

AUTODESK INC  
Form SC 13G/A  
February 16, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Autodesk, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

052769106  
(CUSIP Number)

December 31, 2015  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

---

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No. 052769106

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Soroban Master Fund LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,580,685

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,580,685

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,580,685

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

---

CUSIP No. 052769106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Soroban  
Capital GP  
LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING

- POWER
- 12,800,490
7. SOLE  
DISPOSITIVE  
POWER
- 0
8. SHARED  
DISPOSITIVE  
POWER
- 12,800,490
9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON
- 12,800,490
10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES   
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)
- 5.7%
12. TYPE OF  
REPORTING  
PERSON  
(SEE

INSTRUCTIONS)

OO

---

CUSIP No. 052769106

1. NAME OF REPORTING PERSONS  
I.R.S.  
IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Soroban  
Capital  
Partners LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING

- POWER
- 12,800,490
7. SOLE  
DISPOSITIVE  
POWER
- 0
8. SHARED  
DISPOSITIVE  
POWER
- 12,800,490
9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON
- 12,800,490
10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES   
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)
- 5.7%
12. TYPE OF  
REPORTING  
PERSON  
(SEE



INSTRUCTIONS)

PN, IA

---

CUSIP No. 052769106

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Soroban  
Capital  
Partners GP  
LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE  
VOTING  
POWER

0

6.

- SHARED  
VOTING  
POWER
- 12,800,490
7. SOLE  
DISPOSITIVE  
POWER
- 0
8. SHARED  
DISPOSITIVE  
POWER
- 12,800,490
9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON
- 12,800,490
10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)   
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)
- 5.7%
12. TYPE OF  
REPORTING

PERSON  
(SEE  
INSTRUCTIONS)

OO

---

CUSIP No. 052769106

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Eric W.  
Mandelblatt

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

United  
States of  
America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE  
VOTING  
POWER

0

6. SHARED  
VOTING  
POWER
- 12,800,490
7. SOLE  
DISPOSITIVE  
POWER
- 0
8. SHARED  
DISPOSITIVE  
POWER
- 12,800,490
9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON
- 12,800,490
10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)   
EXCLUDES   
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)
- 5.7%
12. TYPE OF  
REPORTING

PERSON  
(SEE  
INSTRUCTIONS)

HC, IN

---

CUSIP No. 052769106

Item 1. (a). Name of Issuer:

Autodesk, Inc.

(b). Address of issuer's principal executive offices:

111 McInnis Parkway  
San Rafael, California 94903

Item 2. (a).