

AUTODESK INC
Form 8-K
June 14, 2010

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 10, 2010

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission

(IRS Employer
Identification No.)

File Number)
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of EIP and Amendments to 2008 Plan

At the Annual Meeting of Stockholders of Autodesk, Inc. (Autodesk or the Company) held on June 10, 2010 (the Annual Meeting), the stockholders of Autodesk voted on and approved the Autodesk Executive Incentive Plan, as amended (the EIP), and amendments to the Autodesk 2008 Employee Stock Plan (the 2008 Plan).

The terms and conditions of the EIP and the 2008 Plan are described in Autodesk s Proxy Statement dated April 27, 2010. The EIP and the 2008 Plan are filed as Exhibit 10.1 and Exhibit 10.2 hereto, respectively, and are each incorporated by reference herein.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 10, 2010, the Board of Directors of Autodesk amended Article III, Section 3.2 of the Company s Bylaws to change the number of directors from nine (9) to eight (8). The Bylaws are filed as Exhibit 3.1 hereto and are incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The information contained in Item 5.02 above is hereby incorporated by reference. At the Annual Meeting, the stockholders of Autodesk re-elected the following individuals to the Board of Directors. Each Director will serve for the ensuing year and until their successors are duly elected and qualified.

| Nominee | Votes For | Votes Against | Abstentions* | Broker Non Votes* |
|------------------------|-------------|---------------|--------------|-------------------|
| Carl Bass | 178,431,001 | 5,248,315 | 85,420 | 16,279,346 |
| Crawford W. Beveridge | 175,406,255 | 8,223,722 | 134,759 | 16,279,346 |
| J. Hallam Dawson | 175,290,629 | 8,341,315 | 132,792 | 16,279,346 |
| Per-Kristian Halvorsen | 169,649,511 | 13,984,434 | 130,791 | 16,279,346 |
| Sean M. Maloney | 172,384,797 | 11,244,884 | 135,055 | 16,279,346 |
| Mary T. McDowell | 182,200,343 | 1,433,156 | 131,237 | 16,279,346 |
| Charles J. Robel | 181,399,134 | 2,230,318 | 135,284 | 16,279,346 |
| Steven M. West | 171,857,035 | 11,774,025 | 133,676 | 16,279,346 |

* Abstentions and broker non-votes do not affect the outcome of the election.

In addition, the following proposals were voted on and approved at our Annual Meeting.

| | Votes For | Votes Against | Abstentions | Broker Non Votes |
|--|-------------|---------------|-------------|---------------------|
| Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2011 | 192,685,649 | 7,157,871 | 200,562 | 0 |
| Proposal to approve the Executive Incentive Plan | 173,292,357 | 10,100,049 | 372,330 | 16,279,346 |
| Proposal to approve amendments to the 2008 Employee Stock Plan | 131,225,423 | 52,291,109 | 248,204 | 16,279,346 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Bylaws, as amended |
| 10.1 | Autodesk, Inc. Executive Incentive Plan |
| 10.2 | Autodesk, Inc. 2008 Employee Stock Plan |

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/ PASCAL W. DI FRONZO
Pascal W. Di Fronzo

**Senior Vice President, General Counsel and
Secretary**

Date: June 14, 2010

EXHIBIT INDEX

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