

AUTODESK INC
Form 3
November 23, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Sachem Head Capital Management LP			(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
399 PARK AVENUE,Â 32ND FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10022				<input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
				(give title below) (specify below)	
				See Remarks	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 ("Shares")	3,700,000	I	Please see footnotes <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call Option ("right to purchase")	Â (6)	04/10/2017	Common Stock	9,190,000	\$ 30	I	Please see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Put Option ("obligation to purchase")	04/10/2017	04/10/2017	Common Stock	9,190,000	\$ 30	I	Please see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Sachem Head Capital Management LP 399 PARK AVENUE 32ND FLOOR NEW YORK, NY 10022	Â	Â X	Â		See Remarks
Uncas GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022	Â	Â X	Â		See Remarks
Sachem Head GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022	Â	Â X	Â		See Remarks
Ferguson Scott D. 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022	Â	Â X	Â		See Remarks

Signatures

/s/ Michael D. Adamski, as General Counsel _____	11/23/2015
**Signature of Reporting Person	Date
/s/ Michael D. Adamski, as General Counsel _____	11/23/2015
**Signature of Reporting Person	Date
/s/ Michael D. Adamski, as General Counsel _____	11/23/2015
**Signature of Reporting Person	Date
/s/ Michael D. Adamski, as Attorney-in-Fact _____	11/23/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In addition to Sachem Head Capital Management LP ("Sachem Head"), this Form 3 is being filed jointly by Uncas GP LLC ("SH Management"), Sachem Head GP LLC ("Sachem Head GP") and Scott D. Ferguson, each of whom has the same business address as Sachem Head and may be deemed to have a pecuniary interest in securities beneficially owned by it.
- Includes 1,045,750 Shares directly owned by Sachem Head LP ("SH"), 1,304,250 Shares directly owned by Sachem Head Master LP ("SHM") and 1,350,000 Shares directly owned by SH Sagamore Master II Ltd. ("Sagamore Master II" and, together with SH and SHM, the "Sachem Head Funds"). The principal business of Sachem Head is to serve as investment advisor to certain affiliated funds, including the Sachem Head Funds. The principal business of SH Management is to serve as the sole general partner of Sachem Head. The principal business of Sachem Head GP is to serve as the general partner of certain affiliated funds, including SH and SHM. The principal occupation of Scott D. Ferguson is to serve as the managing partner of Sachem Head and the managing member of SH Management and Sachem Head GP.
- Each of Sachem Head, as the investment adviser to the Sachem Head Funds, SH Management, as the sole general partner of Sachem Head, and Scott Ferguson, as the managing partner of Sachem Head, may be deemed to beneficially own 3,700,000 Shares, 9,190,000 Call Options (as defined below) and 9,190,000 Put Options (as defined below) directly owned by the Sachem Head Funds. As the general partner of SH and SHM, Sachem Head GP may be deemed to beneficially own 2,350,000 Shares, 4,825,000 Call Options and 4,825,000 Put Options directly owned by SH and SHM. Each of Sachem Head, SH Management, Sachem Head GP and Scott Ferguson disclaims beneficial ownership of the securities reported hereon for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended, except to the extent of its or his pecuniary interest therein, if any.
- (3) Includes 2,147,125 American-style call options (the "Call Options") directly owned by SH, 2,677,875 Call Options directly owned by SHM and 4,365,000 Call Options directly owned by Sagamore Master II. The Call Options reference an aggregate of 9,190,000 Shares, have an exercise price of \$30.00 and expire on April 10, 2017.
- (4) Includes 2,147,125 European-style put options (the "Put Options") written by SH, 2,677,875 Put Options written by SHM and 4,365,000 Put Options written by Sagamore Master II. The Put Options reference an aggregate of 9,190,000 Shares, have an exercise price of \$30.00 and expire on April 10, 2017, provided that the exercise, termination or transfer of the Call Options will reduce the number of Put Options by the number of Call Options so exercised, terminated or transferred.
- (5) The Call Options were acquired between October 9, 2015 and November 4, 2015 and are exercisable on the date of acquisition.

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Remarks:

The Reporting Persons are filing this report because each of the Reporting Persons is a member of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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