

AUTODESK INC  
Form 8-K  
January 06, 2012

**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)**

**January 6, 2012**

**Autodesk, Inc.**

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

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

**000-14338**  
**(Commission)**

**94-2819853**  
**(IRS Employer)**

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of incorporation)

File Number)  
111 McInnis Parkway

Identification No.)

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 the 2012 Employee Plan and the 2012 Directors Plan

At the 2012 Special Meeting of Stockholders of Autodesk, Inc. ( Autodesk or the Company ) held on January 6, 2012 (the Special Meeting ), the stockholders of Autodesk voted on and approved the Autodesk 2012 Employee Stock Plan (the 2012 Employee Plan ) and the Autodesk 2012 Outside Directors Stock Plan (the 2012 Directors Plan ).

The terms and conditions of the 2012 Employee Plan and the 2012 Directors Plan are described in Autodesk's definitive proxy statement, filed with the Securities and Exchange Commission on November 21, 2011. The 2012 Employee Plan and the 2012 Directors Plan are filed as Exhibit 10.1 and Exhibit 10.2 hereto, respectively, and are each incorporated by reference herein.

**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 Special Meeting, the following proposals were voted on and approved by the stockholders of Autodesk.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non Votes</b>
Proposal to approve the Autodesk, Inc. 2012 Employee Stock Plan	159,230,814	26,039,036	109,327	
Proposal to approve the Autodesk, Inc. 2012 Outside Directors Stock Plan	159,383,471	25,775,641	220,065	

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Autodesk, Inc. 2012 Employee Stock Plan
10.2	Autodesk, Inc. 2012 Outside Directors 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: January 6, 2012

**EXHIBIT INDEX**

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