

AUTODESK INC  
Form DEFA14A  
May 02, 2012

**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)

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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:

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

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(4) Proposed maximum aggregate value of transaction:

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- .. Fee paid previously with preliminary materials.
  
- .. 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:

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

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(4) Date Filed:

Autodesk employees,

Last month we began mailing materials for the upcoming Autodesk annual stockholder meeting to be held on Thursday, June 7, 2012. If you owned Autodesk shares (not options) on April 10, 2012, you should receive materials as part of the mailing. Please note that you may receive this information via email or regular mail depending on how you have elected to receive stockholder materials from Autodesk. Those materials will instruct you on how to submit your vote. A copy of the stockholder materials can also be viewed here: <http://www.sec.gov/Archives/edgar/data/769397/000119312511317820/d249782ddef14a.htm>

We encourage you to review this material and cast your vote to approve the proposals.

Regardless of whether you own shares or not, you may review Autodesk's 2012 Annual Report at <http://www.autodesk.com/investors>.

If you have any questions, please call the Autodesk Investor Line at 415-507-6705.

David Gennarelli