

AUTODESK INC
 Form 3
 November 23, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Â EMINENCE CAPITAL, LP (Last) (First) (Middle) 65 EAST 55TH STREET, Â 25TH FLOOR (Street) NEW YORK, Â NY Â 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2015	3. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See explanation of responses	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share ("Common Stock")	12,399,027	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call Option (right to buy)	Â (5)	01/11/2017	Common Stock	683,561	\$ 35	I	See footnotes (1) (2) (3) (4)
Short Put Option (obligation to buy)	Â (6)	01/11/2017	Common Stock	683,561	\$ 35	I	See footnotes (1) (2) (3) (4)
Cash Settled Total Return Swaps	Â (7)	10/12/2017	Common Stock	210,890	\$ 45.76	I	See footnotes (1) (2) (3) (4) (7)
Cash Settled Total Return Swaps	Â (7)	10/12/2017	Common Stock	264,439	\$ 45.74	I	See footnotes (1) (2) (3) (4) (7)
Cash Settled Total Return Swaps	Â (7)	11/16/2017	Common Stock	177,051	\$ 61.75	I	See footnotes (1) (2) (3) (4) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
EMINENCE CAPITAL, LP 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â		See explanation of responses
Eminence GP, LLC C/O EMINENCE CAPITAL, LP 65 EAST 55TH STREET, 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â		See explanation of responses
Sandler Ricky C 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022	Â	Â X	Â		See explanation of responses

Signatures

EMINENCE CAPITAL, LP, By: Eminence Capital GP, LLC, /s/ Ricky C. Sandler, Managing Member	**Signature of Reporting Person	11/23/2015
	Date	
EMINENCE GP, LLC, /s/ Ricky C. Sandler, Managing Member	**Signature of Reporting Person	11/23/2015
	Date	
/s/ Ricky C. Sandler	**Signature of Reporting Person	11/23/2015
	Date	

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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(1) The securities disclosed in this Form 3 may be deemed to be indirectly beneficially owned by Eminence Capital, LP ("Eminence Capital"). The securities are directly held by Eminence Partners, L.P. ("Eminence I"), Eminence Partners II, L.P. ("Eminence II"), Eminence Partners Leveraged, L.P. ("Eminence Leveraged"), Eminence Eaglewood Master, L.P. ("Eminence Eaglewood"), Eminence Partners Long, L.P. ("Eminence Long"), EC Co-Invest I, LP ("EC Co-Invest" and together with Eminence I, Eminence II, Eminence Leveraged, Eminence Eaglewood and Eminence Long, the "Partnerships"), Eminence Fund Master, Ltd. ("Eminence Offshore Master Fund"), Eminence Fund Leveraged Master, Ltd.

(2) (Continued from footnote 1) ("Eminence Offshore Leveraged Master Fund" and, together with Eminence Offshore Master Fund, the "Master Funds"), Eminence Fund Long, Ltd. ("Eminence Offshore Long" and, together with the Partnerships and the Master Funds, the "Eminence Funds"), a separately managed account (the "SMA") and the family accounts and other related accounts over which Ricky C. Sandler ("Mr. Sandler") has investment discretion (the "Family Accounts"). Eminence Capital may be deemed to be the indirect beneficial owner of such securities by virtue of its position as the investment manager to the Eminence Funds and the investment adviser to the SMA. In addition, Eminence GP, LLC ("Eminence GP") may be deemed to be the indirect beneficial owner of such securities held by the Partnerships and the Master Funds by virtue of its position as the general partner or manager of the Partnerships and the Master Funds, as applicable.

(3) (Continued from footnote 2) Mr. Sandler may be deemed to be the indirect beneficial owner of such shares held by the Eminence Funds, the SMA and the Family Accounts by virtue of his direct and indirect control of Eminence Capital, Eminence GP and the Family Accounts. For purposes of Rule 16a-1(a)(2) of the 1934 Act, each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.

(4) The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(d) group with Sachem Head Capital Management LP and certain other entities as disclosed in a Schedule 13D filed on behalf of the Reporting Persons on November 16, 2015 (the "November 16 13D"). As of November 13, 2015, the members of this Section 13(d) group collectively owned more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by the Sachem Head Persons (as defined in the November 16 13D), as such shares are being reported in a separate Form 3 filing. The Reporting Persons disclaim any pecuniary interest in the securities held by the Sachem Head Persons.

(5) Exercisable at any time up to and including the expiration date.

(6) Exercisable at any time up to and including the expiration date.

(7) The total return swaps provide for cash settlement at any time up to and including their expiration date. The swaps do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer and do not require the counterparty to acquire, hold, vote or dispose of any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership of any shares of Common Stock that may be referenced in the swap contracts or shares of Common Stock or other securities or financial instruments that may be held from time to time by the counterparty to the contracts.

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.