ANSYS INC Form 4/A June 17, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KOCIS RO	Symbol ANSYS INC [ANSS]						Issuer (Check all applicable)				
(Last) 2600 ANSY DRIVE, SO	, , , , ,	Middle)	3. Date of (Month/D 03/05/20	ay/Year		ansaction			Director Officer (give below) VP, WORLDW	title 10% below)	Owner er (specify
CANONSB	4. If Amendment, Date Original Filed(Month/Day/Year) 03/08/2016						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Noi	n-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transa Code (Instr.		4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	03/05/2016(7)			F	•	627 <u>(1)</u>	` ′	\$ 87.06	13,462 <u>(3)</u>	D	
Common Stock (2)	03/05/2016(7)			A		8,200 (2)	A	\$0	21,662 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	03/05/2016(7)		A	4,100	(5)	<u>(5)</u>	Common Stock	4,100
Performance Restricted Stock Unit	\$ 0	03/05/2016(7)		A	4,100	<u>(6)</u>	<u>(6)</u>	Common Stock	4,100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KOCIS ROBERT ANDREW 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317

VP, WORLDWIDE SALES & SUPPORT

Signatures

Sheila S. DiNardo, Attorney-in-Fact 06/17/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were retained by the Company in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of restricted stock units granted to the Reporting Person on March 5, 2015.
- (2) Represents restricted stock units ("Restricted Stock Units") issued under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. The Restricted Stock Units vest 25% annually in equal installments beginning on the first anniversary of the grant date.
- (3) Includes 8,700 Restricted Stock Units.
- (4) Includes 16,900 Restricted Stock Units.
- (5) Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Second Amended and Restated Long-Term Incentive Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target

Reporting Owners 2

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Performance RSUs based on the total shareholder return realized by the Issuer's stockholders, as measured against the percentage appreciation of the NASDAQ Composite Total Returns Index, during a three-year cumulative performance cycle (January 1, 2016 to December 31, 2018). All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2018, provided the reporting person remains employed by the Issuer on such date.

Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the achievement of certain performance criteria, as will be determined at the first meeting of

- (6) the Issuer's compensation committee following each of December 31, 2016, December 31, 2017 and December 31, 2018, during a three-year cumulative performance cycle. All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2018, provided the reporting person remains employed by the Issuer on such date.
- (7) This Form 4 amends the Form 4 filed on March 8, 2016 which incorrectly reported the transaction date(s) as March 5, 2015. The correct transaction date should have been reported as of March 5, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.