

AUTODESK INC
Form PRE 14A
November 10, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant

Filed by a Party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for use of the commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under Rule 14a-12

AUTODESK, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Amount Previously Paid:

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(4) Date Filed:

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Preliminary Copies

November [21], 2011

Dear Autodesk Stockholder:

You are cordially invited to attend Autodesk's 2012 Special Meeting of Stockholders to be held on Friday, January 6, 2012 at 10 a.m., Pacific Time, at our San Francisco office, The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105.

At the Special Meeting, you will be asked to approve the Autodesk 2012 Employee Stock Plan and the Autodesk 2012 Outside Directors' Stock Plan (which will replace the Autodesk 2008 Employee Stock Plan (as amended and restated) and the Autodesk 2010 Outside Directors' Stock Plan, respectively).

Like most technology companies, Autodesk provides equity compensation to our employees and outside directors as an incentive to align the interests of our employees and outside directors with those of our stockholders which we believe will increase long-term stockholder value. We believe that our equity compensation programs are an essential tool in helping us to attract and retain talented and highly-skilled individuals to serve as employees and outside directors. We also believe that our equity compensation plans can motivate high levels of performance and create incentives that reward the contributions of our employees and outside directors. We believe this helps drive our corporate success and leads to increased stockholder value.

We have learned that we need flexibility in the design of our plans to ensure that our equity compensation plans accomplish our goals to attract, retain and motivate our employees, management and non-employee directors. The purpose of the 2012 Special Meeting of Stockholders is to ask you to approve changes to our equity compensation plans to keep them in line with competitive and best practices while providing greater flexibility in our equity compensation programs.

The accompanying Notice of 2012 Special Meeting of Stockholders and Proxy Statement describe these proposals in greater detail. We encourage you to read this information carefully.

Approval of the 2012 Employee Stock Plan and the 2012 Outside Directors' Stock Plan are necessary if we are to continue to remain competitive in making equity compensation a key part of the total compensation of our employees and outside directors, as has been the case since Autodesk's inception. If the 2012 Employee Stock Plan and the 2012 Outside Directors' Stock Plan are not approved at the Special Meeting, we believe that our ability to attract and retain talented employees and outside directors will be seriously affected, and in turn, we believe our long-term success may suffer. Furthermore, our competitors would gain an important advantage in the key struggle to retain the services of the best industry talent.

We hope you will be able to attend the Special Meeting of Stockholders. Whether or not you plan to attend the meeting, please vote on the Internet, by telephone or other voting method, or request, sign and return a proxy card to ensure your representation at the meeting. Your vote is important.

On behalf of the Board of Directors, I would like to express our appreciation for your continued support of Autodesk.

Very truly yours,
Carl Bass
Chief Executive Officer and President

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NOTICE OF 2012 SPECIAL MEETING OF STOCKHOLDERS

Time and Date	Friday, January 6, 2012 at 10 a.m., Pacific Time.
Place	Autodesk's San Francisco office, located at: The Landmark, One Market Street, 2 nd Floor, San Francisco, California 94105.
Items of Business	<ol style="list-style-type: none">(1) To approve the Autodesk 2012 Employee Stock Plan.(2) To approve the Autodesk 2012 Outside Directors' Stock Plan.(3) To transact such other business as may properly come before the Special Meeting. <p>These items of business are more fully described in the Proxy Statement accompanying this Notice of 2012 Special Meeting of Stockholders.</p>
Adjournments and Postponements	Any action on the items of business described above may be considered at the Special Meeting at the time and on the date specified above or at any time and date to which the Special Meeting may be properly adjourned or postponed.
Record Date	You are entitled to vote if you were a stockholder of record as of the close of business on Monday, November 7, 2011.
Voting	<p>Your vote is very important. Whether or not you plan to attend the Special Meeting, we encourage you to read the Proxy Statement and vote on the Internet or by telephone or request and submit your proxy card as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the 2012 Special Meeting and Procedural Matters" beginning on page 4 of the Proxy Statement and the instructions on the enclosed notice of internet availability of proxy materials.</p> <p>All stockholders are cordially invited to attend the Special Meeting in person. Any stockholder attending the Special Meeting may vote in person even if such stockholder previously signed and returned a proxy card or voted on the Internet or by telephone.</p>

By Order of the Board of Directors,
Pascal W. Di Fronzo
Senior Vice President, General Counsel and Secretary

This notice of Special Meeting, proxy statement and accompanying form of proxy card are being distributed and made available on or about November [21], 2011.

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PROXY STATEMENT FOR 2012 SPECIAL MEETING OF STOCKHOLDERS

QUESTIONS AND ANSWERS ABOUT THE 2012 EMPLOYEE STOCK PLAN, THE 2012 OUTSIDE DIRECTORS STOCK PLAN AND EQUITY COMPENSATION

Q: Why is Autodesk asking stockholders to approve the 2012 Employee Stock Plan?

A: We are asking stockholders to approve the 2012 Employee Stock Plan (the 2012 Employee Plan) so that Autodesk can continue to achieve Autodesk's employee performance, recruiting, retention and incentive goals. Significant changes in the equity compensation practices of high-technology companies, particularly our peers, make approving the 2012 Employee Plan particularly important as we look ahead to future fiscal years.

We believe that our current equity compensation plans reflected appropriate policies at the time of their adoption, but may now inhibit our ability to remain competitive in our compensation practices.

Q: Why is Autodesk asking stockholders to approve the 2012 Outside Directors Stock Plan?

A: We are asking stockholders to approve the 2012 Outside Directors Plan (the 2012 Directors Plan) so that Autodesk can continue to attract and retain highly skilled individuals as directors of Autodesk and to encourage equity ownership by our directors as an incentive toward increasing the value of Autodesk for its stockholders. The structure of the 2010 Outside Directors Stock Plan represents equity compensation practices which have been largely unchanged for nearly a decade. The changes proposed in our 2012 Directors Plan increase the flexibility of our equity compensation program for non-employee directors and bring our non-employee director compensation practices in line with competitive practices.

Q: In what significant ways is the 2012 Employee Plan different from the 2008 Employee Stock Plan (as amended and restated)?

A: The 2012 Employee Plan will include a fungible share design feature whereby each share subject to an incentive stock option or nonqualified stock option will be counted against the shares authorized for issuance under the 2012 Employee Plan as one share, and each share subject to an award of restricted stock or restricted stock units will be counted against the shares authorized for issuance under the 2012 Employee Plan as 1.79 shares. This feature will assist us in achieving our goal of having compensation programs that reflect current best practices and provides significantly greater flexibility in the equity awards that are made, thereby allowing us to increase the effectiveness of our equity compensation practices based on existing market conditions.

Q: In what significant ways is the 2012 Directors Plan different from the 2010 Outside Directors Stock Plan?

A: While the 2010 Outside Directors Stock Plan (the 2010 Director Plan) provided for automatic grants of options, the 2012 Directors Plan provides for automatic grants of restricted stock units and the flexibility to grant other forms of equity compensation. While the 2010 Director Plan provided that outside directors could choose to receive no less than 50% of their annual retainer in restricted stock, the 2012 Directors Plan provides that outside directors may choose to receive all, part or none of their annual retainer in restricted stock units. The 2012 Directors Plan will include a fungible share design feature whereby each share subject to a stock option will be counted against the shares authorized for issuance under the 2012 Directors Plan as one share, and each share subject to an award of restricted stock or restricted stock units will count against the shares authorized for issuance under the 2012 Directors Plan as 2.11 shares. This feature will assist us in achieving our goal of having compensation programs that reflect current best practices. Finally, our directors will receive an initial grant of 12,400 restricted stock units, an annual grant of 8,300 restricted stock units and the ability to convert all, a portion or none of their annual cash retainer to

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restricted stock units paid at the rate of 120 percent of the cash dollar amount. Under the 2010 Director Plan, the initial and annual grants consisted of stock options to acquire 50,000 shares and 20,000 shares, respectively, and the ability to convert no less than 50% of their cash retainer to restricted stock.

Q: Why is Autodesk asking stockholders to approve the 2012 Employee Plan and 2012 Directors Plan at this time?

A: The Company has determined that the most effective way for it to achieve its goals of providing significant equity compensation to directors and employees is to (a) provide proportionately more restricted stock unit grants to employees (as compared to stock options) than have been provided in the past and (b) offer restricted stock units to outside directors, as opposed to just the options and restricted stock grants provided for under the 2010 Director Plan. The Company's current equity compensation plans do not provide the Company with the flexibility needed to implement compensation objectives that the Company believes are necessary to remain a competitive employer in the current environment. The adoption of these new plans will increase the flexibility of our equity compensation programs and assist the Company in attaining these goals in future years. In addition, the adoption of the fungible share design provision described above will allow us to accomplish these goals in a way that reflects current best practices.

Q: Are there other changes to Autodesk's equity grant practices?

A: Except as provided in the prior paragraphs of this Q&A, Autodesk is not changing its equity grant practices. Autodesk will continue to limit annual grants to the burn rate limit approved by the Board of Directors, which is currently 4% of outstanding shares of our common stock (the Common Stock) (excluding shares issued in corporate acquisitions and shares issued to newly appointed senior executives).

Q: How can investors measure potential dilution from stock equity plans?

A: Outstanding equity awards represent potential future stock issuances that would, if vesting conditions are met and, in the case of stock option awards, are exercised, have the effect of diluting the percentage ownership of each investor. The impact of outstanding equity awards, as a percentage of the company's outstanding stock, which we refer to as overhang, provides a measure of future dilutive impact. Similarly, shares reserved for future equity grants under a company's equity compensation plans can eventually dilute stock ownership as equity awards are granted, vest and are exercised. Autodesk is very conscious of the need to balance dilution against our ability to use stock to effectively attract, retain and motivate employees, management and non-employee directors. To help limit the impact of equity awards on stockholder value, the current policy of the Board of Directors is to limit annual grants to 4% of outstanding Common Stock, with the exception of equity awards granted in connection with corporate acquisitions and to newly appointed senior executives.

Q: What is the impact of a decision not to exercise employee stock options on this measurement of dilution?

A: Employees often choose to hold onto vested options. Even though this may reflect confidence in future performance, it can have the effect of causing relatively high levels of outstanding options.

Q: How do corporate acquisitions affect future stock equity dilution?

A: In the software industry, a critical component of the value of most acquisitions is intellectual capital, including the know-how of key employees of the acquired company. Since stock equity is often granted to employees of the acquired company to ensure continuity and retention, which is often critical to realize full value from acquired technologies, acquisitions usually increase the level of equity awards.

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Q: How do financial performance and stock price affect equity overhang?

A: Because strong financial performance typically correlates with increased stock price, option exercises tend to increase during such periods and therefore overhang may decrease. However, during periods of strong performance, employee headcount typically increases as well, which can increase overhang as equity is granted to new employees both as a retention vehicle and as a tool for aligning their interests with those of the stockholders. To the extent strong performance is evidenced throughout the software industry, there is often upward pressure on both salaries and equity grants as companies compete for talent.

Q: What are the trends at Autodesk regarding overhang?

A: Autodesk is committed to maintaining a reasonable equity overhang amount. Our overhang was 13% in fiscal 2007, 11% in fiscal 2008, 12% in fiscal 2009, 13% in fiscal 2010, 14% in fiscal 2011 and 14% for the first nine months of fiscal 2012.

This recent increase reflects exercise prices of many stock options to be above the current fair market values of the underlying stock (such options are referred to as being "under water"), thereby reducing stock option exercises and sales.

Q: What are the trends at Autodesk regarding equity grants?

A: From fiscal 2005 through fiscal 2008, we reduced the level of equity grants on a gross basis from 5.2% of our Common Stock outstanding in fiscal 2005 to 2.5% in fiscal 2008. In fiscal 2009, we raised the fiscal 2010 annual equity award limit from 2.5% to 3.5% in response to the global economic slowdown to remain competitive in our industry and retain and motivate our key employees in a difficult operating environment. Given the competitiveness in today's labor markets, the Board of Directors increased the level of equity grants to 4% in fiscal 2012 (which remains below the average for our peer group of companies). The Board of Directors is continuing the policy to monitor and limit annual equity grants to balance stockholder interests with the Company's need to attract, retain, and motivate employees, management and non-employee directors.

Q: What is the impact of Autodesk's stock repurchase program on overhang?

A: Our Board of Directors continues to maintain a policy of repurchasing stock in order to offset dilution from employee equity awards. Since the stock repurchase program decreases the number of outstanding shares, it has the effect of increasing overhang, given a constant number of stock equity grants. Nonetheless, our Board of Directors has reiterated its commitment to continue to repurchase shares to offset dilution from our equity programs.

Q: How can I make sure my vote counts?

A: Please follow the directions below under "Questions and Answers About the 2012 Special Meeting and Procedural Matters" and keep in mind that, under current proxy rules, ABSTENTIONS COUNT AGAINST THE PROPOSALS. Therefore, if you agree with the unanimous recommendations of the Board of Directors to vote FOR the approval of the 2012 Employee Plan in Proposal One and FOR the approval of the 2012 Directors' Plan in Proposal Two, it is extremely important that you cast your votes FOR Proposal One and FOR Proposal Two.

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QUESTIONS AND ANSWERS ABOUT THE 2012 SPECIAL MEETING AND PROCEDURAL MATTERS

2012 Special Meeting

Q: Why am I receiving these proxy materials?

A: The Board of Directors of Autodesk is providing these proxy materials to you in connection with the solicitation of proxies for use at our 2012 Special Meeting of Stockholders (the *Special Meeting*) to be held on Friday, January 6, 2012, at 10 a.m., Pacific Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth herein. We are providing these materials to all of our stockholders through a Notice of Internet Availability of Proxy Materials (the *Notice*) unless a stockholder has specifically requested to receive a full set paper copy of this Proxy Statement.

Q: Why did I receive a Notice in the mail regarding the Internet availability of proxy materials this year instead of a full set paper copy of this Proxy Statement?

A: We are continuing to take advantage of a Securities and Exchange Commission (SEC) rule that allows companies to furnish their proxy materials over the Internet rather than in paper form. This rule allows us to send all of our stockholders a notice regarding the Internet availability of proxy materials. Instructions on how to access the proxy materials over the Internet or how to request a paper copy of proxy materials may be found in the Notice. If you would prefer to receive proxy materials in printed form by mail or electronically by email on an ongoing basis, please follow the instructions contained in the Notice. Proxy materials for our 2012 and future annual meetings of stockholders will continue to be delivered to all of our stockholders by a notice regarding Internet availability, rather than in paper form, unless a stockholder specifically requests to receive printed proxy materials.

Q: Why did I receive a full set paper copy of this proxy statement in the mail and not a Notice regarding the Internet availability of proxy materials?

A: We are providing stockholders who previously requested to receive full paper copies of the proxy materials with paper copies of the proxy materials instead of a Notice. If you would like to reduce the costs incurred by us in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions provided at www.autodesk.com under *Investors* or on your proxy card or voting instruction card.

Q: Where is the Special Meeting?

A: The Special Meeting will be held at Autodesk's San Francisco office, located at The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105. The telephone number at that location is (415) 356-0700. Directions and maps to the Special Meeting are available at www.autodesk.com *Contact Us*. Stockholders are cordially invited to attend the Special Meeting and are entitled to and requested to vote on the proposals to approve the 2012 Employee Plan and the 2012 Directors' Plan as discussed in this Proxy Statement.

Q: Can I attend the Special Meeting?

A: Yes, if you are a stockholder of record or a beneficial owner as of November 7, 2011. Please notify our Director of Investor Relations, David Gennarelli, by telephone at (415) 507-6705 or by email at investor.relations@autodesk.com if you are planning to attend the Special Meeting. In addition, you should bring proof of identity for entrance to the Special Meeting. If your shares are held in a brokerage account

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or by a bank or another nominee, you will need to bring a copy of a brokerage statement reflecting stock ownership as of the record date. Stockholders who have not followed these instructions will not be admitted to the Special Meeting. The Special Meeting will begin promptly at 10 a.m., Pacific Time; please leave ample time for parking and to check-in.

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Stock Ownership

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: *Stockholders of record* If your shares are registered directly in your name with Autodesk's transfer agent, Computershare Investor Services LLC, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, these proxy materials have been sent directly to you by Autodesk.

Beneficial owners Most Autodesk stockholders hold their shares through a broker, trustee or nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the beneficial owner of shares held in street name. If you hold your shares in street name, these proxy materials have been forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record.

As the beneficial owner, you have the right to direct your broker, trustee or nominee on how to vote your shares. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Special Meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Special Meeting.

Quorum and Voting

Q: Who is entitled to vote at the Special Meeting?

A: Holders of record of Autodesk's common stock, par value \$0.01 per share, at the close of business on November 7, 2011 (the Record Date) are entitled to receive notice of and to vote their shares at the Special Meeting. Beneficial owners have the right to direct their broker, trustee or nominee on how to vote their shares, as discussed above. Our stockholders are entitled to cast one vote for each share of Common Stock held by them as of the Record Date.

As of the Record Date, there were 226,614,516 shares of Common Stock outstanding and entitled to vote at the Special Meeting. No shares of Autodesk's Preferred Stock were outstanding.

Q: How many shares must be present or represented to conduct business at the Special Meeting?

A: The presence of the holders of a majority of the shares of Common Stock entitled to vote at the Special Meeting is necessary to constitute a quorum at the Special Meeting. Such stockholders are counted as present at the meeting if they (1) are present in person at the Special Meeting or (2) have properly submitted a proxy card. Under the General Corporation Law of the State of Delaware, abstentions and broker non-votes are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Special Meeting.

A broker non-vote occurs when a broker, trustee or nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker, trustee or nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner as to how to vote on that proposal.

Q: How can I vote my shares in person at the Special Meeting?

A:

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Shares held in your name as the stockholder of record may be voted in person at the Special Meeting. Shares held beneficially in street name may be voted in person at the Special Meeting only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. ***Even if you plan to attend the Special Meeting, we recommend that you also submit your proxy card or follow the voting instructions described below so that your vote will be counted if you later decide not to attend the meeting.***

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Q: How can I vote my shares without attending the Special Meeting?

A: If you are a stockholder of record, you may instruct the proxy holders how to vote your shares by using the Internet voting site or the toll-free telephone number listed on the Notice or by requesting a proxy card from Autodesk by telephone at (415) 507-6705 or by email at *investor.relations@autodesk.com* and completing, signing, dating and returning the proxy card in the postage pre-paid envelope provided. Proxy cards submitted by mail must be received by the time of the meeting in order for your shares to be voted. Specific instructions for using the telephone and Internet voting systems are on the proxy card and Notice. The telephone and Internet voting systems for stockholders of record will be available until 11:59 p.m. (Eastern Time) on January 5, 2012. Whichever of these methods you select to transmit your instructions, the proxy holders will vote your shares in accordance with those instructions. If you sign and return a proxy card without giving specific voting instructions, your shares will be voted as recommended by our Board of Directors.

If a broker, trustee or nominee holds your shares and you are a beneficial owner, you will receive instructions from them that you must follow in order to have your shares voted. The instructions from your broker, trustee or nominee will indicate if Internet and telephone voting, or other voting methods, are available, and if they are available, will provide details these voting methods.

Q: What proposals will be voted on at the Special Meeting?

A: At the Special Meeting, stockholders will be asked to vote:

- (1) To approve the 2012 Employee Stock Plan; and
- (2) To approve the 2012 Outside Directors Plan.

Q: What is the voting requirement to approve these proposals?

A: *Proposal One* The affirmative vote of a majority of the votes duly cast is required to approve the 2012 Employee Plan. You may vote FOR, AGAINST or ABSTAIN on this proposal. ***Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal.*** However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on this proposal.

Proposal Two The affirmative vote of a majority of the votes duly cast is required to approve the 2012 Directors Plan.

You may vote FOR, AGAINST or ABSTAIN on this proposal. ***Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal.*** However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on this proposal.

Q: What happens if I do not cast a vote?

A: *Stockholders of record* If you are a stockholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Special Meeting.

Beneficial owners If you hold your shares in street name it is critical that you cast your vote if you want it to count in the approval of the 2012 Employee Plan (Proposal One) and the approval of the 2012 Directors Plan (Proposal Two).

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In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted for certain matters including the approval of equity compensation plans, your broker was allowed to vote those shares on your behalf as the broker felt appropriate. Recent rule changes eliminate the ability of your broker to vote your uninstructed shares on such proposals on a discretionary basis. Thus, if you hold

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your shares in street name and you do not instruct your broker how to vote for the approval of the 2012 Employee Plan or the 2012 Directors Plan, no votes will be cast on your behalf.

Q: How does the Board of Directors recommend that I vote?

A: The Board of Directors unanimously recommends that you vote your shares **FOR** the approval of the 2012 Employee Plan and **FOR** the approval of the 2012 Directors Plan.

Q: If I sign a proxy, how will it be voted?

A: All shares entitled to vote and represented by properly executed proxy cards received prior to the Special Meeting, and not revoked prior to the closing of the polls at the Special Meeting, will be voted at the Special Meeting in accordance with the instructions indicated on those proxy cards. If no instructions are indicated on an otherwise properly executed proxy card, the shares represented by that proxy card will be voted as recommended by the Board of Directors.

Q: What happens if additional matters are presented at the Special Meeting?

A: If any other matters are properly presented for consideration at the Special Meeting, including, among other things, consideration of a motion to adjourn the Special Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxies and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Special Meeting.

Q: Can I change or revoke my vote?

A: Subject to any rules your broker, trustee or nominee may have, you may change your proxy instructions at any time before your proxy is voted at the Special Meeting.

If you are a stockholder of record, you may change your vote by (1) filing with Autodesk's General Counsel, prior to your shares being voted at the Special Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares, or (2) by attending the Special Meeting and voting in person (although attendance at the Special Meeting will not, by itself, revoke a proxy). A stockholder of record that has voted on the Internet or by telephone may also change his or her vote by subsequently making a timely and valid Internet or telephone vote.

If you are a beneficial owner of shares held in street name, you may change your vote (1) by submitting new voting instructions to your broker, trustee or nominee or (2) if you have obtained a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares, by attending the Special Meeting and voting in person.

Any written notice of revocation or subsequent proxy card must be received by Autodesk's General Counsel prior to the taking of the vote at the Special Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to Autodesk's General Counsel or should be sent so as to be delivered to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel.

Q: Who will bear the costs of soliciting votes for the Special Meeting?

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- A: Autodesk will bear all expenses of this solicitation, including the cost of preparing and mailing these proxy materials. Autodesk may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of Common Stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers and employees of Autodesk may also solicit proxies in person or by other means of communication. Such directors, officers and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation.

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The Company has engaged the services of the Alliance Advisors, LLC, a professional proxy solicitation firm, to aid in the solicitation of proxies from stockholders, including certain brokers, trustees, nominees and other institutional owners for a fee of approximately \$8,500 plus costs and expenses.

Q: Where can I find the voting results of the Special Meeting?

A: We intend to announce preliminary voting results at the Special Meeting and expect to provide final results in a current report on Form 8-K within four business days of the Special Meeting. In addition, the results will be posted on our website, at www.autodesk.com under Investors.

Stockholder Proposals and Director Nominations at Future Meetings

Q: What is the deadline to propose actions for consideration at the 2012 annual meeting of stockholders or to nominate individuals to serve as directors?

A: You may submit proposals, including director nominations, for consideration at future stockholder meetings.

Requirements for stockholder proposals to be considered for inclusion in Autodesk's proxy material Stockholders may present proper proposals for inclusion in Autodesk's proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals in writing to Autodesk's General Counsel in a timely manner. In order to be included in the proxy statement for the 2012 annual meeting of stockholders, stockholder proposals must be received by Autodesk's General Counsel no later than January 4, 2012, and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Requirements for stockholder proposals to be brought before an annual meeting In addition, Autodesk's Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made (1) by or at the direction of the Board of Directors, or (2) by any stockholder entitled to vote who has timely delivered written notice to Autodesk's General Counsel during the Notice Period (as defined below), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations.

The Company's Bylaws also provide that the only business that may be conducted at an annual meeting is business that is brought (1) pursuant to the notice of meeting (or any supplement thereto), (2) by or at the direction of the Board of Directors, or (3) by a stockholder who has timely delivered written notice which sets forth all information required by Autodesk's Bylaws to the General Counsel of Autodesk during the Notice Period (as defined below).

The Notice Period is defined as the period commencing on the date 75 days prior to the one year anniversary of the date on which Autodesk first mailed its proxy materials to stockholders for the previous year's annual meeting of stockholders and terminating on the date 45 days prior to the one year anniversary of the date on which Autodesk first mailed its proxy materials to stockholders for the previous year's annual meeting of stockholders. As a result, the Notice Period for the 2012 annual meeting of stockholders will be from February 18, 2012 to March 19, 2012.

If a stockholder who has notified Autodesk of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, Autodesk need not present the proposal for vote at such meeting.

Q: How may I obtain a copy of the bylaw provisions regarding stockholder proposals and director nominations?

A: A copy of the full text of the bylaw provisions discussed above may be obtained by writing to the General Counsel of Autodesk, or may be found at www.autodesk.com under Investors Corporate Governance.

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All notices of proposals by stockholders, whether or not included in Autodesk's proxy materials, should be sent to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel.

Additional Information About the Proxy Materials

Q: What should I do if I receive more than one set of proxy materials?

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards, or Notices. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each Autodesk proxy card or voting instruction card that you receive to ensure that all your shares are voted.

Q: How may I obtain a separate Notice or a separate set of proxy materials?

A: If you share an address with another stockholder, each stockholder may not receive a separate Notice or a separate copy of the proxy materials. Stockholders who do not receive a separate Notice or a separate copy of the proxy materials may request to receive a separate Notice or a separate copy of the proxy materials by calling (415) 507-6705 or sending an email to *investor.relations@autodesk.com*. Alternatively, stockholders who share an address and receive multiple Notices or multiple copies of our proxy materials can request to receive a single copy by following the instructions above.

Q: What is the mailing address for Autodesk's principal executive offices?

A: Autodesk's principal executive offices are located at 111 McInnis Parkway, San Rafael, California 94903. Any written requests for additional information, additional copies of the proxy materials, notices of stockholder proposals, recommendations for candidates to the Board of Directors, communications to the Board of Directors or any other communications should be sent to this address.

Our internet address is *www.autodesk.com*. The information posted on our website is not incorporated into this proxy statement.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on January 6, 2012

The proxy statement is available at:

<https://materials.proxyvote.com/052769>

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PROPOSAL ONE

APPROVAL OF THE 2012 EMPLOYEE STOCK PLAN

At the Special Meeting, the stockholders will be asked to approve the Autodesk, Inc. 2012 Employee Stock Plan (the 2012 Employee Plan). The 2012 Employee Plan was adopted by the Board of Directors on November 7, 2011 and, subject to stockholder approval, will become effective on January 6, 2012.

The 2012 Employee Plan will include a fungible share design feature whereby each share of Common Stock subject to an incentive stock option or nonqualified stock option will be counted against the shares authorized for issuance under the 2012 Employee Plan as one share, and each share subject to an award of restricted stock or restricted stock units will be counted against the shares authorized for issuance under the 2012 Employee Plan as 1.79 shares. This feature will assist us in achieving our goal of having compensation programs that are both flexible and reflect current best practices.

If stockholders approve the 2012 Employee Plan, the maximum aggregate number of shares of Common Stock which may be issued under the 2012 Employee Plan will be 6,700,000 shares, plus that number of shares remaining for issuance under the existing 2008 Employee Stock Plan, as amended and restated (the 2008 Amended Plan) as of January 6, 2012, not to exceed 8,500,000 shares, plus that number of shares that are subject to equity awards granted under all of our active and expired or terminated employee equity compensation plans which are outstanding as of January 6, 2012, not to exceed 6,000,000 shares, and thereafter terminate, expire, lapse or are forfeited for any reason and which following the termination, expiration, lapse or forfeiture of such awards do not again become available for issuance under such plans, with the maximum aggregate total of shares of Common Stock which may be issued under the 2012 Employee Plan not to exceed 21,200,000 shares. Upon approval of the 2012 Employee Plan, no further equity awards may be granted under the 2008 Amended Plan.

As of October 31, 2011, there were 9,362,277 shares remaining for future grant under the 2008 Amended Plan and 2,601,181 shares remaining for future grant under the 2010 Director Plan, which were the only two active equity compensation plans under which we were able to grant awards at that date. In addition, at October 31, 2011, there were a total of 30,129,856 options outstanding with a weighted average exercise price of \$31.42 and weighted-average contractual life of 4.1 years under all of our active and expired or terminated equity compensation plans. There were a total of 2,104,469 unvested restricted stock units outstanding under all of our active and expired or terminated employee equity compensation plans and 16,049 unvested shares of restricted stock outstanding under all of our active and expired or terminated directors' equity compensation plans.