such risks, and such acquisitions and investments may negatively impact our business. In addition, such acquisitions and investments have in the past and may in the future contribute to potential fluctuations in our quarterly financial results. These fluctuations could arise from transaction-related costs and charges associated with eliminating redundant expenses or write-offs of impaired assets recorded in connection with acquisitions and investments. These costs or charges could negatively impact our financial results for a given period, cause quarter to quarter variability in our financial results or negatively impact our financial results for several future periods.

*Existing and increased competition and rapidly evolving technological changes may reduce our net revenue and profits.*

The software industry has limited barriers to entry, and the availability of computing devices with continually expanding performance at progressively lower prices contributes to the ease of market entry. The markets in which we compete are characterized by vigorous competition, both by entry of competitors with innovative technologies and by consolidation of companies with complementary products and technologies. In addition, some of our competitors in certain markets have greater financial, technical, sales and marketing and other resources. Furthermore, a reduction in the number and availability of compatible third-party applications, or our inability to rapidly adapt to technological and customer preference changes, including those related to cloud

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computing, mobile devices, and new computing platforms, may adversely affect the sale of our products. Because of these and other factors, competitive conditions in the industry are likely to intensify in the future. Increased competition could result in price reductions, reduced net revenue and profit margins and loss of market share, any of which would likely harm our business.

We believe that our future results depend largely upon our ability to offer products that compete favorably with respect to reliability, performance, ease of use, range of useful features, continuing product enhancements, reputation and price.

*Because we derive a substantial portion of our net revenue from a small number of products, including our AutoCAD-based software products including suites, if these products are not successful, our net revenue will be adversely affected.*

We derive a substantial portion of our net revenue from sales of licenses of a small number of our products, including AutoCAD software, products based on AutoCAD, which includes our suites that serve specific markets, upgrades to those products and products that are interoperable with AutoCAD. Any factor adversely affecting sales of these products, including the product release cycle, market acceptance, product competition, performance and reliability, reputation, price competition, economic and market conditions and the availability of third-party applications, would likely harm our financial results. During the three and six months ended July 31, 2011, combined revenue from our AutoCAD and AutoCAD LT products represented 31% and 34%, respectively, of our total net revenue.

*Our strategy to develop and introduce new product and service offerings, including new product features, exposes us to risks such as limited customer acceptance, costs related to product defects and large expenditures that may not result in additional net revenue.*

Rapid technological changes, as well as changes in customer requirements and preferences, characterize the software industry. We devote significant resources to the development of new technologies, such as our design and entertainment products and our digital prototyping and collaboration products. In addition, we frequently introduce new business models or methods that require a considerable investment of technical and financial resources such as an increase in our portfolio of, and focus on, suites. We are making such investments through further development and enhancement of our existing products, as well as through acquisitions of new product lines. Such investments may not result in sufficient revenue generation to justify their costs, or competitors may introduce new products and services that achieve acceptance among our current customers, adversely affecting our competitive position.

In particular, a critical component of our growth strategy is to have customers of our AutoCAD and AutoCAD LT products expand their portfolios to include our suites. Over time, we aim to migrate customers using standalone Autodesk products to expand their portfolio with our suites offerings. Should sales of licenses of our AutoCAD and AutoCAD LT or standalone Autodesk flagship products decrease without a corresponding increase in suites product revenue or without purchases of customer seats to our suites, our results of operations will be adversely affected. Additionally, the software products we offer are complex, and despite extensive testing and quality control, may contain errors or defects. These errors or defects could result in the need for corrective releases to our software products, damage to our reputation, loss of revenue, an increase in product returns or lack of market acceptance of our products, any of which would likely harm our business.

Further, given the rapid speed of changing customer expectations and advancement of technology inherent in the software industry, the extensive and complex efforts required to create useful and widely accepted products and the rapid evolution of cloud computing, mobile devices, new computing platforms and other technologies, our executive management team must act quickly, continuously and with vision. Although we have articulated a strategy that we believe will fulfill these challenges, if we fail to execute properly on that strategy, adapt that strategy as market conditions evolve, fail to internalize and execute on that strategy, we may fail to meet our customers' expectations, fail to compete with our competitors' products and technology and lose the confidence of our channel partners and employees. This in turn could adversely affect our business and financial performance.

*From time to time we introduce new business and sales initiatives; if we fail to successfully execute and manage these initiatives, our results of operations could be negatively impacted.*

As part of our effort to accommodate our customers' needs and demands and the rapid evolution of technology, we from time to time evolve our business and sales initiatives such as our expanding portfolio of suites and our offering of software as a service. We may take such actions without clear indications that they will prove successful. Market acceptance of any new business or sales initiative is dependent on our ability to match our customers' needs at the right time and price. Often we have limited prior experience and operating history in these new areas of emphasis. If any of our assumptions about expenses, revenue or revenue recognition principles from these initiatives proves incorrect, our actual results may vary materially from those anticipated, and our financial results will be negatively impacted.



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*If we are not able to adequately protect our proprietary rights, our business could be harmed.*

We rely on a combination of patent, copyright and trademark laws, trade secret protections, confidentiality procedures and contractual provisions to protect our proprietary rights. Despite such efforts to protect our proprietary rights, unauthorized parties from time to time have copied aspects of our software products or have obtained and used information that we regard as proprietary. Policing unauthorized use of our software products is time-consuming and costly. While we have recovered some revenue resulting from the unauthorized use of our software products, we are unable to measure the extent to which piracy of our software products exists and we expect that software piracy will remain a persistent problem. Furthermore, our means of protecting our proprietary rights may not be adequate.

Additionally, we actively protect the secrecy of our confidential information and trade secrets, including our source code. If unauthorized disclosure of our source code occurs, we could potentially lose future trade secret protection for that source code. The loss of future trade secret protection could make it easier for third-parties to compete with our products by copying functionality, which could adversely affect our financial performance and our reputation. We also seek to protect our confidential information and trade secrets through the use of non-disclosure agreements with our customers, contractors, vendors and partners. However, it is possible that our confidential information and trade secrets may be disclosed or published without our authorization. If this were to occur, it may be difficult and/or costly for us to enforce our rights, and our financial performance and reputation could be negatively impacted.

*We may face intellectual property infringement claims that could be costly to defend and result in our loss of significant rights.*

As more software patents are granted worldwide, the number of products and competitors in our industry segments grow and the functionality of products in different industry segments overlap, we expect that software product developers will be increasingly subject to infringement claims. Infringement or misappropriation claims have in the past been, and may in the future be, asserted against us, and any such assertions could harm our business. Additionally, certain patent holders without products have become more aggressive in threatening and pursuing litigation in attempts to obtain fees for licensing the right to use patents. Any such claims or threats, whether with or without merit, have been and could in the future be time-consuming to defend, result in costly litigation and diversion of resources, cause product shipment delays or require us to enter into royalty or licensing agreements. In addition, such royalty or license agreements, if required, may not be available on acceptable terms, if at all, which would likely harm our business.

*We are exposed to fluctuations in currency exchange rates that could negatively impact our financial results and cash flows.*

Because we conduct a substantial portion of our business outside the U.S. and we make certain business and resource decisions based on assumptions about foreign currency, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve and economic conditions change, and they could have a material adverse impact on our financial results and cash flows.

We use derivative instruments to manage a portion of our earnings exposure and cash flow exposure to fluctuations in foreign currency exchange rates. As part of our risk management strategy, we use foreign currency contracts to manage a portion of our exposures of underlying assets, liabilities and other obligations, which exist as part of our ongoing business operations. These foreign currency instruments have maturities that extend for 1 to 12 months in the future, and provide us with some protection against currency exposures. However, our attempts to hedge against these risks may not be successful, resulting in an adverse impact on our financial results.

The fluctuations of currencies in which we conduct business can both increase and decrease our overall revenue and expenses for any given fiscal period. Although our foreign currency cash flow hedge program extends beyond the current quarter in order to reduce our exposure to foreign currency volatility, we do not attempt to completely mitigate this risk, and in any case, will incur transaction fees in adopting such hedging programs. Such volatility, even when it increases our revenues or decreases our expenses, impacts our ability to accurately predict our future results and earnings.

*Our investment portfolio is composed of a variety of investment vehicles in a number of countries that are subject to interest rate trends, market volatility and other economic factors. If general economic conditions further cause interest rates to decline, credit ratings of our investments to deteriorate, or illiquidity in the financial marketplace, we may continue to experience a decline in interest income, an inability to sell our investments, or impairment in the value of our investments.*

It is our policy to invest our cash, cash equivalents and marketable securities in highly liquid instruments with, and in the custody of, financial institutions with high credit ratings and to limit the amounts invested with any one institution, type of security and issuer. However, we are subject to general economic conditions, interest rate trends and volatility in the financial marketplace that can affect the income that we receive from our investments, the net realizable value of our investments (including our cash, cash equivalents and marketable securities) and our ability to sell them. In the U.S., for example, the yields on our portfolio securities are very low due to general economic conditions. Any one of these factors could reduce our interest income, or result in material charges, which in turn could impact our overall net income and earnings per share.

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If we were to experience a loss on any of our investments that loss may cause us to record an other-than-temporary impairment charge. The effect of this charge could impact our overall net income and earnings per share. In any of these scenarios, our liquidity may be negatively impacted, which in turn may prohibit us from making investments in our business, taking advantage of opportunities and potentially meeting our financial obligations as they come due.

*If we do not maintain good relationships with the members of our distribution channel, or achieve anticipated levels of sell-through, our ability to generate revenue will be adversely affected. If our distribution channel suffers financial losses, becomes financially unstable or insolvent, or is not provided the right mix of incentives to sell our products, our ability to generate revenue will be adversely affected.*

We sell our software products both directly to end-users and through a network of distributors and resellers. For the three and six months ended July 31, 2011, approximately 87% and 86%, respectively, of our revenue was derived from indirect channel sales through distributors and resellers, and we expect that the majority of our revenue will continue to be derived from indirect channel sales in the future. Our ability to effectively distribute our products depends in part upon the financial and business condition of our distributor and reseller network. Computer software distributors and resellers typically are not highly capitalized, have previously experienced difficulties during times of economic contraction and experienced difficulties during the past several years. We have processes to ensure that we assess the creditworthiness of distributors and resellers prior to our sales to them. In the past we have taken steps to support them, and may take additional steps in the future, such as extending credit terms and providing temporary discounts. These steps, if taken, could harm our financial results. If our distributors and resellers were to become insolvent, they would not be able to maintain their business and sales, or provide customer support services, which would negatively impact our business and revenue.

We rely significantly upon major distributors and resellers in both the U.S. and international regions, including the distributor Tech Data Corporation and its global affiliates (“Tech Data”). Tech Data accounted for 17% of our total net revenue for both the three and six months ended July 31, 2011, respectively, as compared to 15% and 16% for the three and six months ended July 31, 2010, respectively.

Over time, we have modified and will continue to modify aspects of our relationship with our distributors and resellers, such as their incentive programs, pricing to them and our distribution model to motivate and reward them for aligning their businesses with our strategy and business objectives. Changes in these relationships and underlying programs could negatively impact their business and harm our business. In addition, the loss of or a significant reduction in business with those distributors or resellers or the failure to achieve anticipated levels of sell-through with any one of our major international distributors or large resellers could harm our business. In particular, if one or more of such distributors or resellers were unable to meet their obligations with respect to accounts payable to us, we could be forced to write off such accounts and may be required to delay the recognition of revenue on future sales to these customers. These events could have a material adverse effect on our financial results.

*We are subject to legal proceedings and regulatory inquiries, and we may be named in additional legal proceedings or become involved in regulatory inquiries in the future, all of which are costly, distracting to our core business and could result in an unfavorable outcome, or a material adverse effect on our business, financial condition, results of operations, cash flows or the trading price for our securities.*

We are involved in legal proceedings and receive inquiries from regulatory agencies. As the global economy has changed and our business has evolved, we have seen an increase in litigation activity. In addition, like many other high technology companies, the number and frequency of inquiries from U.S. and foreign regulatory agencies we have received regarding our business and our business practices, and the business practices of others in our industry, have increased in recent years. In the event that we are involved in significant disputes or are the subject of a formal action by a regulatory agency, we could be exposed to costly and time consuming legal proceedings that could result in any number of outcomes. While outcomes of such actions vary, any claims or regulatory actions initiated by or against us, whether successful or not, could result in expensive costs of defense, costly damage awards, injunctive relief, increased costs of business, fines or orders to change certain business practices, significant dedication of management time, diversion of significant operational resources, or otherwise harm our business. In any of these cases, our financial results could be negatively impacted.

*A breach of security in our products or computer systems may compromise the integrity of our products, harm our reputation, create additional liability and adversely impact our financial results.*

We make significant efforts to maintain the security and integrity of our product source code and computer systems. There appears to be an increasing number of computer “hackers” developing and deploying a variety of destructive software programs (such as viruses, worms, and the like) that could attack our products and computer systems. Despite significant efforts to create security barriers to such programs, it is virtually impossible for us to entirely mitigate this risk. Like all software products, our software is vulnerable to such attacks. The impact of such an attack could disrupt the proper functioning of our software products, cause errors in the output of our customers’ work, allow unauthorized access to sensitive, proprietary or confidential information of ours or our customers and other destructive outcomes. If this were to occur, our reputation may suffer, customers may stop buying our products, we could face lawsuits and potential liability and our financial performance could be negatively impacted.

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*While we believe we currently have adequate internal control over financial reporting, we are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 and any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.*

Pursuant to Section 404, we are required to furnish a report by our management on our internal control over financial reporting. The report contains, among other matters, an assessment of the effectiveness of our internal control over financial reporting as of the end of our fiscal year, including a statement as to whether or not our internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management.

While we have determined that our internal control over financial reporting was effective as of January 31, 2011, as indicated in our Management Report on Internal Control over Financial Reporting, included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011, we must continue to monitor and assess our internal control over financial reporting. If our management identifies one or more material weaknesses in our internal control over financial reporting and such weakness remains uncorrected at fiscal year-end, we will be unable to assert such internal control is effective at fiscal year-end. If we are unable to assert that our internal control over financial reporting is effective at fiscal year-end (or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal controls or concludes that we have a material weakness in our internal controls), we could lose investor confidence in the accuracy and completeness of our financial reports, which would likely have an adverse effect on our business and stock price.

*In preparing our financial statements we make certain assumptions, judgments and estimates that affect amounts reported in our condensed consolidated financial statements, which, if not accurate, may significantly impact our financial results.*

We make assumptions, judgments and estimates for a number of items, including the fair value of financial instruments, goodwill, long-lived assets and other intangible assets, the realizability of deferred tax assets and the fair value of stock awards. We also make assumptions, judgments and estimates in determining the accruals for employee related liabilities including commissions, bonuses, and sabbaticals; and in determining the accruals for uncertain tax positions, partner incentive programs, product returns reserves, allowances for doubtful accounts, asset retirement obligations and legal contingencies. These assumptions, judgments and estimates are drawn from historical experience and various other factors that we believe are reasonable under the circumstances as of the date of the condensed consolidated financial statements. Actual results could differ materially from our estimates, and such differences could significantly impact our financial results.

*Changes in existing financial accounting standards or practices, or taxation rules or practices may adversely affect our results of operations.*

Changes in existing accounting or taxation rules or practices, new accounting pronouncements or taxation rules, or varying interpretations of current accounting pronouncements or taxation practice could have a significant adverse effect on our results of operations or the manner in which we conduct our business. Further, such changes could potentially affect our reporting of transactions completed before such changes are effective.

For example, the U.S.-based Financial Accounting Standards Board (“FASB”) is currently working together with the International Accounting Standards Board (“IASB”) on several projects to further align accounting principles and facilitate more comparable financial reporting between companies who are required to follow U.S. Generally Accepted Accounting Principles (“GAAP”) under SEC regulations and those who are required to follow IFRS outside of the U.S. These efforts by the FASB and IASB may result in different accounting principles under GAAP that may result in materially different financial results for us in areas including, but not limited to principles for recognizing revenue and lease accounting.

In addition, the SEC has stated that it intends to make a determination in 2011 regarding the incorporation of IFRS into the financial reporting system for U.S. companies. A change in accounting principles from GAAP to IFRS may have a material impact on the way in which we report financial results.

It is not clear if or when these potential changes in accounting principles may become effective, whether we have the proper systems and controls in place to accommodate such changes and the impact that any such changes may have on our condensed consolidated financial position, results of operations and cash flows. In addition, as we evolve and change our business and sales models, we are currently unable to take into account how these potential changes may impact our new models, particularly in the area of revenue recognition.

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*Our business could be adversely affected if we are unable to attract and retain key personnel.*

Our success and ability to invest and grow depend largely on our ability to attract and retain highly skilled technical, professional, managerial, sales and marketing personnel. Historically, competition for these key personnel has been intense. The loss of services of any of our key personnel (including key personnel joining our company through acquisitions), the inability to retain and attract qualified personnel in the future, or delays in hiring required personnel, particularly engineering and sales personnel, could make it difficult to meet key objectives, such as timely and effective product introductions and financial goals.

*Our financial results could be negatively impacted if our tax positions are successfully challenged by tax authorities.*

We are a U.S.-based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. Our effective tax rate is based on our expected geographic mix of earnings, statutory rates, intercompany transfer pricing, and enacted tax rules. Significant judgment is required in determining our effective tax rate and in evaluating our tax positions on a worldwide basis. We believe our tax positions, including intercompany transfer pricing policies, are consistent with the tax laws in the jurisdictions in which we conduct our business. It is possible that these positions may be challenged by jurisdictional tax authorities and may have a significant impact on our effective tax rate.

*We rely on third party technologies and if we are unable to use or integrate these technologies, our product and service development may be delayed and our financial results negatively impacted.*

We rely on certain software that we license from third parties, including software that is integrated with internally developed software and used in our products to perform key functions. These third-party software licenses may not continue to be available on commercially reasonable terms, and the software may not be appropriately supported, maintained or enhanced by the licensors. The loss of licenses to, or inability to support, maintain and enhance any such software could result in increased costs, or in delays or reductions in product shipments until equivalent software can be developed, identified, licensed and integrated, which would likely harm our business.

*Disruptions with licensing relationships and third party developers could adversely impact our business.*

We license certain key technologies from third parties. Licenses may be restricted in the term or the use of such technology in ways that negatively affect our business. Similarly, we may not be able to obtain or renew license agreements for key technology on favorable terms, if at all, and any failure to do so could harm our business.

Our business strategy has historically depended in part on our relationships with third-party developers who provide products that expand the functionality of our design software. Some developers may elect to support other products or may experience disruption in product development and delivery cycles or financial pressure during periods of economic downturn. In particular markets, such disruptions have in the past, and would likely in the future, negatively impact these third-party developers and end users, which could harm our business.

Additionally, technology created by outsourced product development, whether outsourced to third parties or developed externally and transferred to us through business or technology acquisitions, have certain additional risks such as effective integration into existing products, adequate transfer of technology know-how and ownership and protection of transferred intellectual property.

*As a result of our strategy of partnering with other companies for product development, our product delivery schedules could be adversely affected if we experience difficulties with our product development partners.*

We partner with certain independent firms and contractors to perform some of our product development activities. We believe our partnering strategy allows us to, among other things, achieve efficiencies in developing new products and maintaining and enhancing existing product offerings. Our partnering strategy creates a dependency on such independent developers. Independent developers, including those who currently develop products for us in the U.S. and throughout the world, may not be able or willing to provide development support to us in the future. In addition, use of development resources through consulting relationships, particularly in non-U.S. jurisdictions with developing legal systems, may be adversely impacted by, and expose us to risks relating to, evolving employment, export and intellectual property laws. These risks could, among other things, expose our intellectual property to misappropriation and result in disruptions to product delivery schedules.

*We rely on third-parties to provide us with a number of operational services, including hosting and delivery, certain of our customer services operations as well as some of our operations; any interruption or delay in service from these third parties, breaches of security or privacy, or failures in data collection could expose us to liability, harm our reputation and adversely impact our financial performance.*

We rely on hosted computer services from third parties for services that we provide our customers and computer operations for our internal use. As we gather customer data and host certain customer data in third-party facilities, a security breach could compromise the integrity or availability of customer data. In addition, our operations could be negatively affected in the event of a security breach, and we could be subject to the loss or theft of confidential or proprietary information, including source code.

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Unauthorized access to this data may be obtained through break-ins, breach of our secure network by an unauthorized party, employee theft or misuse, or other misconduct. We rely on a number of third party suppliers in the operation of our business for the provision of various services and materials that we use in the operation of our business and production of our products. Although we seek to diversify our third party suppliers, we may from time to time rely on a single or limited number of suppliers, or upon suppliers in a single country, for these services or materials. The inability of such third parties to satisfy our requirements could disrupt our business operations or make it more difficult for us to implement our business strategy. If any of these situations were to occur, our reputation could be harmed, we could be subject to third party liability, including under data protection and privacy laws in certain jurisdictions and our financial performance could be negatively impacted.

*We regularly invest resources to update and improve our internal information technology systems. Should our investments not succeed, or if delays or other issues with new or existing internal technology systems disrupt our operations, our business could be harmed.*

We rely on our network and data center infrastructure, internal technology systems and our websites for our development, marketing, operational, support, sales, accounting and financial reporting activities. We are continually investing resources to update and improve these systems and environments in order to meet the growing requirements of our business and customers. Such improvements are often complex, costly and time consuming. In addition, such improvements can be challenging to integrate with our existing technology systems, or uncover problems with our existing technology systems. Unsuccessful implementation of hardware or software updates and improvements could result in disruption in our business operations, loss of revenue, errors in our accounting and financial reporting or damage to our reputation.

*Our business may be significantly disrupted upon the occurrence of a catastrophic event.*

Our business is highly automated and relies extensively on the availability of our network and data center infrastructure, our internal technology systems and our websites. We also rely on hosted computer services from third parties for services that we provide to our customers and computer operations for our internal use. The failure of our systems or hosted computer services due to a catastrophic event, such as an earthquake, fire, flood, tsunami, weather event, telecommunications failure, power failure, cyber attack or war, could adversely impact our business, financial results and financial condition. We have developed disaster recovery plans and maintain backup systems in order to reduce the potential impact of a catastrophic event, however there can be no assurance that these plans and systems would enable us to return to normal business operations. In addition, any such event could negatively impact a country or region in which we sell our products. This could in turn decrease that country's or region's demand for our products, thereby negatively impacting our financial results.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

There were no sales of unregistered securities during the three months ended July 31, 2011.

The information concerning issuer purchases of equity securities required by this Item is incorporated by reference herein to the section of this Report entitled "Issuer Purchases of Equity Securities" in Part I, Item 2 above.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

### **ITEM 4. REMOVED AND RESERVED**

### **ITEM 5. OTHER INFORMATION**

None.

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### ITEM 6. EXHIBITS

The Exhibits listed below are filed as part of this Form 10-Q.

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1 †	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS ††	XBRL Instance Document
101.SCH ††	XBRL Taxonomy Extension Schema
101.CAL ††	XBRL Taxonomy Extension Calculation Linkbase
101.DEF ††	XBRL Taxonomy Definition Linkbase
101.LAB ††	XBRL Taxonomy Extension Label Linkbase
101.PRE ††	XBRL Taxonomy Extension Presentation Linkbase

† The certifications attached as Exhibit 32.1 that accompany this Quarterly Report on Form 10-Q, are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Autodesk, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

†† The financial information contained in these XBRL documents is unaudited.

**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 thereunto duly authorized.

Dated: September 1, 2011

AUTODESK, INC.  
(Registrant)

/s/ MARK J. HAWKINS

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Mark J. Hawkins  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

## CERTIFICATIONS

I, Carl Bass, certify that:

1. I have reviewed this report on Form 10-Q of Autodesk, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 1, 2011

/s/ CARL BASS

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**Carl Bass**  
**Chief Executive Officer and President**  
**(Principal Executive Officer)**



## CERTIFICATIONS

I, Mark J. Hawkins, certify that:

1. I have reviewed this report on Form 10-Q of Autodesk, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: September 1, 2011

/s/ MARK J. HAWKINS

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**Mark J. Hawkins**  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Based on my knowledge, I, Carl Bass, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Autodesk, Inc. on Form 10-Q for the quarterly period ended July 31, 2011 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Autodesk, Inc.

Dated: September 1, 2011

/s/ CARL BASS

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**Carl Bass**  
**Chief Executive Officer and President**  
**(Principal Executive Officer)**

Based on my knowledge, I, Mark J. Hawkins, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Autodesk, Inc. on Form 10-Q for the quarterly period ended July 31, 2011 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Autodesk, Inc.

Dated: September 1, 2011

/s/ MARK J. HAWKINS

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**Mark J. Hawkins**  
**Executive Vice President and Chief Financial Officer**  
**(Principal Financial Officer and Principal Accounting Officer)**