UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 25, 2008

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**000-14338**	**94-2819853**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

111 McInnis Parkway
San Rafael, California 94903
(Address of principal executive offices, including zip code)

(415) 507-5000
(Registrant’s telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Completion of Acquisition or Disposition of Assets

Completion of Tender Offer

As previously disclosed, on May 1, 2008, Autodesk, Inc., a Delaware corporation (the “Company”), Switch Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of the Company (the “Purchaser”) and Moldflow Corporation, a Delaware corporation (“Moldflow”), entered into an Agreement and Plan of Merger (the “Merger Agreement”). Pursuant to the Merger Agreement, the Purchaser offered (the “Offer”) to purchase all outstanding shares of common stock of Moldflow, par value $0.01 per share (the “Shares”), at a price of $22.00 per Share, net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 15, 2008 (the “Offer to Purchase”) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constituted the “Offer”).

Upon the expiration of the initial offering period of the Offer at 12:00 midnight, New York City time, on Thursday, June 12, 2008, the Purchaser accepted for payment approximately 9,170,044 Shares (as well as 816,859 Shares that were tendered pursuant to guaranteed delivery procedures), together representing approximately 81% of Moldflow’s issued and outstanding Shares.

The Purchaser then commenced a subsequent offering period of the Offer for all remaining untendered Shares which subsequent offering period expired at 6:00 p.m., Eastern Daylight time, on Thursday, June 19, 2008.

Upon the expiration of the subsequent offering period at 6:00 p.m., Eastern Daylight time, on Thursday, June 19, 2008, the Purchaser accepted for payment approximately 11,622,163 Shares, representing approximately 95% of Moldflow’s issued and outstanding Shares.

Consummation of Merger Transaction

On June 25, 2008, pursuant to the terms of the Merger Agreement, the Purchaser merged with and into Moldflow, with Moldflow continuing as the surviving corporation and a wholly-owned subsidiary of the Company (the “Merger”).

Based on the per Share consideration of $22.00 and the number of Shares validly tendered and accepted for payment at the end of the subsequent offering period, the value of the Shares purchased by the Purchaser in connection with the Offer on June 19, 2008 was approximately $297 million, less Moldflow’s cash balance and proceeds from option exercises.

As a result of the Merger, each outstanding Share not tendered in the Offer (other than Shares held by Moldflow, the Company and the Purchaser, and Shares held by stockholders who properly perfect appraisal rights under Delaware law) was converted into the right to receive $22.00 net per share in cash without interest thereon.

The foregoing description of the transactions consummated pursuant to the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed on May 2, 2008, and the press releases that were filed as Exhibits (a)(5)(iii) and (a)(5)(iv) to the Company’s Schedule TO on June 13, 2008 and June 20, 2008, respectively, each of which is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On June 25, 2008, Autodesk issued a press release announcing that it had completed the Merger. The text of the press release is furnished as Exhibit 99.3 attached hereto. Exhibit 99.3 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act and shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Exhibits

(d) Exhibits

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of May 1, 2008, by and among Autodesk, Inc., Switch Acquisition Corporation and Moldflow Corporation (which is incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Commission on May 2, 2008).
99.1	Press Release dated June 13, 2008 (which is incorporated herein by reference to Exhibit (a)(5)(iii) to the Company's Schedule TO filed with the Commission on May 15, 2008, as amended)
99.2	Press Release dated June 20, 2008 (which is incorporated herein by reference to Exhibit (a)(5)(iv) to the Company's Schedule TO filed with the Commission on May 15, 2008, as amended)
99.3	Press Release dated June 25, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUTODESK, INC.

By: /s/ RICHARD M. FOEHR

Richard M. Foehr
Assistant General Counsel

Date: June 25, 2008

EXHIBIT INDEX

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99.3	Press Release dated June 25, 2008

Exhibit 99.3

PRESS RELEASE

Media
Colleen Rubart
Tel: 415-547-2368
Email: colleen.rubart@autodesk.com

Investors
David Gennarelli
Tel: 415-507-6033
Email: david.gennarelli@autodesk.com

Autodesk Completes Acquisition of Moldflow Corporation

Enhances Autodesk Digital Prototyping Solution For Plastic Parts Market

SAN RAFAEL, Calif., June 25, 2008 – Autodesk, Inc. (Nasdaq: ADSK) today completed its acquisition of Moldflow Corporation. Moldflow is a leading provider of software solutions that allow designers to predict and optimize how plastic components will perform during each phase of the design and manufacture process. Autodesk announced its intent to acquire Moldflow on May 1, 2008.

"Autodesk sees plastics and composites as some of the fastest-growing engineering materials," said Carl Bass, Autodesk president and CEO. "Given its relatively low weight and durability, plastic materials are ideally suited to help our customers attain their sustainability initiatives. Moldflow, with its industry-leading plastics simulation, is a natural extension of Autodesk's Digital Prototyping solution."

Autodesk acquired Moldflow for $22 per share, or approximately $297 million, less the amount in Moldflow's cash balance and proceeds from options exercises.

Business Outlook

Autodesk updated its financial guidance to reflect the anticipated effects of the acquisition of Moldflow. The following statements are forward-looking statements which are based on current expectations and which involve risks and uncertainties some of which are set forth below.

Second Quarter Fiscal 2009

Net revenue for the second quarter of fiscal 2009 is still expected to be in the range of $600 million and $610 million. GAAP earnings per diluted share are now expected to be in the range of $0.34 and $0.36. Non-GAAP earnings per diluted share are now expected to be in the range of $0.50 and $0.52 and exclude $0.07 related to stock-based compensation expense, and $0.09 for the amortization of acquisition related intangibles and in-process research and development.

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Third Quarter Fiscal 2009

Net revenue for the third quarter of fiscal 2009 is now expected to be in the range of $615 million and $630 million. GAAP earnings per diluted share are now expected to be in the range of $0.41 and $0.43. Non-GAAP earnings per diluted share are now expected to be in the range of $0.53 and $0.55 and exclude $0.07 related to stock-based compensation expense and $0.05 for the amortization of acquisition related intangibles.

Full Year Fiscal 2009

For fiscal year 2009, net revenue is now expected to be in the range of $2.48 billion and $2.53 billion. Full year GAAP earnings per diluted share are now expected to be in the range of $1.72 and $1.82. Non-GAAP earnings per diluted share are still expected to be in the range of $2.20 and $2.30 and exclude $0.30 related to stock-based compensation expense, and $0.18 for the amortization of acquisition related intangibles and in-process research and development.

About Autodesk

Autodesk, Inc. is the world leader in 2D and 3D design software for the manufacturing, building and construction, and media and entertainment markets. Since its introduction of AutoCAD software in 1982, Autodesk has developed the broadest portfolio of state-of-the-art digital prototyping solutions to help customers experience their ideas before they are real. Fortune 1000 companies rely on Autodesk for the tools to visualize, simulate and analyze real-world performance early in the design process to save time and money, enhance quality and foster innovation. For additional information about Autodesk, visit http://www.autodesk.com.

Safe Harbor Statement:

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the impact of the acquisition on Autodesk’s earnings per share, business performance and product offerings; Autodesk’s commitments to Moldflow customers; and the impact of the combined product capabilities. Factors that could cause actual results to differ materially include the following: costs related to the proposed acquisition; whether certain market segments grow as anticipated; the competitive environment in the software industry and competitive responses to the acquisition; our success developing new products or modifying existing products and the degree to which these gain market acceptance; general market and business conditions; our performance in particular geographies, including emerging economies; difficulties encountered in integrating new or acquired businesses and technologies or the inability to realize the anticipated benefits of acquisitions; fluctuation in foreign currency exchange rates; unexpected fluctuations in our tax rate; the timing and degree of expected investments in growth opportunities; slowing momentum in maintenance or subscription revenues; failure to achieve sufficient sell-through in our channels for new or existing products; pricing pressure; failure to achieve continued cost reductions and productivity increases; failure to achieve continued migration from 2D products to 3D products; changes in the timing of product releases and retirements; failure of key new applications to achieve anticipated levels of customer acceptance; failure to achieve continued success in technology advancements; the financial and business condition of our reseller and distribution channels; interruptions or terminations in the business of our consultants or third party developers; and unanticipated impact of accounting for technology acquisitions. Further information on potential factors that could affect our business and financial results are included in our filings with the Securities and Exchange Commission, including our report on Form 10-K for the year ended January 31, 2008, and Form 10-Q for the quarter ended April 30, 2008, which are on file with the Securities and Exchange Commission.

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