

AUTODESK INC  
Form DEFA14A  
October 06, 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:

---

The following is a transcript of a presentation to employees by Carol Bartz, Chief Executive Officer of Autodesk, Inc. ( Autodesk ) regarding Autodesk s Special Meeting of Stockholders to be held on November 10, 2005 (the Special Meeting ) and the proposed 2006 Employee Stock Plan. The transcript will be posted on Autodesk s internal web site. A copy of the 2006 Employee Stock Plan, as currently proposed for approval at the Special Meeting, can be found by reference to Appendix A to Autodesk s Proxy Statement filed on September 27, 2005 (Commission File No. 000-14338).

---

Last week we filed documents with the Securities and Exchange Commission stating our intent to ask our shareholders to approve a new Employee Stock Plan. Our Board of Directors approved the proposed plan, and now we must get the shareholders to vote to approve it before it can become effective.

We ve made several changes from the plan that was narrowly rejected by shareholders last June, and there have been changes in the company s position as well.

We are confident that the plan we ve proposed is robust enough to meet the company s and employees needs.

As a result of these changes we expect the most influential shareholder advisory agency the Institutional Shareholders Services, or ISS will recommend a vote in favor of the plan. In June they recommended against it.

The date for the proxy vote is November 10, 2005.

Everyone who owned shares, not options, of Autodesk stock on September 15, should receive proxy information and instructions about how to cast your ballot.

If you told your stock broker to send these materials electronically, you should have already received your proxy in your e-mail.

If you chose regular mail notification, you ll receive hard copy in the mail shortly.

I think you all know how important this vote is.

We lost the last shareholder vote for a stock plan in June by a very small percentage and our current stock plan ends next March 2006.

The executive team and the Board firmly believe stock options are a valuable part of our overall employee incentive program.

I know you feel that way, too.

**To help ensure our ability to grant stock options to employees, you should vote in favor of this proposal.** Should I say that again, just to be sure everyone's clear?

There's more information available on the Infosys stock page. Watch Infosys and your e-mail for reminders. Every vote is vital!