

ANSYS INC  
Form 8-K  
August 06, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): August 2, 2010**

**ANSYS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**0-20853**  
(Commission  
  
File Number)

**04-3219960**  
(I.R.S. Employer  
  
Identification No.)

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**275 Technology Drive, Canonsburg, PA**

**(Address of Principal Executive Offices)**

**(Registrant's Telephone Number, Including Area Code) (724) 746-3304**

**15317**

**(Zip Code)**

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 (*see* General Instruction A.2. below):

- .. 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 2, 2010, the Compensation Committee of ANSYS, Inc. (the Company ) approved an amendment and restatement of the ANSYS, Inc. Long-Term Incentive Plan, which was previously filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 23, 2010, to clarify the performance targets contained therein. The ANSYS, Inc. Amended and Restated Long-Term Incentive Plan (the Amended and Restated Long-Term Incentive Plan ) continues to include performance targets that are based upon the percentage return per share of the Company s common stock over a three-year period (the Total Shareholder Return ) as compared to the median percentage appreciation of the NASDAQ Composite Total Returns Index (the Index ) over the same period of time. The Amended and Restated Long-Term Incentive Plan provides, however, that the potential earned awards will be based on a continuous range of payouts (rather than fixed cliff payouts) once the Total Shareholder Return for any performance measurement period equals or exceeds 90% of the Index appreciation, up to a maximum payout of 100% of a target award if the Total Shareholder Return for any performance measurement period equals or exceeds 110% of the Index appreciation.

The foregoing discussion is qualified in its entirety by reference to the copy of the Amended and Restated Long-Term Incentive Plan, which is being filed with this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	ANSYS, Inc. Amended and Restated Long-Term Incentive Plan.

**SIGNATURE**

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.

**ANSYS, INC.**

Date: August 5, 2010

By: /s/ Sheila S. DiNardo  
Sheila S. DiNardo Vice President, General Counsel & Secretary

**INDEX TO EXHIBITS**

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