

AUTODESK INC  
Form SC 13D/A  
March 11, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Autodesk, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**052769106**

**(CUSIP Number)**

**Ricky C. Sandler**

**Eminence Capital, LP**

**65 East 55th Street**

**25th Floor**

**New York, New York 10022**

**(212) 418-2100**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**March 10, 2016**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 052769106

**1** NAME OF REPORTING PERSONS

Eminence Capital, LP

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

**8** SHARED VOTING POWER

OWNED BY

EACH

13,079,213

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH **0**

**10** SHARED DISPOSITIVE POWER

13,079,213

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,079,213

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%

**14** TYPE OF REPORTING PERSON

IA, PN

CUSIP No. 052769106

**1** NAME OF REPORTING PERSONS

Eminence GP, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **8** 0

SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** 10,610,020  
SOLE DISPOSITIVE POWER

PERSON

WITH **10** 0

SHARED DISPOSITIVE POWER

10,610,020

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,610,020

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

**14** TYPE OF REPORTING PERSON

OO

CUSIP No. 052769106

**1** NAME OF REPORTING PERSONS

Ricky C. Sandler

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 3,375

**8** SHARED VOTING POWER

OWNED BY

EACH

13,079,213

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 3,375

**10** SHARED DISPOSITIVE POWER

13,079,213

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,082,588

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%

**14** TYPE OF REPORTING PERSON

IN



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This Amendment No. 2 to Schedule 13D (this Amendment No. 2 ) relates to the common stock, par value \$0.01 per share (the Shares ), of Autodesk, Inc., a Delaware corporation (the Issuer ) and amends the Schedule 13D filed on November 16, 2015, as amended by Amendment No. 1 thereto filed on December 11, 2015 (the Original Schedule 13D ) and, together with this Amendment No. 2, the Schedule 13D ). Capitalized terms used and not defined in this Amendment No. 2 have the meanings set forth in the Original Schedule 13D.

This Amendment No. 2 is being filed to amend Item 4, Item 5, Item 6 and Item 7 of the Schedule 13D as follows:

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is amended to add the following:

On March 10, 2016, the Issuer entered into an agreement (the Settlement Agreement ) with certain Reporting Persons (collectively, Eminence ) pertaining to the election of directors to the Issuer's Board of Directors (the Board ). Pursuant to the Settlement Agreement, the Issuer increased the size of the Board from 10 to 13 directors and appointed Mr. Scott Ferguson, Mr. Rick Hill and Mr. Jeff Clarke to the Board.

Under the terms of the Settlement Agreement, until the expiration of certain standstill restrictions, Eminence agreed to vote all of its Shares for each of the Issuer's nominees recommended by the Board, against any nominees for director not recommended by the Board and against any proposals to remove any director. Eminence also agreed to customary standstill restrictions, which are subject to certain exceptions.

A copy of the Settlement Agreement and a joint press release regarding the Settlement Agreement (the Press Release ) issued on March 11, 2016, are attached hereto as Exhibits 4 and 5, respectively, and incorporated by reference herein. The foregoing descriptions of the Settlement Agreement and the Press Release are qualified in their entirety by reference to the full text of the Settlement Agreement and the Press Release, respectively.

In addition, on March 10, 2016, in accordance with Section 6(A) of the E/S Agreement (previously filed as Exhibit 1 to the Schedule 13D), Eminence Capital and Sachem Head, on behalf of the group, mutually agreed to terminate the E/S Agreement (the Termination Agreement ) and dissolve the group that was previously formed under the Exchange Act. Effective as of execution of the Termination Agreement the Reporting Persons and the Sachem Head Persons shall no longer be deemed to be a group for purposes of Section 13(d)(3) of the Exchange Act and Rule 13d-5(b) promulgated thereunder. All further filings with respect to transactions in the securities of the Issuer will be filed, if required, separately by the Reporting Persons and the Sachem Head Persons. The Termination Agreement is attached as Exhibit 6 hereto and is incorporated by reference herein.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is amended to add the following:

The response to Item 4 of this Schedule 13D is incorporated herein by reference.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is amended to add the following:

The response to Item 4 of this Schedule 13D is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

- Exhibit 4 Agreement, dated as of March 10, 2016, by and among Autodesk, Inc., Eminence Capital, LP and Eminence GP, LLC
- Exhibit 5 Press Release, dated March 11, 2016
- Exhibit 6 Termination Agreement, dated as of March 10, 2016, by and between Eminence Capital, LP and Sachem Head Capital Management LP

**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certified that the information set forth in this statement is true, complete and correct.

Dated: March 11, 2016

/s/ Ricky C. Sandler  
Ricky C. Sandler, individually; as  
Managing Member of Eminence Capital GP, LLC, the  
General Partner of Eminence Capital, LP;  
and as Managing Member of Eminence GP, LLC

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1*	Agreement, dated as of November 13, 2015, by and between Eminence Capital, LP and Sachem Head Capital Management LP
Exhibit 2*	Joint Filing Agreement, dated November 16, 2015, by and among Eminence Capital, LP, Eminence GP, LLC, and Ricky C. Sandler
Exhibit 3*	Amended and Restated Limited Partnership Agreement of EC Co-Invest I, LP, dated as of October 30, 2015
Exhibit 4	Agreement, dated as of March 10, 2016, by and among Autodesk, Inc., Eminence Capital, LP and Eminence GP, LLC
Exhibit 5	Press Release, dated March 11, 2016
Exhibit 6	Termination Agreement, dated as of March 10, 2016, by and between Eminence Capital, LP and Sachem Head Capital Management LP

\* Previously filed.