

AUTODESK INC  
Form 8-K  
June 16, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 14, 2017  
Autodesk, Inc.  
(Exact name of registrant as specified in its charter)

Delaware 000-14338 94-2819853  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer  
Identification No.)

111 McInnis Parkway  
San Rafael, California 94903  
(Address of principal executive offices, including zip code)

(415) 507-5000  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of Autodesk, Inc. (“Autodesk” or the “Company”) held on June 14, 2017 (the “Annual Meeting”), the stockholders of the Company elected the following ten individuals to the Board of Directors. Each director will serve for the ensuing year and until their successors are duly elected and qualified.

| Nominee               | Votes For   | Votes Against | Abstentions* | Broker Non-Votes* |
|-----------------------|-------------|---------------|--------------|-------------------|
| Carl Bass             | 191,445,731 | 1,927,266     | 183,294      | 12,869,184        |
| Crawford W. Beveridge | 190,742,725 | 2,752,294     | 61,272       | 12,869,184        |
| Jeff Clarke           | 189,893,267 | 3,600,027     | 62,997       | 12,869,184        |
| Scott Ferguson        | 192,133,561 | 1,360,742     | 61,988       | 12,869,184        |
| Thomas Georgens       | 192,169,014 | 1,321,435     | 65,842       | 12,869,184        |
| Richard S. Hill       | 188,803,932 | 4,676,771     | 75,588       | 12,869,184        |
| Mary T. McDowell      | 192,277,666 | 1,221,199     | 57,426       | 12,869,184        |
| Lorrie M. Norrington  | 190,066,756 | 3,426,609     | 62,926       | 12,869,184        |
| Betsy Rafael          | 189,537,905 | 3,962,059     | 56,327       | 12,869,184        |
| Stacy J. Smith        | 192,127,598 | 1,366,832     | 61,861       | 12,869,184        |

\* Abstentions and broker non-votes do not affect the outcome of the election.

In addition, the following proposals were voted on and approved at the Annual Meeting.

|                                                                                                                                                                                                                            | Votes For   | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------------|-------------|---------------------|
| Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2018.                                                        | 204,151,027 | 2,204,418        | 70,030      | N/A                 |
| Proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as described in the proxy statement.                                                                      | 183,490,226 | 9,898,376        | 167,689     | 12,869,184          |
| Proposal to approve the amendment and restatement of the Company's 1998 Employee Qualified Stock Purchase Plan.                                                                                                            | 192,725,629 | 766,594          | 64,068      | 12,869,184          |
| Proposal to approve the amendment and restatement of the Company's 2012 Employee Stock Plan to increase the number of shares reserved for issuance under the plan by 12.2 million shares and re-approve performance goals. | 178,032,386 | 15,426,162       | 97,743      | 12,869,184          |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1 Year      | 2 Years | 3 Years    | Abstentions | Broker<br>Non-Votes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------|------------|-------------|---------------------|
| Proposal to approve the frequency with which stockholders are provided an advisory (non-binding) vote on the compensation of the Company's named executive officers.                                                                                                                                                                                                                                                                                                                                     | 180,305,227 | 40,633  | 13,155,650 | 54,781      | N/A                 |
| In accordance with the recommendation of our Board of Directors and the voting results of the stockholders of Autodesk on this advisory proposal, our Board of Directors has continued its policy of holding advisory votes on the compensation of our named executive officers on an annual basis. The next required advisory vote on the frequency of approval of the compensation of our named executive officers will take place no later than the Company's annual meeting of stockholders in 2023. |             |         |            |             |                     |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUTODESK, INC.

By:/s/ Pascal W. Di Fronzo

Pascal W. Di Fronzo

SVP, Corporate Affairs, Chief Legal Officer and Secretary

Date: June 16, 2017