

AUTODESK INC  
Form 8-K  
December 15, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)**

**December 9, 2004**

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**Autodesk, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**000-14338**  
**(Commission File Number)**

**94-2819853**  
**(IRS Employer**  
  
**Identification No.)**

**111 McInnis Parkway**

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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)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement**

On December 9, 2004, the Board of Directors of Autodesk, Inc. (the Company ) approved amendments to the Company s form of Indemnification Agreement to be executed by the Company and each of its executive officers and directors. In general, the amendments concern the circumstances under which the Company must advance expenses to an indemnitee and the obligations of an indemnitee to return to the Company expenses previously advanced by the Company. The revised indemnification agreement is expected to be entered into by the Company and all of the Company s executive officers and directors.

**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/ Alfred J. Castino

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**Alfred J. Castino**

**Senior Vice President and Chief Financial Officer**

Date: December 15, 2004