

AUTODESK INC  
Form DEFA14A  
April 28, 2008

**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 § 14a-12

**AUTODESK, INC.**

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**AUTODESK, INC.**  
**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

**Stockholder Meeting to be held on 06/12/08**  
**Proxy Material Available**

Notice and Proxy Statement  
Annual Report to Stockholders

**PROXY MATERIAL - VIEW OR RECEIVE**

**You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery please make the request as instructed below on or before 05/29/08.**

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIAL**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

***See the Reverse Side for Meeting Information and Instructions on How to Vote***

**Meeting Information**

Meeting Type: Annual  
Meeting Date: 06/12/08

Meeting Time: 2:00 P.M. PDT

For holders as of: 04/14/08

**Meeting Location:**

Autodesk, Inc.  
111 McInnis Pkwy.  
San Rafael, CA 94903

**How To Vote**

**Vote In Person**

Should you choose to vote these shares in person at the meeting you must request a legal proxy . To request a legal proxy please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the material. Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance.

**Vote By Internet**

To vote *now* by Internet, go to

**[WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)**

Please refer to the proposals and follow the instructions.

**Voting items**

**A Election of Directors**

1. The Board of Directors recommends a vote FOR the listed nominees.

1a - Carol A. Bartz

1b - Carl Bass

1c - Mark A. Bertelsen

1d - Crawford W. Beveridge

1e - J. Hallam Dawson

1f - Per-Kristian Halvorsen

1g - Sean M. Maloney

1h - Elizabeth A. Nelson

1i - Charles J. Robel

1j - Steven M. West

**B Issues**

The Board of Directors recommends a vote FOR Item 2 and a vote FOR Item 3.

Please read the resolution in full in the accompanying proxy materials.

2. Proposal to ratify the appointment of Ernst & Young LLP as Autodesk's independent registered public accounting firm for the fiscal year ending January 31, 2009.
3. Proposal to approve amendments to the 2000 Directors' Option Plan.

**Voting Instructions**