

AUTODESK INC  
Form 8-K  
April 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**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)**

**April 20, 2010**

**Autodesk, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**000-14338**  
**(Commission File Number)**

**94-2819853**  
**(IRS Employer)**

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of incorporation)

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):

- .. 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))

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

***Decisions Regarding Re-election to Board of Directors***

On April 20, 2010, Elizabeth A. Nelson informed Autodesk, Inc. ( Autodesk ) that she will not seek re-election to the Board of Directors (the Board ). Ms. Nelson will continue to serve on the Board and Audit Committee of Autodesk through Autodesk s 2010 annual meeting of stockholders on June 10, 2010 (the 2010 Annual Meeting ).

***Committee Appointments***

On April 20, 2010, the Board approved changes to Board committees such that as of June 10, 2010, immediately following the 2010 Annual Meeting, the committees will be composed as follows:

*Audit Committee:* Charles J. Robel (Chairman), J. Hallam Dawson and Crawford W. Beveridge

*Compensation and Human Resources Committee:* Steven M. West (Chairman), Per-Kristian Halvorsen and Mary T. McDowell

*Corporate Governance and Nominating Committee:* Per-Kristian Halvorsen (Chairman), Crawford W. Beveridge and Sean M. Maloney

**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: April 23, 2010