

AUTODESK INC  
Form 8-K  
November 13, 2007

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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)

**November 6, 2007**

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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)

**94-2819853**  
(IRS Employer  
Identification No.)

**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):

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

*Adoption of 2008 Employee Stock Plan*

In September 2007, the Board of Directors of Autodesk, Inc. (the "Company") adopted, subject to stockholder approval, the Company's 2008 Employee Stock Plan (the "2008 Plan"). At the Special Meeting of Stockholders of the Company held on November 6, 2007, the Company's stockholders approved the 2008 Plan. The 2008 Plan will become effective upon the expiration of the Company's 2006 Employee Stock Plan (the "2006 Plan") on March 21, 2008 and will have a term of three years. The 2008 Plan permits the grant of stock options, restricted stock and restricted stock units to employees of the Company and reserves for issuance 16.5 million shares plus any shares that remain available for issuance under the 2006 Plan upon its expiration, not to exceed 1.0 million shares.

A copy of the 2008 Plan is filed with this report as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
10.1	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: November 13, 2007

**EXHIBIT INDEX**

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