

AUTODESK INC  
Form DEFA14A  
December 09, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
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:

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(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):

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- 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.

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Autodesk employees,

Last week we began delivering materials for our upcoming Special Meeting of Stockholders to be held on Tuesday, January 14, 2014. If you owned Autodesk stock (not options or unvested restricted stock units) on November 15, 2013, you already have or will receive the materials. Please note that you may receive this information via email or regular mail depending on how you have elected to receive stockholder materials from Autodesk. Those materials will instruct you on how to submit your vote. A copy of the Proxy Statement can also be viewed here: [Autodesk Definitive Proxy Statement](#).

The purpose of the 2014 Special Meeting of Stockholders is to ask our stockholders to approve an amendment to the Autodesk 2012 Employee Stock Plan to increase the number of shares reserved under the plan by 11,350,000 shares and add new performance goals. As employees of Autodesk and potential recipients of these grants, we encourage you to vote to approve the amendment to the plan so that we can continue to remain competitive in making equity compensation a key part of the total compensation of our employees.

We are holding this Special Meeting earlier than our regular annual meeting (typically held in early June) to obtain approval of the amendment to the plan to provide our Compensation Committee with additional flexibility to design compensation programs and to allow us to plan accordingly. Approval of the amendment to the Autodesk 2012 Employee Stock Plan will ensure that we can continue to use the plan to achieve Autodesk's employee performance, recruiting and retention goals.

We encourage you to review all of the materials related to this matter and cast your vote.

If you have any questions, please call the Autodesk Investor Line at 415-507-6705.

David Gennarelli

David Gennarelli  
Director Investor Relations