

AUTODESK INC
Form DEF 14A
April 29, 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
(Amendment No.)

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 § 240.14a-12

AUTODESK, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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April 29, 2013

Dear Autodesk Stockholder:

You are cordially invited to attend Autodesk's 2013 Annual Meeting of Stockholders to be held on Thursday, June 13, 2013, at 3:00 p.m., Pacific Time, at our San Francisco office, The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105.

The 2013 Annual Meeting of Stockholders will be held for the following purposes:

1. To elect the nine directors listed in the accompanying Proxy Statement;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2014;
3. To hold a non-binding vote to approve compensation for our named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting.

The accompanying Notice of 2013 Annual Meeting of Stockholders and Proxy Statement describe these proposals in greater detail. We encourage you to read this information carefully.

This year we are once again relying on the Securities and Exchange Commission rule that allows us to furnish our proxy materials to our stockholders over the Internet rather than in paper form. We believe this delivery process reduces our environmental impact and lowers the costs of printing and distributing our proxy materials without hindering our stockholders' timely access to this important information.

We hope that you will be able to attend this year's Annual Meeting. We will report on fiscal 2013, and there will be an opportunity for all stockholders present to ask questions. Whether or not you plan to attend the meeting, please ensure that you are represented by voting in advance. You can vote on the Internet, by telephone, or by requesting, signing and returning a proxy card. Your vote is important.

On behalf of the Board of Directors, I would like to express our appreciation for your continued support of Autodesk.

Very truly yours,

Carl Bass

President and Chief Executive Officer

NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

Time and Date Thursday, June 13, 2013, at 3:00 p.m., Pacific Time.
Autodesk's San Francisco office, located at: The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105.

Place

Items of Business To elect the nine directors listed in the accompanying Proxy
(1) Statement to serve for the coming year and until their successors are duly elected and qualified.
To ratify the appointment of Ernst & Young LLP as our independent
(2) registered public accounting firm for the fiscal year ending January 31, 2014.
(3) To hold a non-binding vote to approve compensation for our named executive officers.
(4) To transact such other business as may properly come before the Annual Meeting.

Adjournments and Postponements These items of business are more fully described in the Proxy Statement accompanying this Notice of 2013 Annual Meeting of Stockholders. Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

Record Date You are entitled to vote if you were a stockholder of record as of the close of business on April 19, 2013.

Voting Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the Proxy Statement and to vote. You can vote on the Internet, by telephone, or by requesting, signing and returning your proxy card as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the 2013 Annual Meeting and Procedural Matters" beginning on page 1 of the Proxy Statement and the instructions on the notice of Internet availability of proxy materials.

All stockholders are cordially invited to attend the Annual Meeting. If you attend the Annual Meeting, you may vote in person even if you previously signed and returned a proxy card or voted on the Internet or by telephone.

By Order of the Board of Directors,
Pascal W. Di Fronzo

Senior Vice President, General Counsel and Secretary

This notice of Annual Meeting, Proxy Statement and accompanying form of proxy card are being distributed and made available on or about April 29, 2013.

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PROXY STATEMENT FOR 2013 ANNUAL MEETING OF STOCKHOLDERS

QUESTIONS AND ANSWERS ABOUT THE 2013 ANNUAL MEETING AND PROCEDURAL MATTERS

2013 Annual Meeting

Q: Why am I receiving these proxy materials?

A: The Board of Directors (“Board”) of Autodesk, Inc. (“Autodesk,” “we” or “our”) is providing these proxy materials to you in connection with the solicitation of proxies for use at our 2013 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Thursday, June 13, 2013, at 3:00 p.m., Pacific Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth herein. We are providing these materials to all of our stockholders through a Notice of Internet Availability of Proxy Materials (the “Notice”) unless a stockholder has specifically requested a full set paper copy of this Proxy Statement together with our fiscal year 2013 Annual Report.

Q: Why did I receive a Notice in the mail regarding the Internet availability of proxy materials instead of a full set paper copy of this Proxy Statement and fiscal year 2013 Annual Report?

A: We are once again relying on a Securities and Exchange Commission (“SEC”) rule that allows companies to furnish their proxy materials over the Internet rather than in paper form. This rule allows us to send all of our stockholders a Notice that explains how to access the proxy materials over the Internet or how to request a paper copy of proxy materials. If you would prefer to receive proxy materials in printed form by mail or electronically by email on an ongoing basis, please follow the instructions contained in the Notice. Proxy materials for our 2014 and future annual meetings of stockholders will be delivered to all of our stockholders by a Notice rather than in paper form unless a stockholder specifically requests to receive printed proxy materials.

Q: Why did I receive a full set paper copy of this Proxy Statement in the mail and not a Notice regarding the Internet availability of proxy materials?

A: Stockholders who previously requested full paper copies of the proxy materials are receiving paper copies of the proxy materials instead of a Notice this year. If you would like to reduce the costs we incur in printing and mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions provided at www.autodesk.com under “Investor Relations” or on your proxy card or voting instruction form.

Q: Where is the Annual Meeting?

A: The Annual Meeting will be held at Autodesk’s San Francisco office, located at The Landmark, One Market Street, 2nd Floor, San Francisco, California 94105. The telephone number at that location is (415) 356-0700. Directions and maps to the Annual Meeting are available at www.autodesk.com under “Contact Us.”

Q: Can I attend the Annual Meeting?

A: Yes, you can attend the Annual Meeting in person if you are a stockholder of record or a beneficial owner as of April 19, 2013 (the "Record Date"). Please notify David Gennarelli, Autodesk's Director of Investor Relations, by telephone at (415) 507-6705 or by email at investor.relations@autodesk.com if you plan to attend the Annual Meeting. You will need proof of identity to enter the Annual Meeting. If your shares are held in a brokerage account or by a bank or another nominee, you also will need to bring a copy of a brokerage statement reflecting stock ownership as of the record date. The Annual Meeting will begin promptly at 3:00 p.m., Pacific Time. Please leave ample time for parking and to check in.

Stock Ownership

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: Stockholders of record—If your shares are registered directly in your name with Autodesk's transfer agent, Computershare Investor Services LLC, you are considered, with respect to those shares, the "stockholder of record." If you are a stockholder of record, these proxy materials have been sent directly to you by Autodesk.

Beneficial owners—Most Autodesk stockholders hold their shares through a broker, trustee or nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the "beneficial owner" of shares held in "street name." If you hold your shares in street name, these proxy materials have been forwarded to you by your broker, trustee or nominee. That entity is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, trustee or nominee on how to vote your shares. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to do so.

Quorum and Voting

Q: Who is entitled to vote at the Annual Meeting?

A: Holders of record of Autodesk's Common Stock, par value \$0.01 per share ("Common Stock"), at the close of business on the Record Date are entitled to receive notice of and to vote their shares at the Annual Meeting. Beneficial owners have the right to direct their broker, trustee or nominee on how to vote their shares, as described above. Stockholders are entitled to cast one vote for each share of Common Stock they hold as of the Record Date.

As of the Record Date, there were 224,323,071 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. No shares of Autodesk's Preferred Stock were outstanding.

Q: How many shares must be present or represented to conduct business at the Annual Meeting?

A: The presence of the holders of a majority of the shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Stockholders are counted as present if they are present in person at the Annual Meeting or have properly submitted a proxy card. Under the General Corporation Law of the State of Delaware, abstentions and broker "non-votes" are counted as present and entitled to vote and are therefore

included for purposes of determining whether a quorum is present at the Annual Meeting.

Q: What are “broker non-votes”?

A: Generally, if shares are held in street name, the beneficial owner is entitled to give voting instructions to the broker or other agent holding the shares. If the beneficial owner does not provide voting instructions, the broker or other agent can still vote the shares with respect to matters that are considered “routine,” but not with respect to “non-routine” matters. Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions to the broker, trustee or nominee holding the shares as to how to vote on matters deemed “non-routine.” If a broker or other record holder of our Common Stock

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indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal. Accordingly, if you own shares through a broker or other agent, please be sure to instruct your nominee how to vote to ensure that your vote is counted on each of the proposals.

Q: Which ballot measures are considered “routine” or “non-routine”?

A: The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2014 (Proposal 2) is considered routine under applicable rules. A broker, trustee or nominee holding shares may generally vote on routine matters, so there should not be any broker non-votes in connection with Proposal 2. The election of the nine directors listed in the accompanying Proxy Statement (Proposal 1) and the advisory vote on executive compensation (Proposal 3) are matters considered non-routine under applicable rules. A broker or other agent cannot vote without instructions on non-routine matters, so there may be broker non-votes on Proposal 1 and Proposal 3.

Q: How can I vote my shares in person at the Annual Meeting?

A: If you hold shares in your name as the stockholder of record, you may vote those shares in person at the Annual Meeting. If you hold shares beneficially in street name, you may vote those shares in person at the Annual Meeting only if you obtain a “legal proxy” from the broker, trustee or nominee that holds your shares giving you the right to do so. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy card or follow the voting instructions described below so that your vote will be counted if you later decide not to attend.

Q: How can I vote my shares without attending the Annual Meeting?

A: If you are a stockholder of record, you may instruct the proxy holders how to vote your shares in one of three ways:

- by using the Internet voting site,
- by calling the toll-free telephone number listed on the proxy card and Notice, or
- by requesting a proxy card from Autodesk by telephone at (415) 507-6705 or by email at investor.relations@autodesk.com, and completing, signing, dating and returning the proxy card in the postage pre-paid envelope provided.

Proxy cards submitted by mail must be received by the time the Annual Meeting begins in order for your shares to be voted. If you sign and return a proxy card without giving specific voting instructions, your shares will be voted as recommended by our Board.

Specific instructions for using the telephone and Internet voting systems are on the proxy card and Notice. The telephone and Internet voting systems for stockholders of record will be available until 11:59 p.m. (Eastern Time) on June 12, 2013.

If you are a beneficial owner, you will receive instructions from your broker, trustee or nominee that you must follow in order to have your shares voted. These instructions will indicate if Internet and telephone voting are available, and if so, how to access and use those methods.

Q: What proposals will be voted on at the Annual Meeting?

A: At the Annual Meeting, stockholders will be asked to vote:

- (1) To elect the nine directors named in this Proxy Statement to serve for the coming year and until their successors are duly elected and qualified;
- (2) To ratify the appointment of Ernst & Young LLP as Autodesk's independent registered public accounting firm for the fiscal year ending January 31, 2014; and
- (3) To approve, on an advisory basis, the compensation of our named executive officers.

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Q: What is the voting requirement to approve these proposals?

A: Proposal One—A majority of the votes duly cast is required for the election of each director. If the number of shares voted “for” a director nominee exceeds the number of votes cast “against,” the nominee will be elected as a director of Autodesk to serve until the next annual meeting or until his or her successor has been duly elected and qualified.

You may vote “FOR,” “AGAINST” or “ABSTAIN” on each of the nine nominees for election as director. Abstentions and broker non-votes will not affect the outcome of the election.

Proposal Two—The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of Ernst & Young LLP as Autodesk’s independent registered public accounting firm.

You may vote “FOR,” “AGAINST” or “ABSTAIN” on this proposal. Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on this proposal.

Proposal Three—The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote are required to approve, on an advisory basis, the compensation of our named executive officers.

You may vote “FOR,” “AGAINST” or “ABSTAIN” on this proposal. Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on this proposal.

Q: What happens if I do not cast a vote?

A: Stockholders of record—If you are a stockholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Annual Meeting.

Beneficial owners—If you hold your shares in street name and you do not cast your vote, your broker, trustee or nominee can use its discretion to vote on ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm. However, you must cast your vote if you want it to count in the election of directors and the non-binding approval of compensation for our named executive officers.

In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, your broker was allowed to vote on your behalf as the broker deemed appropriate. Due to recent rule changes, your broker may no longer vote your uninstructed shares with respect to Proposal One or Proposal Three. Your broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of Autodesk’s independent registered public accounting firm (Proposal Two).

Q: How does the Board recommend that I vote?

A: The Board unanimously recommends that you vote your shares “FOR” the election of each of the nine nominees listed in Proposal One, “FOR” the ratification of the appointment of Ernst & Young LLP as Autodesk’s independent registered public accounting firm for the fiscal year ending January 31, 2014, and “FOR” the approval, on an advisory basis, of the compensation of our named executive officers.

Q: If I sign a proxy, how will it be voted?

A: All shares entitled to vote and represented by properly executed proxy cards received prior to the Annual Meeting and not revoked before the polls are closed will be voted in accordance with the instructions on those proxy cards. If no instructions are indicated on an otherwise properly executed proxy card, the shares represented by that proxy card will be voted as recommended by the Board.

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Q: What happens if additional matters are presented at the Annual Meeting?

A: If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (for the purpose of soliciting additional proxies or otherwise), the persons named as proxies will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Q: Can I change or revoke my vote?

A: If you are a beneficial owner, you may change your proxy instructions at any time before your proxy is voted at the Annual Meeting, subject to any rules or procedures your broker, trustee or nominee may have,.

If you are a stockholder of record, there are two ways you can change your vote. Before your shares are voted at the Annual Meeting, you can file with Autodesk's General Counsel a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares. Alternatively, you can attend the Annual Meeting and vote in person. (Simply attending the Annual Meeting without actually voting will not revoke a proxy). A stockholder of record that has voted on the Internet or by telephone may also change that vote by subsequently making a timely and valid Internet or telephone vote.

If you are a beneficial owner of shares held in street name, there are two ways you can change your vote. You can submit new voting instructions to your broker, trustee or nominee. Alternatively, if you have obtained a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares, you can attend the Annual Meeting and vote in person.

Any written notice of revocation or subsequent proxy card must be received by Autodesk's General Counsel before the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand-delivered to Autodesk's General Counsel or sent to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel.

Q: Who will bear the costs of soliciting votes for the Annual Meeting?

A: Autodesk will bear all expenses of this solicitation, including the cost of preparing and mailing these proxy materials. Autodesk may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of Common Stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers and employees of Autodesk may also solicit proxies in person or by other means of communication. Such directors, officers and employees may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation, but will not receive any additional compensation. Autodesk has engaged the services of AST Phoenix Advisors, a professional proxy solicitation firm, to aid in the solicitation of proxies from stockholders, including certain brokers, trustees, nominees and other institutional owners, for a fee of approximately \$8,500 plus costs and expenses.

Q: Where can I find the voting results of the Annual Meeting?

A: We intend to announce preliminary voting results at the Annual Meeting and expect to provide final results in a Current Report on Form 8-K within four business days of the Annual Meeting. In addition, the results will be posted on our website, at www.autodesk.com under “Investor Relations.”

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Stockholder Proposals and Director Nominations at Future Meetings

Q: What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

A: Stockholders may present proper proposals for inclusion in Autodesk's proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals in writing to Autodesk's General Counsel in a timely manner. In order to be included in the proxy statement for the 2014 Annual Meeting of Stockholders, proposals must be received by Autodesk's General Counsel no later than December 30, 2013, and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934 (the "Exchange Act").

In addition, Autodesk's Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made by or at the direction of the Board, or by any stockholder entitled to vote who has delivered written notice to Autodesk's General Counsel during the Notice Period (as defined below). Any such notice must contain specified information concerning the nominee(s) and the stockholder proposing such nomination(s). A stockholder who wishes only to recommend a candidate for consideration by the Corporate Governance and Nominating Committee as a potential nominee for director should read the procedures discussed in "Corporate Governance-Nominating Process for Recommending Candidates for Election to the Board" on page 21 of this Proxy Statement.

Autodesk's Bylaws also provide that the only business that may be conducted at an annual meeting is business that is brought (1) pursuant to the notice of meeting (or any supplement thereto), (2) by or at the direction of the Board, or (3) by a stockholder who has delivered written notice setting forth all information required by Autodesk's Bylaws to Autodesk's General Counsel during the Notice Period (as defined below).

For the purposes described above, the "Notice Period" begins 75 days before the one-year anniversary of the date on which Autodesk first mailed its proxy materials for the previous year's annual meeting of stockholders, and lasts for 30 days. As a result, the Notice Period for the 2014 Annual Meeting of Stockholders will be from February 13, 2014 to March 15, 2014.

If a stockholder who has notified Autodesk of an intention to present a proposal at an annual meeting does not appear to present that proposal, Autodesk need not present the proposal for vote at such meeting.

Q: How may I obtain a copy of the bylaw provisions regarding stockholder proposals and director nominations?

A: You can obtain a copy of the full text of the bylaw provisions discussed above by writing to the General Counsel of Autodesk or from www.autodesk.com under "Investor Relations-Corporate Governance." All notices of proposals by stockholders should be sent to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel.

Additional Information About the Proxy Materials

Q: What should I do if I receive more than one set of proxy materials?

A: You may receive more than one set of voting materials, including multiple copies of this Proxy Statement and multiple proxy cards, voting instruction cards or Notices. For example, if you hold your shares in more than one

brokerage account, you may receive a separate voting instruction card for each account. If you are a stockholder of record and your shares are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each Autodesk proxy card or voting instruction card that you receive to ensure that all your shares are voted.

Q: How may I obtain a separate Notice or a separate set of proxy materials and Fiscal Year 2013 Annual Report?

A: If you share an address with another stockholder, you may not each receive a separate Notice or a separate copy of the proxy materials and Fiscal Year 2013 Annual Report.

Stockholders who do not receive a separate Notice or a separate copy of the proxy materials and Fiscal Year 2013 Annual Report may request their own documents by calling (415) 507-6705 or by sending an email to investor.relations@autodesk.com. Similarly, stockholders who share an address and receive multiple Notices or multiple copies of our proxy materials and Fiscal Year 2013 Annual Report can request to receive a single copy by following the instructions above.

Q: What is the mailing address for Autodesk's principal executive offices?

A: Autodesk's principal executive offices are located at 111 McInnis Parkway, San Rafael, California 94903. Any written requests for additional information, additional copies of the proxy materials and Fiscal Year 2013 Annual Report, notices of stockholder proposals, recommendations for candidates to the Board, communications to the Board or any other communications should be sent to this address.

Our Internet address is www.autodesk.com. The information posted on our website is not incorporated into this Proxy Statement.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on June 13, 2013

The Proxy Statement and Annual Report to Stockholders are available at:

<https://materials.proxyvote.com/052769>

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PROPOSAL ONE - ELECTION OF DIRECTORS

Nominees

Autodesk's Bylaws currently set the number of directors at ten. Charles J. Robel has informed the Board that he will not seek reelection to the Board at the Annual Meeting. Accordingly, upon the recommendation of the Corporate Governance and Nominating Committee, the Board has nominated nine individuals to be elected at the Annual Meeting. All of the nominees are presently directors of Autodesk and have consented to being named in this Proxy Statement and to serving as directors if elected. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nine nominees named below. Your proxy cannot be voted for a greater number of

individuals than the number of nominees named in this Proxy Statement.

In the event that a nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee designated by the Board to fill the vacancy. The term of office of each person elected as a director will continue until the next Annual Meeting of Stockholders or until a successor has been duly elected and qualified.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE NOMINEES LISTED BELOW.

Information and Qualifications

The name, age as of March 31, 2013, certain biographical information about each nominee and the nominees' unique qualifications to serve on the Board are set forth below. There are no family relationships among any of our directors or executive officers.

See "Corporate Governance" and "Executive Compensation—Compensation of Directors" below for additional information regarding the Board, including procedures for nominations of directors.

Carl Bass

President and Chief Executive Officer, Autodesk, Inc.
Age: 55
Director since 2006

Mr. Bass joined Autodesk in September 1993 and has served as President and Chief Executive Officer since May 2006. Mr. Bass served as Interim Chief Financial Officer from August 2008 to April 2009. From June 2004 to April 2006, Mr. Bass served as Chief Operating Officer. From February 2002 to June 2004, Mr. Bass served as Senior Executive Vice President, Design Solutions Group. From August 2001 to February 2002, Mr. Bass served as Executive Vice President, Emerging Business and Chief Strategy Officer. From June 1999 to July 2001, he served as President and Chief Executive Officer of Buzzsaw.com, Inc., a spin-off from Autodesk. Mr. Bass has also held other executive positions within Autodesk. Mr. Bass was a director of McAfee, Inc. from January 2008 until its acquisition by Intel Corporation in February 2011. Mr. Bass has served on the board of directors of E2open, Inc. since July 2011.

Mr. Bass brings to the Board extensive experience in the technology industry and has spent nearly two decades in management roles within Autodesk. As our President and Chief Executive Officer, Mr. Bass possesses a deep knowledge and understanding of Autodesk's business, operations, and employees; the opportunities and risks we face; and management's strategy and plans for accomplishing Autodesk's goals. His service on the boards of directors of McAfee and E2open provided Mr. Bass with a strong understanding of his role as a director.

Pursuant to Mr. Bass' employment agreement, Autodesk has agreed to continue to nominate Mr. Bass to serve as a member of the Board for as long as he is employed by Autodesk.

Crawford W. Beveridge

Non-Executive Chairman of the Board of Directors, Autodesk, Inc.
Age: 67
Director since 1993

Mr. Beveridge is the non-executive Chairman of the Board of Directors. From April 2006 until January 2010, Mr. Beveridge served as Executive Vice President and Chairman EMEA, APAC and the Americas of Sun Microsystems, Inc. From March 1985 to December 1990 and from March 2000 to April 2006, Mr. Beveridge held other positions at Sun Microsystems, including Executive Vice President and Chief Human Resources Officer. From January 1991 to March 2000, Mr. Beveridge served as the Chief Executive Officer of Scottish Enterprise. Before joining Sun Microsystems in 1985, he held HR management positions in the United States and Europe with Hewlett-Packard, Digital Equipment Corporation and Analog Devices Inc. Mr. Beveridge has served as a non-executive board member of iomart Group plc since September 2011.

Mr. Beveridge is independent and his three decades of experience in the high technology industry provide him with a deep understanding of Autodesk's technology and business. His management positions with Sun Microsystems have also provided him with critical insight into the operational requirements of a global company and the management and

consensus-building skills required to lead our Board as non-executive Chairman.

Mr. Beveridge's extensive international experience, gained from his roles as Chief Executive of Europe's largest economic development agency and as a member of the Council of Economic Advisers for Scotland, provides a valuable perspective to our Board.

J. Hallam Dawson

Director
Age 76
Director since 1988

Mr. Dawson is the founder of IDI Associates, a private investment bank specializing in Latin America, and served as Chairman of its board of directors from September 1986 to December 2012. From 1975 to 1984 he held positions at Crocker National Bank, including serving as president and a member of the board from 1980 to 1984. Prior to joining Crocker, Mr. Dawson was with The First National Bank of Chicago for 14 years.

Mr. Dawson, our longest serving independent director, brings to our Board over five decades of experience with finance, capital markets and accounting. He has a deep understanding of Autodesk's business and technology. As the former president of one of the country's largest banks, Mr. Dawson has the financial acumen necessary to serve on our Audit Committee. His deep international experience also provides him with an understanding of the challenges facing a global company. Mr. Dawson also brings strong consensus-building skills and a functional understanding of the role of the board of directors developed through his service as a director of public and private companies and a charitable organization.

Thomas Georgens

Director
Age: 53
Director since 2013

Mr. Georgens has served as the Chief Executive Officer and President of NetApp, Inc., a provider of data management solutions, since August 2009, and as a member of its board of directors since March 2008. Mr. Georgens joined NetApp in October 2005 as Executive Vice President and General Manager of Enterprise Storage Systems, and served as Executive Vice President of Product Operations from January 2007 through February 2008, and as President and Chief Operating Officer from February 2008 to August 2009. From 1996 to 2005, Mr. Georgens served in various roles at LSI Corporation, an electronics design company, and its subsidiaries, including as Chief Executive Officer of Engenio, President of LSI Logic Storage Systems, and Executive Vice President of LSI Logic. Prior to LSI, Mr. Georgens spent 11 years at EMC Corporation, a computer storage and data management company, in a variety of engineering and marketing positions. Mr. Georgens has been a member of the boards of directors of NetApp since March 2008 and Electronics for Imaging since April 2008.

Mr. Georgens, the newest member of our Board, is independent and has extensive experience in the technology industry. With over 25 years of experience working with various technology companies, he has a firm understanding of Autodesk's industry, business and technology. Mr. Georgens' experience at NetApp, including his executive and operational roles, and his service on the boards of directors of NetApp and Electronics for Imaging, gives Mr. Georgens a clear understanding of his role as a director.

Per-Kristian Halvorsen

Director
Age: 61
Director since 2000

Dr. Halvorsen has served as Chief Innovation Officer and Senior Vice President of Intuit, Inc. since January 2009. Previously, he served as Intuit's Chief Technology Innovation Officer from 2006 to 2007 and Chief Technology Officer from 2007 to 2008. He was Vice President and Director of the Solutions and Services Research Center at HPLabs from 2000 to 2005. Prior to holding these positions, Dr. Halvorsen was a laboratory director at the Xerox Palo Alto Research Center (Xerox PARC), where he worked for 17 years. Dr. Halvorsen has been a member of the board of directors of Iron Mountain Incorporated since September 2009.

Dr. Halvorsen is independent and has extensive experience in the technology industry. His over two decades of experience working with various technology companies provides him with a firm understanding of Autodesk's industry, business and technology. His service on the boards of directors of Symantec Corporation and Iron Mountain Inc., where he also serves on the nominating and governance committee, give Dr. Halvorsen a clear understanding of his role as a director and provides him with the corporate governance knowledge necessary to serve as Chairman of our Corporate Governance and Nominating Committee.

Mary T. McDowell

Director
Age: 48
Director since 2010

Ms. McDowell served as Executive Vice President in charge of Nokia's Mobile Phones unit from July 2010 to July 2012. Previously, Ms. McDowell served as Executive Vice President and Chief Development Officer of Nokia Corporation from January 2008 to July 2010 and as Executive Vice President and General Manager of Enterprise Solutions of Nokia from January 2004 to December 2007. Prior to joining Nokia in 2004, Ms. McDowell spent 17 years in various executive, managerial and other positions at Compaq Computer Corporation and Hewlett-Packard Company, including serving as Senior Vice President, Industry-Standard Servers of Hewlett-Packard. Ms. McDowell

also served as a director of NAVTEQ Corporation from July 2008 until July 2010.

Ms. McDowell is independent and brings to our Board extensive management experience in the technology industry. Her two and a half decades of experience working for global technology companies focused on innovation and collaboration provide her with a firm understanding of Autodesk's core mission, business and technology.

Ms. McDowell is also a frequent public speaker on topics including strategy leadership and consumer centricity. Her years of service as an executive officer at Nokia and other technology companies, including Compaq Computer and Hewlett-Packard, provide her with the executive compensation knowledge necessary to serve on our Compensation and Human Resources Committee.

Lorrie M. Norrington

Director
Age: 53
Director since 2011

Ms. Norrington has over 30 years of operating experience in technology, software, and Internet businesses. Before leaving eBay, Inc. in March 2011, Ms. Norrington served as President of eBay Marketplace from July 2008 to September 2010. Previously, she served in a number of senior management roles at eBay from July 2006 until July 2008. Prior to joining eBay, Ms. Norrington served from June 2005 to July 2006 as President and CEO of Shopping.com, Inc., an online shopping comparison site. Prior to joining Shopping.com, Ms. Norrington served from August 2001 to January 2005 initially as Executive Vice President of small business, and later in the office of the CEO, at Intuit Inc., a business and financial management software company. Prior to joining Intuit, Ms. Norrington served in a variety of executive positions at General Electric Corporation over a twenty-year period, working in a broad range of industries and businesses. Ms. Norrington has served on the board of directors of DIRECTV since February 2011. She served on the boards of directors of McAfee, Inc. from December 2009 until its acquisition by Intel in February 2011, and Shopping.com from November 2004 to August 2005.

Ms. Norrington is independent and has extensive experience in online commerce and valuable management experience in the technology industry. Her three decades of building businesses and adapting to and capitalizing on rapid technological advancement provide Ms. Norrington with a strong understanding of Autodesk's industry, business and technology and the challenges Autodesk faces as we evolve our business model and adapt to customer needs and demands. Her experience as a chief executive officer provides her with the financial acumen necessary to serve on our Audit Committee. Also, she is an accredited fellow of the National Association of Corporate Directors and brings significant governance knowledge to the Board.

Stacy J. Smith

Director
Age: 50
Director since 2011

Mr. Smith has served as the Senior Vice President and Chief Financial Officer of Intel Corporation since January 2010. Mr. Smith joined Intel in 1988, became Vice President of Sales and Marketing in 2002, was appointed Vice President, Finance and Enterprise Services, and Chief Information Officer in May 2004, was appointed Vice President, Assistant Chief Financial Officer in March 2006, and in October 2007 was appointed Vice President, Chief Financial Officer. Mr. Smith has been a director of Gevo, Inc. since June 2010.

Mr. Smith is independent and brings over two decades of experience in the technology industry. Mr. Smith's experience at Intel, including his finance and executive roles, and his time spent overseas, provide him with a strong understanding of Autodesk's industry, business and international operational challenges. Mr. Smith's years of service as an executive officer at Intel provide him with the corporate governance knowledge necessary to serve on our

Compensation and Human Resources Committee.

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Steven M. West

Director
Age: 57
Director since 2007

Mr. West is a founder and partner of Emerging Company Partners, LLC, a technology consulting firm formed in January 2004. Mr. West served as Chief Operating Officer of nCUBE Corporation, a provider of on-demand media systems, from December 2001 to July 2003. Prior to joining nCUBE, he was the President and Chief Executive Officer of Entera, Inc. from September 1999 until it was acquired in January 2001. From June 1996 to September 1999, he was President and Chief Executive Officer of Hitachi Data Systems. Prior to that, Mr. West worked at Electronic Data Systems Corporation from November 1984 to June 1996. Mr. West has served as a director of Cisco Systems, Inc. since April 1996.

Mr. West is independent and has extensive experience in the information technology industry. His three decades of experience, which includes founding Emerging Company Partners, provide Mr. West with a firm understanding of Autodesk's industry, business and technology. His past service on the boards of directors of several public and private companies provides Mr. West with a firm understanding of his role as a director. In addition, his service as a director and his participation in numerous audit committee and compensation committee focus groups provide Mr. West with the leadership skills and executive compensation knowledge necessary to serve as the Chairman of our Compensation and Human Resources Committee.

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PROPOSAL TWO - RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Ernst & Young LLP as the independent registered public accounting firm to audit the consolidated financial statements of Autodesk for the fiscal year ending January 31, 2014, and recommends that the stockholders vote to ratify that appointment. In the event of a negative vote on this proposal, the Audit Committee will reconsider its selection. Even if the selection of Ernst & Young LLP is ratified, the Audit Committee, in its discretion, may direct the selection of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best

interests of Autodesk and its stockholders.

Ernst & Young LLP has audited our financial statements annually since the fiscal year ended January 31, 1983.

We expect a representative of Ernst & Young LLP to be present at the Annual Meeting. The representative will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Principal Accounting Fees and Services

The following table presents fees billed for professional audit services and other services rendered to Autodesk by Ernst & Young LLP and its affiliates for the fiscal years ended January 31, 2013, and 2012.

	Fiscal 2013 (in thousands)	Fiscal 2012
Audit Fees (1)	\$3,123.1	\$2,479.1
Audit-Related Fees (2)	297.0	—
Tax Fees (3)	622.7	659.7
All Other Fees (4)	250.0	80.0
Total	\$4,292.8	\$3,218.8

Audit Fees consisted of fees billed for professional services rendered for the integrated audit of Autodesk's annual financial statements and management's report on internal controls included in Autodesk's Annual Reports on Form (1) 10-K, for the review of the financial statements included in Autodesk's Quarterly Reports on Form 10-Q and documents related to our December 2012 debt offering, and for other services, including statutory audits and services rendered in connection with SEC filings.

Audit-related fees consisted of fees for assurance and related services that are reasonably related to the (2) performance of the audit or review of our financial statements. This category includes fees related to accounting-related consulting services.

(3) Tax Fees consisted of fees billed for tax compliance, consultation and planning services.

(4) Other fees consisted of fees for license compliance consultation services.

Pre-Approval of Audit and Non-Audit Services

All audit and non-audit services provided by Ernst & Young LLP and its affiliates to Autodesk must be pre-approved by the Audit Committee. The Audit Committee utilizes the following procedures in pre-approving such services. The Audit Committee is presented with a detailed listing of the individual audit and non-audit services and fees (separately describing audit-related services, tax services and other services) expected to be provided by Ernst & Young LLP and its affiliates during the year.

Periodically, the Audit Committee is presented with an update of all pre-approved audit and non-audit services conducted. Any new audit and non-audit services to be provided by Ernst & Young LLP and its affiliates are updated, if necessary. The Audit Committee reviews the update and approves the proposed services if such services are deemed acceptable.

To ensure prompt handling of unexpected matters, the Chairman of the Audit Committee has authority to amend or modify the list of audit and non-audit services and fees so long as such additional or amended services do not affect Ernst & Young LLP's independence under applicable SEC rules. The Chairman reports any such action taken at subsequent Audit Committee meetings.

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PROPOSAL THREE - NON-BINDING VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

We are asking our stockholders to vote, on a non-binding advisory basis, to approve the compensation of our Named Executive Officers as described in the "Compensation Discussion and Analysis" beginning on page 23 and the accompanying compensation tables and narrative discussion in this Proxy Statement (a "Say-on-Pay" vote). Stockholders are encouraged to read that information in its entirety to obtain a complete understanding of Autodesk's executive compensation program philosophy, design and linkage to stockholder interests.

Autodesk has designed its compensation programs to reward executives for producing results that are aligned with the interests of stockholders. We emphasize "at risk" compensation dependent upon prospective financial, strategic and stock price performance and a retrospective assessment of Autodesk's success to determine pay opportunities. On average, 77% of the Named Executive Officers' fiscal 2013 target total direct compensation opportunity was variable in nature and "at risk."

The compensation programs are a balance of performance-orientation and attraction, retention and motivation. Of the total compensation included in the Summary Compensation Table for fiscal 2013, long-term incentives constituted 77% of compensation for the CEO and an average of 60% of compensation for all the Named Executive Officers.

Past Say-on-Pay Votes, Stockholder Outreach and Actions Taken

At Autodesk's 2011 Annual Meeting of Stockholders, over 84% of the votes cast on the Say-on-Pay proposal were voted "FOR" approval of the Named Executive Officer compensation program. In the year that followed, Autodesk designed a Performance Stock Unit program and mandated stock ownership guidelines for all executive officers. Nonetheless, at the 2012 Annual Meeting of Stockholders, approximately 54% of the votes cast on the Say-on-Pay proposal were voted "FOR" approval of the Named Executive Officer compensation program.

Following the results of the 2012 Say-on-Pay vote, at the direction of the Compensation and Human Resources Committee, members of management contacted Autodesk's largest stockholders, representing over 60% of the outstanding Common Stock, to understand their views and concerns about Autodesk's executive compensation policies. After considering the stockholder feedback, the Compensation and Human Resources Committee expanded its review of Autodesk's executive compensation policies and practices and incorporated the feedback as part of the ongoing design of several aspects of the executive

compensation programs during fiscal 2013. Principally, Autodesk implemented the following changes:

- Enhanced metrics of Performance Stock Unit awards to strengthen the link between Autodesk's financial performance and the amount that may be earned from those awards by:

- Requiring that a portion of the awards be earned each year through the successful attainment of annual financial targets;

- Linking the amounts that ultimately may be received from the awards to Relative Total Stockholder Return; and

- Adding multi-year performance periods by incorporating one-year, two-year, and three-year relative total stockholder return ("TSR") measurements; and

- Further refined Autodesk's compensation peer group.

These changes enhanced the already strong compensation governance practices implemented by the Compensation and Human Resources Committee and more closely aligned the total direct compensation opportunity of the Named Executive Officers with Autodesk's objectives of driving meaningful annual financial growth and maximizing long-term value. See "Actions Relating to Stockholder Advisory Vote on Executive Compensation" on page 23 for more information regarding these changes.

Compensation Guiding Principles

We believe Autodesk's executive compensation program should be designed to attract, motivate, and retain talented executives and that compensation should be determined within a sensible framework that is tied to corporate and individual performance and long-term strategic goals. The general compensation objectives are to:

- Motivate executive officers to achieve business and financial goals;
- Balance rewards for short- and long-term performance;
- Recruit and retain the highest caliber of executives through competitive rewards;
and
- Maintain consistency in compensating the executive officers and employees.

Within this framework, the total compensation for each executive officer varies based on three dimensions:

- Whether Autodesk achieves its short-term and long-term financial and non-financial objectives;
- Individual performance; and
- Autodesk TSR.

Executive compensation is variable and balanced between short- and long-term performance, all of which is tied to Autodesk's absolute or relative financial performance.

The executive compensation program includes performance-based short-term cash incentive compensation that rewards strong financial and operational performance, and long-term incentive compensation in the form of equity awards that reward relative TSR performance. Annual incentive cash payments are determined primarily by achievement of predetermined non-GAAP operating margin and revenue growth targets.

Compensation Governance Practices

A number of fundamental elements of our compensation programs support our overall philosophy, such as:

- Paying-for-performance;
- A mix of short- and long-term focused compensation;
- Meaningful stock ownership guidelines;
- Prohibiting executive officers from “hedging transactions” with Autodesk stock;
- The Compensation and Human Resources Committee's engagement of its own independent compensation consultant;
- Generally, no material benefits or perquisites not otherwise provided to other employees;
- A change in control program for our executive officers that requires both a change in control of Autodesk and termination of employment (“double trigger”) before any payments are made and does not provide any “gross-ups;” and
- A strong risk management program.

Vote Recommendation

When casting the 2013 Say-on-Pay vote, we encourage our stockholders to consider our fiscal 2013 stockholder outreach and the changes we made to the executive compensation program to more closely align the total direct compensation opportunity of the Named Executive Officers with Autodesk's objectives of driving meaningful annual financial growth and maximizing long-term value. Accordingly, we ask our stockholders to vote “FOR” the advisory, non-binding Say-on-Pay proposal at the Annual Meeting.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ADVISORY
(NON-BINDING) VOTE APPROVING NAMED EXECUTIVE OFFICER COMPENSATION.

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CORPORATE GOVERNANCE

Autodesk is committed to the highest standards of corporate ethics and diligent compliance with financial accounting and reporting rules. Our Board provides independent leadership in the exercise of its responsibilities. Our executive officers oversee a strong system of internal controls and compliance with corporate policies and applicable laws and regulations. Our employees operate in a climate of responsibility, candor and integrity.

Corporate Governance Guidelines; Code of Business Conduct and Ethics

We believe the highest standards of corporate governance and business conduct are essential to running our business efficiently, serving our stockholders well, and maintaining our integrity in the marketplace. Over the years, we have devoted substantial attention to the subject of corporate governance and have developed Corporate Governance Guidelines (the “Guidelines”). The Guidelines set forth the principles that guide our Board's exercise of its responsibility to oversee corporate governance, maintain its independence, evaluate its own performance and the performance of our executive officers, and set corporate strategy.

The Board first adopted the Guidelines in December 1995 and has refined them periodically since then. For example, in March 2007, the Board amended the Guidelines to provide for majority voting in director elections, except for contested elections, and to provide that the Board would only nominate a director who has already submitted a resignation that will take effect if such director fails to receive a majority vote and the Board accepts the resignation. In March 2009, the Board again amended the Guidelines to provide for a non-executive Chairman of the Board. In March 2010, the Board amended the Guidelines to, among other things, clearly outline the Board's responsibility for overseeing Autodesk's risk management. In December 2011, the Board amended the Guidelines to address changes in a director's occupation, among other things. The Guidelines are available on our website at www.autodesk.com under “Investor Relations-Corporate Governance.”

In addition, we have adopted a Code of Business Conduct for directors and employees, and a Code of Ethics for Senior Executive and Financial Officers, including our principal executive officer, principal financial officer, principal accounting officer, all senior vice presidents, and all individuals reporting to our principal financial officer, to ensure that our business is conducted in a consistently legal and ethical manner. Our current Code of Business Conduct and Code of Ethics for Senior Executive and

Financial Officers are available on our website at www.autodesk.com under “Investor Relations-Corporate Governance.” We will post on this section of our website any amendment to our Code of Business Conduct or Code of Ethics for Senior Executive and Financial Officers, as well as any waivers of the Code of Business Conduct or Code of Ethics for Senior Executive and Financial Officers that are required to be disclosed by the rules of the SEC or The NASDAQ Global Select Market (“NASDAQ”).

Stock Ownership Guidelines

Our directors and executive officers are encouraged to be Autodesk stockholders through participation in our equity compensation plans. Beginning in fiscal 2013, the Board resolved to transition prior voluntary stock ownership guidelines to mandatory stock holding requirements for executive officers and directors. The new requirement for stock holdings provides that, within a four-year period, executive officers should attain an investment position in Autodesk stock equal to a fixed number of shares, depending on the individual's scope of responsibilities, and directors should attain an investment position in Autodesk stock of at least 10,000 shares. The Board reviews progress against these guidelines and requirements annually and updates them as appropriate. See “Executive Compensation—Compensation Discussion and Analysis” on page 23 for additional information regarding Autodesk's stock ownership guidelines.

Independence of the Board

As required by applicable NASDAQ listing standards, a majority of the members of our Board qualify as “independent.” The Board has determined that, with the exception of Carl Bass, our President and Chief Executive Officer, all of its members are “independent directors” as that term is defined by applicable NASDAQ listing standards. That definition includes a series of objective tests, including that the director is not an employee of the company and has not engaged in various types of business dealings with the company. In addition, as further required by applicable NASDAQ listing standards, the Board has made a subjective determination as to each independent director that no relationships exist that, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The independent directors meet regularly in executive session, without executive officers present, as part of the quarterly meeting procedure.

Board Meetings and Board Committees

The Board held a total of six meetings (including regularly scheduled and special meetings) during fiscal 2013. All directors attended at least 75% of the total number of meetings of the Board and committees of which he or she is a member, if any, during fiscal 2013, other than Dr. Halvorsen, who attended 69% of such meetings. Dr. Halvorsen was unable to attend a number of meetings due to work commitments and travel scheduling conflicts. The Board currently has three standing committees: an Audit Committee, a Compensation and Human Resources Committee, and a Corporate Governance and Nominating Committee.

Audit Committee

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, currently consists of Charles J. Robel (Chairman), J. Hallam Dawson and Lorrie M. Norrington, each of whom is “independent” as such term is defined for audit committee members by applicable NASDAQ listing standards. The Board has determined that Ms. Norrington, Mr. Robel and Mr. Dawson are each an “audit committee financial expert” as defined in the rules of the SEC.

The Audit Committee held 13 meetings during fiscal 2013. The Audit Committee has adopted a written charter approved by the Board, which is available on Autodesk's website at www.autodesk.com under “Investor Relations—Corporate Governance.”

On April 17, 2013, on the recommendation of the Corporate Governance and Nominating Committee, the Board approved the following appointments to the Audit Committee: Lorrie Norrington (Chairwoman), J. Hallam Dawson and Steven M. West. The Board has determined that each of these individuals is “independent,” as such term is defined for audit committee members by applicable NASDAQ listing standards. These appointments will be effective on June 13, 2013, the date of the Annual Meeting.

See “Report of the Audit Committee of the Board of Directors” on page 63 for more information regarding the functions of the Audit Committee.

Compensation and Human Resources Committee

The Compensation and Human Resources Committee currently consists of Steven M. West (Chairman), Mary T. McDowell and Stacy J. Smith, each of whom qualifies as independent for compensation committee purposes under applicable NASDAQ listing standards, the requirements of Section 162(m) of the Internal Revenue Code (“Code”),

and SEC Rule 16b-3 adopted under Section 16 of the Exchange Act.

The Compensation and Human Resources Committee reviews compensation and benefits for our executive officers and has authority to grant stock options and restricted stock units (RSUs) to executive officers and non-executive employees under our stock plans. The members of the Compensation and Human Resources Committee are non-employee directors who are not eligible to participate in Autodesk's discretionary employee stock programs. RSUs are granted automatically to non-employee directors under the non-discretionary 2012 Outside Directors' Stock Plan. See “Executive Compensation—Compensation Discussion and Analysis” on page 23 for a description of Autodesk's processes and procedures for determining executive compensation.

The Compensation and Human Resources Committee held eight meetings during fiscal 2013. The Compensation and Human Resources Committee has adopted a written charter approved by the Board, which is available on Autodesk's website at www.autodesk.com under “Investor Relations—Corporate Governance.”

On April 17, 2013, on the recommendation of the Corporate Governance and Nominating Committee, the Board approved the following appointments to the Compensation and Human Resources Committee: Mary McDowell (Chairwoman), Thomas Georgens and Stacy J. Smith. The Board has determined that each of these individuals is independent for compensation committee purposes under applicable NASDAQ listing standards, the requirements of Section 162(m) of the Code, and SEC Rule 16b-3 adopted under Section 16 of the Exchange Act. These appointments will be effective on June 13, 2013, the date of the Annual Meeting.

The “Report of Compensation Committee” is included in this Proxy Statement on page 42.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee currently consists of Per-Kristian Halvorsen (Chairman) and Crawford W. Beveridge, each of whom qualifies as an independent director under applicable NASDAQ listing standards.

The Corporate Governance and Nominating Committee is responsible for developing general criteria regarding the qualifications and selection of members of the Board, and for recommending candidates for election to the Board. The Corporate Governance and Nominating Committee is also responsible for developing overall governance guidelines, overseeing the performance of the Board, and

reviewing and making recommendations regarding director composition and the mandates of Board committees. The Corporate Governance and Nominating Committee will consider recommendations of candidates for the Board submitted by Autodesk stockholders. For more information, see “Corporate Governance-Nominating Process for Recommending Candidates for Election to the Board” on page 21.

The Corporate Governance and Nominating Committee held five meetings during fiscal 2013. The Corporate Governance and Nominating Committee has adopted a written charter approved by the Board, which is available on Autodesk's website at www.autodesk.com under “Investor Relations—Corporate Governance.”

Board Leadership Structure

Our Corporate Governance Principles direct the Board to fill the Chairman of the Board and Chief Executive Officer positions after considering a number of factors, including the current size of our business, composition of the Board, current candidates for such positions, and our succession planning goals. We currently separate the positions of Chief Executive Officer and non-executive Chairman of the Board. Since March 2009, Mr. Beveridge, who previously served as our Lead Director, has served as our non-executive Chairman. Our Corporate Governance Principles also provide that, in the event the Chairman of the Board is not an independent director, the Board should elect a “Lead Independent Director.” The responsibilities of the Chairman of the Board or the Lead Independent Director include: setting the agenda for each meeting of the Board, in consultation with the Chief Executive Officer; presiding at executive sessions; and facilitating communication with the Board, executive officers and stockholders.

Separating the positions of Chief Executive Officer and Chairman of the Board allows our President and Chief Executive Officer to focus on our day-to-day business, while allowing the Chairman of the Board to lead the Board in its fundamental role of providing independent advice to, and oversight of, management. The Board believes that having an independent director serve as Chairman is the appropriate leadership structure for Autodesk at this time and demonstrates our commitment to good corporate governance.

In addition, as described above, our Board has three standing committees, composed entirely of independent directors. Our Board delegates substantial responsibility to these committees, which report their activities and actions back to the full Board. We believe that the independent committees and their independent chairpersons are an important aspect of the leadership structure of our Board.

Risk Oversight

Our Board, as a whole and through its committees, is responsible for the oversight of risk management. Our executive officers are responsible for the day-to-day management of the material risks Autodesk faces. In its oversight role, our Board must satisfy itself that the risk management processes designed and implemented by our executive officers are adequate and functioning as designed. The involvement of the full Board in setting our business strategy at least annually is a key part of its oversight of risk management, its consideration of our executive officers' appetite for risk, and its determination of what constitutes an appropriate level of risk. The full Board receives updates from our executive officers and outside advisors regarding certain risks Autodesk faces, including litigation, corporate governance best practices and various operating risks.

In addition, our Board committees each oversee certain aspects of risk management. For example, our Audit Committee is responsible for overseeing the management of risks associated with Autodesk's financial reporting, accounting and auditing matters; our Compensation and Human Resources Committee oversees our executive officer succession planning and risks associated with our compensation policies and programs; and our Corporate Governance and Nominating Committee oversees the management of risks associated with director independence, conflicts of interest, composition and organization of our Board, and director succession planning. Our Board committees report their findings to the full Board.

Senior executive officers attend all meetings of the Board and its standing committees and are available to address any questions or concerns raised by the Board regarding risk management and any other matters. Annually, the Board holds strategic planning sessions with senior executive officers to discuss strategies, key challenges, and risks and opportunities for Autodesk.

Compensation Committee Interlocks and Insider Participation

The current members of the Compensation and Human Resources Committee are Mary T. McDowell, Stacy J. Smith and Steven M. West. Per-Kristian Halvorsen served as a member of the Compensation and Human Resources Committee through June 7, 2012, the date of our 2012 Annual Meeting of Stockholders. No director who served as a member of the Compensation and Human Resources Committee during fiscal 2013 is or was formerly an officer or employee of Autodesk or any of its subsidiaries. No interlocking relationship exists between any director who served as a member of the Compensation and Human

Resources Committee during fiscal 2013 and the compensation committee of any other company, nor has any such interlocking relationship existed in the past.

Nominating Process for Recommending Candidates for Election to the Board

The Corporate Governance and Nominating Committee is responsible for, among other things, determining the criteria for membership on the Board and recommending candidates for election to the Board. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations for candidates to the Board from stockholders. Stockholder recommendations for candidates to the Board must be directed in writing to Autodesk, Inc., 111 McInnis Parkway, San Rafael, California 94903, Attention: General Counsel, and must include the candidate's name, home and business contact information, detailed biographical data and qualifications; information regarding any relationships between the candidate and Autodesk within the last three years; and evidence that the nominating person owns Autodesk stock.

The Corporate Governance and Nominating Committee's criteria and process for evaluating and identifying the candidates that it selects, or recommends to the full Board for selection, as director nominees are as follows:

- The Corporate Governance and Nominating Committee regularly reviews the current composition and size of the Board.

The Corporate Governance and Nominating Committee oversees an annual evaluation of the performance of the Board as a whole and evaluates the performance of individual members of the Board eligible for re-election at the annual meeting of stockholders.

- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Corporate Governance and Nominating Committee seeks to achieve a balance of knowledge, experience and capability on the Board. The Corporate Governance and Nominating Committee considers (1) the current size and composition of the Board and the needs of the Board and its committees, (2) such factors as character, judgment, diversity, age, expertise, business experience, length of service, independence, and other commitments, (3) relationships between directors and Autodesk's customers and suppliers, and (4) such other factors as the Committee may consider appropriate.

- While the Corporate Governance and Nominating Committee has not established specific minimum qualifications for director candidates, the Corporate

Governance and Nominating Committee believes that candidates and nominees must reflect a Board that is comprised of directors who (1) are predominantly independent, (2) have high integrity, (3) have broad, business-related knowledge and experience at the policy-making level in business or technology, including their understanding of the software industry and Autodesk's business in particular, (4) have qualifications that will increase overall Board effectiveness, (5) have varied and divergent experiences, viewpoints and backgrounds and (6) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.

- With regard to candidates who are properly recommended by stockholders or by other means, the Corporate Governance and Nominating Committee will review the qualifications of any such candidate, which review may, in the Corporate Governance and Nominating Committee's discretion, include interviewing references, direct interviews with the candidate, or other actions the Corporate Governance and Nominating Committee deems necessary or proper.

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The Corporate Governance and Nominating Committee has the authority to retain and terminate any third party search firm to identify director candidates, and has the authority to approve the fees and retention terms of such search firm.

The Corporate Governance and Nominating Committee will apply these same principles when evaluating Board candidates who may be elected initially by the full Board to fill vacancies or add additional directors prior to the annual meeting of stockholders at which directors are elected.

After completing its review and evaluation of director candidates, the Corporate Governance and Nominating Committee selects, or recommends to the full Board for selection, the director nominees.

The Corporate Governance and Nominating Committee does not have a formal written policy with regard to the consideration of diversity in identifying director nominees. However, as discussed above, diversity is one of the numerous criteria the Corporate Governance and Nominating Committee reviews before recommending a candidate.

Recently, the Corporate Governance and Nominating Committee reviewed the size and composition of our Board. On March 21, 2013, at the recommendation of the Corporate Governance and Nominating Committee, the Board amended Autodesk's bylaws to increase the size of

the Board from nine members to ten, to allow for the appointment of Thomas Georgens to the Board.

The Board (which includes our Chief Executive Officer) used the services of a third party search firm to help it identify, screen, conduct background investigations of, and interview potential director candidates. This process resulted in the appointment of Mr. Georgens on March 21, 2013.

Attendance at Annual Stockholders Meetings by Directors

Autodesk does not have a formal policy regarding attendance by members of the Board at the Annual Meeting of Stockholders. Directors are encouraged, but not required, to attend. All of our directors then serving attended the 2012 Annual Meeting of Stockholders.

Contacting the Board

Communications from stockholders to the non-employee directors should be addressed to the non-executive Chairman as follows: Autodesk, Inc., c/o General Counsel,
111 McInnis Parkway, San Rafael, California 94903, Attention: Non-Executive Chairman.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section of the Proxy Statement explains how the Compensation and Human Resources Committee of the Board (the “Committee”) manages the compensation programs for Autodesk's executives. In particular, this Compensation Discussion and Analysis describes the material elements of the compensation awarded to, earned by, or paid to the executive officers. This section also provides an overview of Autodesk's executive compensation philosophy, program design and linkage to stockholder interests, as well as the current administration of Autodesk's executive compensation programs and each underlying compensation component.

Although the discussion primarily focuses on Autodesk's compensation programs for the fiscal year ended January 31, 2013 (“fiscal 2013”), compensation actions taken after fiscal 2013 are described to the extent they enhance the understanding of the fiscal 2013 executive compensation program.

The executive officers discussed in the Proxy Statement are called the “Named Executive Officers” or “NEOs.” For fiscal 2013, the Named Executive Officers were:

• Carl Bass, President and Chief Executive Officer (“CEO”);

• Mark J. Hawkins, Executive Vice President and Chief Financial Officer;

• Jan Becker, Senior Vice President, Human Resources and Corporate Real Estate;

• Steven M. Blum, Senior Vice President, Worldwide Sales and Services;

• Pascal W. Di Fronzo, Senior Vice President, General Counsel and Secretary;

• Amar Hanspal, Senior Vice President, Information Modeling and Platform; and

• Robert Kross, Senior Vice President, Design, Lifecycle and Simulation.

As a result of Autodesk's fiscal 2013 reorganization, Mr. Hanspal's and Mr. Kross' roles and responsibilities changed, resulting in a change in their executive officer status. Mr. Hanspal and Mr. Kross each continue to play a pivotal role at Autodesk.

Autodesk's compensation programs are designed to reward executives for producing results that are aligned with the interests of stockholders by emphasizing “at risk” compensation dependent upon prospective financial, strategic and stock price performance and a retrospective assessment of Autodesk's success to determine pay opportunities. The compensation programs are a balance of performance-orientation and attraction, retention and motivation: Of the total compensation included in the Summary Compensation Table for fiscal 2013, long-term incentives constituted 77% of compensation for the CEO and an average of 60% of compensation for all the NEOs.

Executive Summary

Actions Relating to Stockholder Advisory Vote on Executive Compensation

The Board approved a policy to hold stockholder advisory votes on the compensation of the Named Executive Officers (also known as “Say-on-Pay”) at each Annual Meeting of Stockholders. At the June 2011 Annual Meeting, over

84% of the votes cast on the Say-on-Pay proposal were voted “FOR” approval of the Named Executive Officer compensation program for fiscal 2011. Continuing with its focus on instituting best practices for executive compensation, the Committee took a number of actions during fiscal 2012 aimed at evolving and improving Autodesk's executive compensation programs. These actions included:

• Designing a Performance Stock Unit program;

• Revising Autodesk's compensation peer group to more closely align with companies of Autodesk's financial size and performance; and

• Mandating stock ownership for all executive officers.

At the June 2012 Annual Meeting of Stockholders, approximately 54% of the votes cast on the fiscal 2012 Say-on-Pay proposal were voted “FOR” approval of the Named Executive Officer compensation program. Following the results of the 2012 Say-on-Pay vote, at the direction of the Committee, members of management contacted Autodesk's largest stockholders, representing over 60% of the outstanding Common Stock, to understand their views and concerns about Autodesk's executive compensation policies. While the feedback varied among stockholders, the common themes expressed included a general preference to:

• Use Autodesk's stock price appreciation as a metric for determining total compensation;

• Incorporate multiple measures of performance in incentive plans, including:

Measures that incorporate value creation outcomes, such as Total Stockholder Return (“TSR”); and

Annual financial measures that drive stockholder value creation;

Use TSR performance against a relevant set of companies;

Use multi-year performance measurements for long-term performance awards; and

Regularly review and identify compensation peer group companies of appropriate size and pay philosophy.

After considering the stockholder feedback, the Committee expanded its review of Autodesk's executive compensation policies and practices and incorporated the feedback as part of the ongoing design of several aspects of the executive compensation programs during fiscal 2013. Principally, Autodesk implemented the following changes:

Enhanced the metrics of Performance Stock Unit awards to strengthen the link between Autodesk's financial performance and the amount that may be earned from those awards by:

Requiring that a portion of the awards be earned each year through the successful attainment of annual financial targets;

Linking the amounts that ultimately may be received from the awards to relative TSR; and

Adding multi-year performance periods by incorporating one-year, two-year, and three-year relative TSR measurements; and

Further refined Autodesk's compensation peer group.

These changes enhanced the already strong compensation practices implemented by the Committee and more closely aligned the total direct compensation opportunity of the Named Executive Officers with Autodesk's objectives of driving meaningful annual financial growth and maximizing Autodesk's long-term value.

The following chart summarizes the specific actions taken by the Committee to enhance the design and alignment of Autodesk's executive compensation programs:

Date	Action	Description	Outcome
March 2012	Adopted Performance Stock Unit awards program for executive officers	Number of shares that are earned is based on revenue growth and non-GAAP operating margin targets measured over a one-year performance period, subject to additional multi-year, time-based vesting requirement	Aligned target long-term incentive compensation opportunity with the key drivers of stockholder value creation Replaced stock option component of long-term incentive compensation program
March 2012	Adopted mandatory stock ownership guidelines	Compliance to be assessed annually	Ensured executives' personal financial interests are directly aligned with those

October 2012	Reviewed and further refined compensation peer group based on stockholder feedback	Used previously-established criteria to guide compensation peer group selection, leading to removal of Symantec and Yahoo!	of stockholders; all executive officers are in compliance
March 2013	Awarded 60% of long-term incentive equity to CEO (and 50% for other NEOs) in a redesigned Performance Stock Unit award incorporating: - Total Stockholder Return performance relative to a broad group of companies in major software industry index - Multi-year performance periods - Continued focus on key financial drivers that create long-term stockholder value	- Provides direct link between executive compensation and total stockholder return - Uses third-party developed and managed S&P Computer Software Select Index representing range of software industry investment choices available to stockholders - Multi-year performance periods measuring one-year, two-year, and three-year relative TSR - Focus on revenue growth and non-GAAP operating margin expansion	Companies in the compensation peer group more closely match Autodesk based on key financial criteria, such as revenue and market capitalization
			Aligns design of Performance Stock Unit awards with areas identified by stockholders as being of most critical importance (specifically, TSR, multi-year performance measurement, and comparison of Autodesk performance to that of other companies)

Alignment of Executive Compensation and Corporate Performance

Each March, the Committee makes compensation decisions for the Named Executive Officers based, in large part, on Autodesk's performance and executives' individual performance for the just-completed fiscal year. To evaluate the Committee's commitment to paying for performance, it is necessary to compare the compensation decisions taking place in one year with the performance of the prior fiscal year, as illustrated by the following table:

Fiscal Year	Performance Period	Timing of Related Committee Decisions
Fiscal 2013	February 1, 2012, to January 31, 2013	March 2013
Fiscal 2012	February 1, 2011, to January 31, 2012	March 2012

As a result of this decision-making cycle, the timing of the compensation decisions is not reflected in the relevant fiscal year in the Summary Compensation Table. Generally, under SEC reporting requirements, the Committee's decisions and actions regarding the value of long-term incentive compensation appear in the Summary Compensation Table for the fiscal year following the fiscal year to which they relate.

For example, in March 2013, the Committee made decisions about the long-term incentive compensation awards for the CEO based on Autodesk's and his individual performance during the period from February 1, 2012, through January 31, 2013 (fiscal 2013). Since these decisions were made following the end of fiscal 2013, the amounts awarded will appear in next year's fiscal 2014 Summary Compensation Table rather than the fiscal 2013 Summary Compensation Table in this Proxy Statement.

To illustrate the correlation between the Committee's pay decisions and Autodesk performance, the chart below displays the multi-year relationship between indexed TSR of Autodesk's stock price, percentage of actual revenue and non-GAAP operating margin attainment against internal target, and the resulting changes in CEO compensation as viewed by the Committee. The indexed TSR is calculated using the closing price of Autodesk's Common Stock on January 31, 2009 as a baseline. The revenue and non-GAAP operating margin performance is against Autodesk's targeted internal annual business plan. The CEO compensation represents salary paid during the relevant fiscal year combined with the full value of equity awards and bonus payments made for the prior fiscal year performance. This general alignment between the experience of the stockholders in terms of investment performance and the compensation of the CEO clearly demonstrates the Committee's commitment to align pay with performance.

CEO Total Compensation comprises the following elements for the respective periods:

(in thousands)	Fiscal 2010	Fiscal 2011	Fiscal 2012	Fiscal 2013
Salary	\$825	\$921	\$945	\$991
Bonus and Non-Equity Incentive Deferral Compensation	810	1,429	1,301	1,142
Options (1)	3,705	4,387	—	—
RSUs (2)	—	8,762	3,013	3,447
PSUs (3)	—	—	7,030	5,432
Other	5	6	4	4
CEO Total Compensation	\$5,345	\$15,505	\$12,293	\$11,016

(1) Option amounts are attributed to the fiscal year prior to the fiscal year in which the awards were approved. For example, the fiscal 2011 option amount of \$4.4 million reported in this table represented options granted in fiscal 2012 that were based on fiscal 2011 performance. Option amounts reported represent the grant date fair value, calculated using the Black-Scholes-Merton option-pricing model.

(2) RSU amounts are attributed to the fiscal year prior to the fiscal year in which the awards were approved. For example, the fiscal 2013 RSU amount of \$3.4 million reported in this table represented RSUs granted in fiscal 2014 that were based on fiscal 2013 performance. RSU amounts reported represent the grant date fair value using the stock price on the date of grant.

(3) PSU amounts are attributed to the fiscal year prior to the fiscal year in which the awards were approved. The fiscal 2013 PSU amount of \$5.4 million reported in this table represents the value of 126,000 target PSUs relating to specific revenue and non-GAAP operating margin objectives and relative TSR, with an assumed value per share of \$43.11 based on the Monte Carlo Simulation valuation model. The fiscal 2012 PSU amount of \$7.0 million is based on fiscal 2012 performance, though it was not approved until fiscal 2013. The fiscal 2012 PSU amount reported represents the value on the date of approval of a combination of (a) 110,000 target PSUs relating to Autodesk's strategic plan and management and (b) 82,500 target PSUs relating to specific revenue and non-GAAP operating margin objectives.

To better understand the relationship between the compensation of the Named Executive Officers and Autodesk's performance, below is a summary of Autodesk's performance over the last two fiscal years followed by a description of the relevant compensation decisions made for the Named Executive Officers.

Fiscal 2013 Business Summary

In fiscal 2013, Autodesk executed on several of its most critical business objectives and met a number of its absolute financial targets. The results reflected a solid performance despite Autodesk executing on a long-term business model shift. The following summarizes the relevant performance factors considered by the Committee in reaching its decisions regarding pay for the Named Executive Officers for fiscal 2013 performance.

Revenue was \$2.3 billion, an increase of 4% from fiscal 2012.

Autodesk had record total billings and maintenance billings at the end of fiscal 2013.

GAAP operating margin decreased 280 basis points to 13%, compared to 16% in fiscal 2012. The decrease in GAAP operating margin was primarily the result of restructuring charges in fiscal 2013 stemming from Autodesk's reorganization.

Non-GAAP operating margin increased by approximately 135 basis points to 25% compared to 24% in fiscal 2012.*

GAAP diluted earnings per share decreased to \$1.07, compared to \$1.22 in fiscal 2012. The decrease in GAAP diluted earnings per share was primarily the result of restructuring charges in fiscal 2013 stemming from the reorganization.

Non-GAAP diluted earnings per share increased to a record \$1.94, compared to non-GAAP diluted earnings per share of \$1.74 in fiscal 2012.*

Fiscal 2013 ended with record total deferred revenue of \$835 million, an increase of 16% from fiscal 2012.

Cash flow from operating activities was \$559 million, compared to \$574 million in fiscal 2012.

Autodesk made progress on key initiatives. Among other things, Autodesk launched cloud-based initiatives, including Autodesk360, which positions Autodesk for success in the future.

The stock price was \$38.88 per share at January 31, 2013, compared to \$36.00 per share at January 31, 2012.

TSR for the year was 8%, an improvement over the comparable performance for fiscal 2012.

The creation of sustainable long-term value for Autodesk's stockholders depends not only on strong financial performance in the near-term, but also on Autodesk's ability over the long-term to identify and develop high-quality software and services solutions. The Committee believes that the operational accomplishments achieved during fiscal 2013 position Autodesk for future success that should continue to be reflected in long-term value creation.