

AUTODESK INC
Form 4
December 11, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMINENCE CAPITAL, LP

(Last) (First) (Middle)
65 EAST 55TH STREET, 25TH FLOOR
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

See explanation of responses

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share ("Common Stock") | 12/10/2015 | | X | | 683,561 | A | (5) |
| | | | | | 13,082,588 | I | |

See Footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Call Option (right to buy) | \$ 35 | 12/10/2015 | | X | 683,561 | <u>(5)</u> | 01/11/2017 | Common Stock | 683,561 |
| Short Put Option (obligation to buy) | \$ 35 | 12/10/2015 | | E | 683,561 | <u>(6)</u> | 01/11/2017 | Common Stock | 683,561 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| EMINENCE CAPITAL, LP 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022 | | X | | See explanation of responses |
| Eminence GP, LLC C/O EMINENCE CAPITAL, LP 65 EAST 55TH STREET, 25TH FLOOR NEW YORK, NY 10022 | | X | | See explanation of responses |
| Sandler Ricky C 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022 | | X | | See explanation of responses |

Signatures

EMINENCE CAPITAL, LP, By: Eminence Capital GP, LLC, /s/ Ricky C. Sandler, Managing Member 12/11/2015

__Signature of Reporting Person Date

EMINENCE GP, LLC, /s/ Ricky C. Sandler, Managing Member 12/11/2015

__Signature of Reporting Person Date

/s/ Ricky C. Sandler 12/11/2015

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities disclosed in this Form 4 may be deemed to be indirectly beneficially owned by Eminence Capital, LP ("Eminence Capital"). The securities are directly held by Eminence Partners, L.P. ("Eminence I"), Eminence Partners II, L.P. ("Eminence II"), Eminence Partners Leveraged, L.P. ("Eminence Leveraged"), Eminence Eaglewood Master, L.P. ("Eminence Eaglewood"), Eminence Partners Long, L.P. ("Eminence Long"), EC Co-Invest I, LP ("EC Co-Invest" and together with Eminence I, Eminence II, Eminence Leveraged, Eminence Eaglewood and Eminence Long, the "Partnerships"), Eminence Fund Master, Ltd. ("Eminence Offshore Master Fund"), Eminence Fund Leveraged Master, Ltd. ("Eminence Offshore Leveraged Master Fund" and, together with Eminence Offshore Master Fund, the "Master Funds"), Eminence Fund Long, Ltd. ("Eminence Offshore Long") and,

(1) Partners Long, L.P. ("Eminence Long"), EC Co-Invest I, LP ("EC Co-Invest" and together with Eminence I, Eminence II, Eminence Leveraged, Eminence Eaglewood and Eminence Long, the "Partnerships"), Eminence Fund Master, Ltd. ("Eminence Offshore Master Fund"), Eminence Fund Leveraged Master, Ltd. ("Eminence Offshore Leveraged Master Fund" and, together with Eminence Offshore Master Fund, the "Master Funds"), Eminence Fund Long, Ltd. ("Eminence Offshore Long") and,

(Continued from Footnote 1) together with the Partnerships and the Master Funds, the "Eminence Funds"), a separately managed account (the "SMA") and the family accounts and other related accounts over which Ricky C. Sandler ("Mr. Sandler") has investment discretion (the "Family Accounts"). Eminence Capital may be deemed to be the indirect beneficial owner of such securities by virtue of its position as the investment manager to the Eminence Funds and the investment adviser to the SMA. In addition, Eminence GP, LLC ("Eminence GP") may be deemed to be the indirect beneficial owner of such securities held by the Partnerships and the Master Funds by virtue of its position as the general partner or manager of the Partnerships and the Master Funds, as applicable.

(2) (Continued from Footnote 1) together with the Partnerships and the Master Funds, the "Eminence Funds"), a separately managed account (the "SMA") and the family accounts and other related accounts over which Ricky C. Sandler ("Mr. Sandler") has investment discretion (the "Family Accounts"). Eminence Capital may be deemed to be the indirect beneficial owner of such securities by virtue of its position as the investment manager to the Eminence Funds and the investment adviser to the SMA. In addition, Eminence GP, LLC ("Eminence GP") may be deemed to be the indirect beneficial owner of such securities held by the Partnerships and the Master Funds by virtue of its position as the general partner or manager of the Partnerships and the Master Funds, as applicable.

(Continued from Footnote 2) Mr. Sandler may be deemed to be the indirect beneficial owner of such shares held by the Eminence Funds, the SMA and the Family Accounts by virtue of his direct and indirect control of Eminence Capital, Eminence GP and the Family Accounts. For purposes of Rule 16a-1(a)(2) of the 1934 Act, each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.

(3) (Continued from Footnote 2) Mr. Sandler may be deemed to be the indirect beneficial owner of such shares held by the Eminence Funds, the SMA and the Family Accounts by virtue of his direct and indirect control of Eminence Capital, Eminence GP and the Family Accounts. For purposes of Rule 16a-1(a)(2) of the 1934 Act, each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.

The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(d) group with Sachem Head Capital Management LP and certain other entities as disclosed in a Schedule 13D filed on behalf of the Reporting Persons on November 16, 2015 (the "November 16 13D"). As of December 10, 2015, the members of this Section 13(d) group collectively owned more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by the Sachem Head Persons (as defined in the November 16 13D). The Reporting Persons disclaim any pecuniary interest in the securities held by the Sachem Head Persons.

(4) The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(d) group with Sachem Head Capital Management LP and certain other entities as disclosed in a Schedule 13D filed on behalf of the Reporting Persons on November 16, 2015 (the "November 16 13D"). As of December 10, 2015, the members of this Section 13(d) group collectively owned more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by the Sachem Head Persons (as defined in the November 16 13D). The Reporting Persons disclaim any pecuniary interest in the securities held by the Sachem Head Persons.

The Reporting Persons owned 683,561 American-style call options (the "Call Options") which were exercisable at any time up to and including the expiration date. On December 10, 2015, the Reporting Persons exercised the Call Options and thereby acquired 683,561 shares of Common Stock. The exercise price of the Call Options was \$35.00.

(5) The Reporting Persons owned 683,561 American-style call options (the "Call Options") which were exercisable at any time up to and including the expiration date. On December 10, 2015, the Reporting Persons exercised the Call Options and thereby acquired 683,561 shares of Common Stock. The exercise price of the Call Options was \$35.00.

The Reporting Persons wrote 683,561 European-style put options (the "Put Options") which were exercisable at any time up to and including the expiration date. On December 10, 2015, upon exercise by the Reporting Persons of the Call Options, all of the Put Options were terminated in accordance with their terms.

(6) The Reporting Persons wrote 683,561 European-style put options (the "Put Options") which were exercisable at any time up to and including the expiration date. On December 10, 2015, upon exercise by the Reporting Persons of the Call Options, all of the Put Options were terminated in accordance with their terms.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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