

AUTODESK INC
Form 4
December 02, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Sachem Head Capital Management LP

(Last) (First) (Middle)

399 PARK AVENUE, 32ND FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$0.01 ("Shares") | 12/01/2015 | | X | 9,190,000 A | 12,890,000 | I | Please see footnotes (1) (2) (3) (4) |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-----------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Call Option ("right to purchase") | \$ 30 | 12/01/2015 | | X | 9,190,000 | <u>(6)</u> 04/10/2017 | Shares | 9,190,000 | |
| Put Option ("obligation to purchase") | \$ 30 | 12/01/2015 | | E | 9,190,000 | 04/10/2017 04/10/2017 | Cash settled | 9,190,000 | |

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 | | X | | See Remarks |
| Uncas GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022 | | X | | See Remarks |
| Sachem Head GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022 | | X | | See Remarks |
| Ferguson Scott D. 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022 | | X | | See Remarks |

Signatures

/s/ Michael D. Adamski, as General Counsel
12/02/2015

**Signature of Reporting Person

Date

/s/ Michael D. Adamski, as General Counsel
12/02/2015

**Signature of Reporting Person

Date

/s/ Michael D. Adamski, as General Counsel
 12/02/2015
 **Signature of Reporting Person Date

/s/ Michael D. Adamski, as Attorney-in-Fact
 12/02/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Includes 3,192,875 Shares directly owned by Sachem Head LP ("SH"), 3,982,125 Shares directly owned by Sachem Head Master LP ("SHM") and 5,715,000 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.
 - (2) 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 12,890,000 Shares directly owned by the Sachem Head Funds. As the general partner of SH and SHM, Sachem Head GP may be deemed to beneficially own 7,175,000 Shares 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) SH directly owned 2,147,125 American-style call options (the "Call Options"), SHM directly owned 2,677,875 Call Options and Sagamore Master II directly owned 4,365,000 Call Options. On December 1, 2015, each of the Sachem Head Funds exercised all of its respective Call Options, and thereby acquired 2,147,125 Shares, 2,677,875 Shares and 4,365,000 Shares, respectively.
 - (4) SH directly wrote 2,147,125 European-style put options (the "Put Options"), SHM directly wrote 2,677,875 Put Options and Sagamore Master II directly wrote 4,365,000 Put Options. On December 1, 2015, upon exercise by each of the Sachem Head Funds of all of its respective Call Options, all of the Put Options terminated in accordance with their terms.
 - (5) The exercise price of the Call Options was \$30.00.
 - (6) The Call Options were acquired between October 9, 2015 and November 4, 2015 and were exercisable on the date of acquisition.

Remarks:

The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(d) group with
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