

AUTODESK INC  
Form 8-K  
April 06, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**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)

March 31, 2006

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**Autodesk, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation)

**000-14338**  
(Commission 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)

**94-2819853**  
(IRS Employer

Identification No.)

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(Former name or former address, if changed since last report)

## Edgar Filing: AUTODESK INC - Form 8-K

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 March 31, 2006, the Board of Directors of Autodesk, Inc. ( Autodesk ) approved an Amended and Restated Executive Change in Control Program (the Plan ). The Plan was originally approved by the Board of Directors in 2000 and provides for certain payments to participants whose employment is terminated without cause (as defined in the Plan) within twelve months following a change in control (as defined in the Plan), provided the participant executes a release and non competition agreement. Payments to such participants would include: (i) cash payments equal to the participant s annual base compensation and average annual bonus (each as defined in the Plan), (ii) the acceleration of vesting of such participant s unvested stock options with respect to the number of shares that would have otherwise vested within the twelve (12) months following the date of the participant s termination of employment and (iii) payment of medical, dental and vision insurance coverage for the participant and certain of the participant s family members (as defined in the Plan) for up to twelve (12) months. Participants are designated by the Board of Directors and may change from time to time. The participants include each executive officer of the Company.

The Plan has been amended and restated primarily (i) to provide that payments to participants may also be made if a participant voluntarily terminates his or her own employment on account of good reason (as defined in the Plan) within twelve months following a change in control and (ii) to extend its term from three years until such time as it may be terminated by the Board of Directors. Certain tax related changes and other conforming changes have also been made. A copy of the Plan is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amended and Restated Executive Change in Control 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  
Vice President, General Counsel and Secretary

Date: April 6, 2006

**INDEX TO EXHIBITS**

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