

ANSYS INC
Form 8-K
July 06, 2006

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): June 30, 2006

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.)

275 Technology Drive, Canonsburg, PA
(Address of Principal Executive Offices)

15317
(Zip Code)
(Registrant's Telephone Number, Including Area Code) (724) 746-3304

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):

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- .. 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))
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Item 1.01 Entry into a Material Definitive Agreement.

In accordance with the terms of the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (the "Third Amended and Restated Option Plan") and the amended terms of the Company's Director compensation arrangements, on June 30, 2006, the Directors received, at their election, a quarterly grant of either (a) 900 deferred stock units (DSUs) or (b) options to purchase 3,000 shares of common stock. Each Director completed his or her election prior to the grant date and each Director, other than Roger J. Heinen, Jr., elected to receive stock options.

The Deferred Stock Award or Non-Qualified Stock Option Election Form is attached hereto as Exhibit 10.1 and the form of Deferred Stock Unit Agreement under the Third Amended and Restated Option Plan is attached hereto as Exhibit 10.2, and each is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Description |
|---------------|--|
| 10.1 | Deferred Stock Award or Non-Qualified Stock Option Election Form. |
| 10.2 | Form of Deferred Stock Unit Agreement under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant 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: July 6, 2006

By: /s/ Sheila S. DiNardo
Sheila S. DiNardo Vice President,

General Counsel & Secretary

INDEX TO EXHIBITS

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