

ANSYS INC  
Form 10-K/A  
March 31, 2006

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

WASHINGTON, D.C. 20549

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**FORM 10-K/A**

Amendment No. 1

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(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 0-20853

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**ANSYS, Inc.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**04-3219960**  
(I.R.S. Employer  
Identification No.)

275 Technology Drive, Canonsburg, PA  
(Address of principal executive offices)

15317  
(Zip Code)

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724-746-3304

(Registrant's telephone number, including area code)

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**Securities registered pursuant to Section 12(b) of the Act:**

<b>None</b> (Title of each class)	<b>None</b> (Name of exchange on which registered)
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**Securities registered pursuant to Section 12(g) of the Act:**

**Common Stock, \$.01 par value per share**

(Title of class)

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Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by a check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by a check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in PART III of this Form 10-K, or any amendment to this Form 10-K.

Indicate by a check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes  No

Indicate by a check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based upon the closing sale price of the Common Stock on June 30, 2005 as reported on the NASDAQ National Market, was approximately \$950,000,000. Shares of Common Stock held by each officer and director and by each person who owns 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the Registrant's Common Stock, par value \$.01 per share, outstanding as of February 28, 2006 was 32,161,968 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**Explanatory Note**

This Form 10-K/A constitutes Amendment No. 1 to the Registrant's report on Form 10-K for the period ended December 31, 2005 originally filed on March 9, 2006. The Registrant is filing this Form 10-K/A for the sole purpose of amending the Section 302 certifications. The original Section 302 certifications as filed did not contain the proper internal control language in Item 4. Except as described above, no other changes have been made to the originally filed Form 10-K and no attempt has been made in this Amendment No. 1 to modify or update disclosures for events that occurred subsequent to the original filing.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ANSYS, Inc.**

Date: March 31, 2006

By: /s/ James E. Cashman III  
James E. Cashman III  
President and Chief Executive Officer

Date: March 31, 2006

By: /s/ Maria T. Shields  
Maria T. Shields  
Chief Financial Officer,  
  
Vice President, Finance and Administration

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.