## AUTODESK INC Form SC 13G/A February 16, 2010

SC 13G/A

VIKING GLOBAL PERFORMANCE LLC
VIKING GLOBAL INVESTORS LP
VIKING GLOBAL EQUITIES LP
VIKING GLOBAL EQUITIES II LP
VIKING LONG FUND GP LLC
VIKING LONG FUND MASTER LTD.
O. ANDREAS HALVORSEN
DAVID C. OTT
THOMAS W. PURCELL, JR.

NASD

0000769397 Autodesk, Inc. 94-2819853

Eric Komitee 203-863-5062

0001132625 vgp#55vgp

SC 13G

viking1.txt

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G/A (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b),(c)

AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934\*

(Amendment No. 1)

Autodesk, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

052769106 (CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Chec	ck	the	appropriate	box	to	designate	the	rule	pursuant	to	which	this
Schedule	is	fi	led:									

- [ ] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [ ] Rule 13d-1(d)

The information required in 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).

Schedule 13G/A PAGE 2 of 15

CUSIP No. 052769106

(1) NAME	OF REPORTING PERSON
S.S.	OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Viking Global Investors LP

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) [ ]
- (b) [x]

- (3) SEC USE ONLY
- (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER 0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER 8,844,601

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 8,844,601

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,844,601

<sup>\*</sup> 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 the disclosures provided in a prior cover page.

(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES		[ ]			
	IN ROW	() EXCEODES CENTAIN SHAKES		L J			
(11)		OF CLASS REPRESENTED					
	3.9%	INT IN ROW (9)					
(12)	TYPE OF	REPORTING PERSON					
Schedule	13G/A		PAGE	3 of			
CUSIP No.	0527691	06					
(1)							
		R I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Global Performance LLC					
(2)	CHECK I	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(2)	[ ]			
			(a) (b)	[x]			
(3)	SEC USE	CONLY					
(4)		ISHIP OR PLACE OF ORGANIZATION					
NUMBER OF	(5	S) SOLE VOTING POWER					
SHARES		0					
BENEFICIA:	LLY (6	S) SHARED VOTING POWER					
OWNED BY		8,563,201					
EACH	(7	)) SOLE DISPOSITIVE POWER					
REPORTING		0					
PERSON WI'	TH (8	S) SHARED DISPOSITIVE POWER 8,563,201					
(9)		ATE AMOUNT BENEFICIALLY OWNED  H REPORTING PERSON  201					
(10)		OOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES		[ ]			
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.7%						
(12)	TYPE OF	REPORTING PERSON					

Schedule 13G PAGE 4 of 15 CUSIP No. 052769106 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Viking Global Equities LP (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [x] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF (5) SOLE VOTING POWER 0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 2,970,000 OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING (8) SHARED DISPOSITIVE POWER PERSON WITH 2,970,000 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,970,000 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.3% (12) TYPE OF REPORTING PERSON PN

Schedule 13G/A PAGE 5 of 15

CUSIP No. 052769106

<sup>(1)</sup> NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Viking Global Equities II LP

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

(2)	CHEC	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[ ] [x]
(3)	SEC U	JSE O	NLY		
(4)	CITIZ	ZENSH Dela	IP OR PLACE OF ORGANIZATION ware		
NUMBER OF	1	(5)	SOLE VOTING POWER 0		
BENEFICIA	ALLY	(6)	SHARED VOTING POWER 162,600		
EACH REPORTING	j	(7)	SOLE DISPOSITIVE POWER 0		
PERSON WI	ТН	(8)	SHARED DISPOSITIVE POWER 162,600		
(9)		ACH R	AMOUNT BENEFICIALLY OWNED EPORTING PERSON		
(10)			IF THE AGGREGATE AMOUNT ) EXCLUDES CERTAIN SHARES		[ ]
(11)	1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) .1%				
(12)	TYPE	OF R	EPORTING PERSON		
Schedule	120/7			DAGE	6 . 5
CUSIP No.		59106		PAGE	6 of
(1)	NAME S.S.	OF R	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON ng Fund GP LLC		
(2)	CHEC	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[ ] [x]
(3)	SEC U	ICE O	NT.Y		

Delaware

NUMBER OF		(5)	SOLE VOTING POWER		
SHARES	SHARES				
BENEFICIA	LLY	(6)	SHARED VOTING POWER		
OWNED BY	OWNED BY		281,400		
EACH		(7)	SOLE DISPOSITIVE POWER		
REPORTING					
PERSON WITH		(8)	SHARED DISPOSITIVE POWER 281,400		
(9)		-	AMOUNT BENEFICIALLY OWNED		
	BY EA 281,4		EPORTING PERSON		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
, ,			F CLASS REPRESENTED IN ROW (9)		
(12)	TYPE	OF R	EPORTING PERSON		

Schedule 13G/A PAGE 7 of 15

CUSIP No. 052769106

OWNED BY

BENEFICIALLY (6) SHARED VOTING POWER

281,400

CUSIP No.	052/69106		
(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Viking Long Fund Master Ltd.		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[ ] [x]
(3)	SEC USE ONLY		
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF	(5) SOLE VOTING POWER		
SHARES			

EACH		(7)	SOLE DISPOSITIVE POWER							
REPORTING										
PERSON WI	TH	(8)	SHARED DISPOSITIVE POWER 281,400							
(9)		GREGATE AMOUNT BENEFICIALLY OWNED EACH REPORTING PERSON 1,400								
(10)			IF THE AGGREGATE AMOUNT ) EXCLUDES CERTAIN SHARES		[ ]					
(11)			F CLASS REPRESENTED IN ROW (9)							
(12)		OF R	EPORTING PERSON							
Schedule	13G/A			PAGE	8 of 3					
CUSIP No.	05276	9106								
(1)		OR I	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON ndreas Halvorsen							
(2)	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[ ] [x]					
(3)	SEC U	JSE O	NLY							
(4)	CITIZ		IP OR PLACE OF ORGANIZATION							
NUMBER OF		(5)	SOLE VOTING POWER 0							
BENEFICIA:	LLY	(6)	SHARED VOTING POWER 8,844,601							
EACH		(7)	SOLE DISPOSITIVE POWER 0							
REPORTING										
PERSON WI	TH	(8)	SHARED DISPOSITIVE POWER 8,844,601							
(9)		CH R	AMOUNT BENEFICIALLY OWNED EPORTING PERSON							

		IF THE AGGREGATE AMOUNT ) EXCLUDES CERTAIN SHARES		[ ]
		F CLASS REPRESENTED IN ROW (9)		
(12)	TYPE OF R	EPORTING PERSON		
Schedule 1	.3G/A		PAGE	9 of 1
CUSIP No.	052769106			
	S.S. OR I	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON d C. Ott		
(2)	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	
(3)	SEC USE O	NLY		
` '	CITIZENSH United St	IP OR PLACE OF ORGANIZATION ates		
NUMBER OF	(5)	SOLE VOTING POWER 0		
BENEFICIAL OWNED BY	LY (6)	SHARED VOTING POWER 8,844,601		
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0		
PERSON WIT	TH (8)	SHARED DISPOSITIVE POWER 8,844,601		
		AMOUNT BENEFICIALLY OWNED EPORTING PERSON		
		IF THE AGGREGATE AMOUNT ) EXCLUDES CERTAIN SHARES		[ ]
		F CLASS REPRESENTED IN ROW (9)		

(12)	TYPE	OF R	EPORTING PERSON		
Schedule :	13G/A			PAGE 10 of	15
CUSIP No.		59106			
(1)		OR I	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON as W. Purcell, Jr.		
(2)	CHECF	K THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[x]
(3)	SEC (	JSE O	NLY		
(4)	CITIZ Unite		IP OR PLACE OF ORGANIZATION ates		
NUMBER OF		(5)	SOLE VOTING POWER 0		
BENEFICIA:	LLY	(6)	SHARED VOTING POWER 8,844,601		
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0		
PERSON WI	TH	(8)	SHARED DISPOSITIVE POWER 8,844,601		
(9)		ACH R	AMOUNT BENEFICIALLY OWNED EPORTING PERSON		
(10)			IF THE AGGREGATE AMOUNT ) EXCLUDES CERTAIN SHARES		[ ]
(11)			F CLASS REPRESENTED IN ROW (9)		
(12)	TYPE	OF R	EPORTING PERSON		

Schedule 13G/A PAGE 11 of 15

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 111 McInnis Parkway, San Rafael, California, 94903

ITEM 2(a). NAME OF PERSON FILING:

Viking Global Performance LLC ("VGP"), Viking Global Investors LP ("VGI"), Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGEII"), Viking Long Fund GP LLC ("VLFGP") Viking Long Fund Master Ltd. ("VLFM") O. Andreas Halvorsen, David C. Ott and Thomas W. Purcell, Jr.

ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

The business address of each of the Reporting Persons is

55 Railroad Avenue, Greenwich, CT 06830.

### ITEM 2(c). CITIZENSHIP:

VGE, VGEII, VGI, are each Delaware limited partnerships, VLFM is a Cayman Island Corporation, and VGP and VLFGP are both Delaware limited liability company.

O. Andreas Halvorsen is a citizen of Norway. David C. Ott and Thomas W. Purcell, Jr. are citizens of the United States.

- ITEM 2(d). TITLE OF CLASS OF SECURITIES:

  Common Stock
- ITEM 2(e). CUSIP NUMBER: 052769106
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
  - (a) [ ] Broker or dealer registered under Section 15 of the  $$\operatorname{Act}$$
  - (b) [ ] Bank as defined in Section 3(a)(6) of the Act
  - (c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act
  - (d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940

  - (f) [ ] Employee Benefit Plan, Pension Fund which is subject
     to the provisions of the Employee Retirement Income
     Security Act of 1974 or Endowment Fund; see Rule 13d 1(b)(1)(ii)(F)

Schedule 13G/A PAGE 12 of 15

(g) [ ] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);

- (h) [ ] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [ ] A non-U.S. institution in accordance with Rule 240.13d-1 (b) (1) (ii) (J)
- (K) [ ] Group, in accordance with Rule 240.13d-1 (b) (1) (ii) (K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1 (b) (1) (ii) (J), please specify the type of institution:

#### ITEM 4. OWNERSHIP.

- A. VGI
  - (a) Amount beneficially owned 8,844,601
  - (b) Percent of class: 3.9%
    - (All percentages herein are based on 229,719,532 shares of Common Stock reported to be outstanding on the Company's 10-Q as of November 30, 2009)
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote  $\ensuremath{\text{0}}$
    - (ii) shared power to vote or to direct the vote 8,844,601
    - (iii) sole power to dispose or to direct the disposition of  $\boldsymbol{0}$
    - (iv) shared power to dispose or to direct the disposition of 8,844,601

VGI provides managerial services to VGE, VGEII, Viking Long Fund LP and Viking Long Fund Intermediate LP. VGI is also party to an investment management agreement with VGE III Portfolio Ltd., Viking Long Fund III Ltd and Viking Long Fund Master Ltd, companies organized under the aws of the Cayman Islands, pursuant to which VGI performs managerial services in connection with such accounts.VGI have authority to dispose of and vote securities held in such accounts. VGI does not own directly any shares of Common Stock.

Schedule 13G/A PAGE 13 of 15

- B. VGP
  - (a) Amount beneficially owned: 8,563,201
  - (b) Percent of class: 3.7%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote  $\boldsymbol{0}$
    - (ii) shared power to vote or to direct the vote 8,563,201
    - (iii) sole power to dispose or to direct the disposition of  $\boldsymbol{0}$
    - (iv) shared power to dispose or to direct the disposition of 8,563,201

VGP, as the general partner of VGE and VGEII, has the power to dispose of and vote the shares of common stock

directly owned by VGE and VGEII. VGP is a party to an investment management agreement with VGE III Portfolio Ltd. a company organized under the laws of the Cayman Islands, pursuant to which VGP has investment authority with respect to securities held in such accounts. VGP has authority to dispose of and vote securities held in such accounts.VGP does not own directly any shares of common stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended, (the "Act"), VGP and VGI may each be deemed to own beneficially shares directly held by VGE, VGEII and VGE III Portfolio Ltd, and VLFGP and VGI may each be deemed to own beneficially shares directly held by VLFM.

### C. VLFGP

- (a) Amount beneficially owned: 281,400
- (b) Percent of class: .1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  $\boldsymbol{0}$
  - (ii) shared power to vote or to direct the vote 281,400
  - (iii) sole power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$
  - (iv) shared power to dispose or to direct the disposition of 281,400

VLFGP , as the general partner of VLFM, has the power to dispose of and vote the shares of common stock directly owned by VLFM. VLFGP does not own directly any shares of common stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended, (the "Act"), VGP and VGI may each be deemed to own beneficially shares directly held by VGE, VGEII and VGE III Portfolio Ltd, and VLFGP and VGI may each be deemed to own beneficially shares directly held by VLFM.

#### D. VGE

- (a) Amount beneficially owned: 2,970,000
- (b) Percent of class: 1.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  $\ensuremath{\mathtt{0}}$
  - (ii) shared power to vote or to direct the vote 2,970,000
  - (iii) sole power to dispose or to direct the disposition of  $\boldsymbol{0}$
  - (iv) shared power to dispose or to direct the disposition of 2,970,000

VGE has the power to dispose of and the power to vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, that provides managerial services to VGE.

#### E. VGE II

- (a) Amount beneficially owned: 162,600
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote  $\boldsymbol{0}$
- (ii) shared power to vote or to direct the vote 162,600
- (iii) sole power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$
- (iv) shared power to dispose or to direct the disposition of 162,600

VGEII has the power to dispose of and the power to vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

#### F. VLFM

- (a) Amount beneficially owned: 281,400
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  $\boldsymbol{\Omega}$
  - (ii) shared power to vote or to direct the vote 281,400
  - (iii) sole power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$
  - (iv) shared power to dispose or to direct the disposition of 281,400

VLFM has the power to dispose of and the power to vote the shares of common stock directly owned by it, which powermay be exercised by its general partner, VLFGP and by VGI, an affiliate of VLFGP, that provides managerial services to VLFM.

Schedule 13G/A PAGE 14 of 15

G. O. Andreas Halvorsen, David C. Ott and Thomas W. Purcell, Jr.

- (a) Amount beneficially owned: 8,844,601
- (b) Percent of class: 3.9%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  $\ensuremath{\mathtt{0}}$
  - (ii) shared power to vote or to direct the vote 8,844,601
  - (iii) sole power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$
  - (iv) shared power to dispose or to direct the disposition of 8,844,601

Messrs. Halvorsen, Ott, and Purcell, as
Executive Committee Members of VGI, VGP, and VLFGP,
have shared power to dispose of and shared power
to vote the Common Stock beneficially owned by
VGI, VGP and VLFGP. None of Messrs. Halvorsen, Ott and Purcell
directly owns any shares of Common Stock other
than through the funds. Based on Rule 13d-3 of the Act,
each may be deemed to beneficially own the shares directly
owned by VGE, VGE II, VGE III Portfolio Ltd and VLFM.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. Not applicable.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

  Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP. Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

  Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect.

Schedule 13G/A PAGE 15 of 15

#### SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 16, 2010

/s/ O. ANDREAS HALVORSEN
By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ DAVID C. OTT
By: David C. Ott- individually and
as an Executive Committee Member of
VIKING GLOBAL PERFORMANCE LLC, on behalf
of itself and VIKING GLOBAL EQUITIES LP,
VIKING GLOBAL EQUITIES II LP,
and as an Executive Committee Member of
Viking Global Partners LLC, on behalf of
VIKING GLOBAL INVESTORS LP, and as
an Executive Committee Member of
VIKING LONG FUND GP LLC on behalf of itself

and VIKING LONG FUND MASTER LTD.

/s/ THOMAS W. PURCELL, JR.

By: Thomas W. Purcell, Jr.- individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

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