

AUTODESK INC
Form DEFA14A
June 21, 2005

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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)

(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:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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.:

(3) Filing Party:

(4) Date Filed:

Autodesk, Inc. (*Autodesk*) intends to send the following information to certain Autodesk stockholders in connection with Autodesk's Annual Meeting of Stockholders to be held on June 23, 2005 (the *Annual Meeting*), regarding the proposed Autodesk 2006 Stock Plan. A copy of the 2006 Stock Plan, as currently proposed for approval at the Annual Meeting, can be found by reference to Appendix B to Autodesk's 2005 Proxy Statement filed on May 16, 2005 (Commission File No. 000-14338).

**Re: Autodesk, Inc.
2006 Stock Plan Proposal**

Ladies and Gentlemen:

As we have discussed, if stockholder approval is obtained for our 2006 Stock Plan, which is proposed for consideration at Autodesk's Annual Meeting on June 23, 2005, senior management will recommend to the board that Autodesk amend its current policy which limits aggregate annual awards under the 1996 Stock Plan and the 2006 Stock Plan to no more than 3% of the company's outstanding common stock (calculated on the first day of any given fiscal year), with the exception of awards made in connection with a merger or acquisition or the hiring of a new senior executive. The new policy to be proposed to the board would be the following: It is the policy of the board that aggregate annual awards under the 1996 Stock Plan and the 2006 Stock Plan shall be no more than 1.9% of the company's outstanding common stock (calculated on the first day of any given fiscal year), net of shares previously granted and returned to the plan during the year, with the exception of awards made in connection with a merger or acquisition or the hiring of a new senior executive.

Please contact me with any questions regarding the foregoing. We sincerely appreciate your support as a stockholder of Autodesk and we hope to see you at our Annual Meeting on June 23, 2005.

Very truly yours,

AUTODESK, INC.

Marcia K. Sterling
Senior Vice President and General Counsel