

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 0-20853

ANSYS, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

04-3219960

(I.R.S. Employer Identification No.)

275 Technology Drive, Canonsburg, PA

(Address of principal executive offices)

15317

(Zip Code)

724-746-3304

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2). (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of the Registrant's Common Stock, par value \$.01 per share, outstanding as of April 26, 2013 was 93,207,026 shares.

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PART I – UNAUDITED FINANCIAL INFORMATION

Item 1. Financial Statements:

ANSYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2013	December 31, 2012
	(Unaudited)	(Audited)
<i>(in thousands, except share and per share data)</i>		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 650,993	\$ 576,703
Short-term investments	488	452
Accounts receivable, less allowance for doubtful accounts of \$4,800	80,291	96,598
Other receivables and current assets	183,806	216,268
Deferred income taxes	16,030	23,338
Total current assets	931,608	913,359
Property and equipment, net	50,822	52,253
Goodwill	1,250,038	1,251,247
Other intangible assets, net	331,938	351,173
Other long-term assets	19,594	24,393
Deferred income taxes	15,700	14,992
Total assets	\$ 2,599,700	\$ 2,607,417
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 26,574	\$ 53,149
Accounts payable	3,387	4,924
Accrued bonuses and commissions	15,984	42,601
Accrued income taxes	6,674	8,182
Deferred income taxes	727	1,409
Other accrued expenses and liabilities	59,159	61,329
Deferred revenue	306,801	305,793
Total current liabilities	419,306	477,387
Long-term liabilities:		
Deferred income taxes	83,652	92,822
Other long-term liabilities	90,854	96,917
Total long-term liabilities	174,506	189,739
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; zero shares issued or outstanding	—	—
Common stock, \$.01 par value; 300,000,000 shares authorized; 93,201,905 shares issued	932	932
Additional paid-in capital	916,336	927,368
Retained earnings	1,090,514	1,039,491
Treasury stock, at cost: 24,251 and 536,231 shares, respectively	(1,620)	(36,151)
Accumulated other comprehensive (loss) income	(274)	8,651
Total stockholders' equity	2,005,888	1,940,291
Total liabilities and stockholders' equity	\$ 2,599,700	\$ 2,607,417

The accompanying notes are an integral part of the condensed consolidated financial statements.

ANSYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

<i>(in thousands, except per share data)</i>	Three Months Ended	
	March 31, 2013	March 31, 2012
Revenue:		
Software licenses	\$ 118,875	\$ 113,554
Maintenance and service	78,857	71,791
Total revenue	197,732	185,345
Cost of sales:		
Software licenses	6,965	5,996
Amortization	9,874	10,214
Maintenance and service	19,395	18,132
Total cost of sales	36,234	34,342
Gross profit	161,498	151,003
Operating expenses:		
Selling, general and administrative	50,013	45,249
Research and development	36,007	31,501
Amortization	5,929	6,425
Total operating expenses	91,949	83,175
Operating income	69,549	67,828
Interest expense	(371)	(818)
Interest income	732	901
Other expense, net	(321)	(616)
Income before income tax provision	69,589	67,295
Income tax provision	18,566	21,756
Net income	\$ 51,023	\$ 45,539
Earnings per share – basic:		
Basic earnings per share	\$ 0.55	\$ 0.49
Weighted average shares – basic	92,908	92,817
Earnings per share – diluted:		
Diluted earnings per share	\$ 0.54	\$ 0.48
Weighted average shares – diluted	95,166	95,190

The accompanying notes are an integral part of the condensed consolidated financial statements.

ANSYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

<i>(in thousands)</i>	Three Months Ended	
	March 31, 2013	March 31, 2012
Net income	\$ 51,023	\$ 45,539
Other comprehensive loss, net of tax:		
Foreign currency translation adjustments	(8,925)	(72)
Comprehensive income	\$ 42,098	\$ 45,467

The accompanying notes are an integral part of the condensed consolidated financial statements.

ANSYS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<i>(in thousands)</i>	Three Months Ended	
	March 31, 2013	March 31, 2012
Cash flows from operating activities:		
Net income	\$ 51,023	\$ 45,539
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,683	20,712
Deferred income tax (benefit) expense	(885)	1,789
Provision for bad debts	290	3
Stock-based compensation expense	8,787	7,802
Excess tax benefits from stock options	(4,767)	(3,872)
Other	39	13
Changes in operating assets and liabilities:		
Accounts receivable	15,140	5,632
Other receivables and current assets	(7,166)	(14,129)
Other long-term assets	139	5,365
Accounts payable, accrued expenses and current liabilities	(28,408)	(22,054)
Accrued income taxes	3,418	6,955
Deferred revenue	34,691	28,916
Other long-term liabilities	2,450	926
Net cash provided by operating activities	95,434	83,597
Cash flows from investing activities:		
Capital expenditures	(4,087)	(4,743)
Purchases of short-term investments	(46)	(69)
Maturities of short-term investments	16	68
Net cash used in investing activities	(4,117)	(4,744)
Cash flows from financing activities:		
Principal payments on long-term debt	(26,575)	(10,630)
Principal payments on capital leases	—	(9)
Restricted stock withholding taxes paid in lieu of issued shares	(4,269)	—
Proceeds from issuance of common stock under Employee Stock Purchase Plan	1,274	1,116
Proceeds from exercise of stock options	12,920	8,053
Excess tax benefits from stock options	4,767	3,872
Net cash (used in) provided by financing activities	(11,883)	2,402
Effect of exchange rate fluctuations on cash and cash equivalents	(5,144)	4,763
Net increase in cash and cash equivalents	74,290	86,018
Cash and cash equivalents, beginning of period	576,703	471,828
Cash and cash equivalents, end of period	\$ 650,993	\$ 557,846
Supplemental disclosures of cash flow information:		
Income taxes paid	\$ 4,911	\$ 13,023
Interest paid	140	452

The accompanying notes are an integral part of the condensed consolidated financial statements.

ANSYS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2013
(Unaudited)

1. Organization

ANSYS, Inc. (hereafter the "Company" or "ANSYS") develops and globally markets engineering simulation software and technologies widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace, automotive, manufacturing, electronics, biomedical, energy and defense.

In connection with its acquisitions of Esterel Technologies, S.A. ("Esterel") and Apache Design, Inc. ("Apache") on August 1, 2012 and 2011, respectively, the Company has reviewed the accounting guidance issued for disclosures about segments of an enterprise. As defined by the accounting guidance, the Company operates as three segments. However, the Company determined that its three operating segments are sufficiently similar and should be aggregated under the criteria provided in the related accounting guidance.

Given the integrated approach to the multi-discipline problem-solving needs of the Company's customers, a single sale of software may contain components from multiple product areas and include combined technologies. The Company also has a multi-year product and integration strategy that will result in new combined products or changes to the historical product offerings. As a result, it is impracticable for the Company to provide accurate historical or current reporting among its various product lines.

2. Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by ANSYS in accordance with accounting principles generally accepted in the United States for interim financial information for commercial and industrial companies and the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the accompanying statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The accompanying condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements (and notes thereto) included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. The condensed consolidated December 31, 2012 balance sheet presented is derived from the audited December 31, 2012 balance sheet included in the most recent Annual Report on Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial statements have been included, and all adjustments are of a normal and recurring nature. Operating results for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for any future period.

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of highly liquid investments such as deposits held at major banks and money market mutual funds. Cash equivalents are carried at cost, which approximates fair value. The Company's cash and cash equivalent balances comprise the following:

<i>(in thousands, except percentages)</i>	March 31, 2013		December 31, 2012	
	Amount	% of Total	Amount	% of Total
Cash accounts	\$ 396,816	61.0	\$ 369,724	64.1
Money market mutual funds	254,177	39.0	206,979	35.9
Total	\$ 650,993		\$ 576,703	

The Company held 98% of its money market mutual fund balances in various funds of a single issuer as of both March 31, 2013 and December 31, 2012.

3. Acquisitions

EVEN - Evolutionary Engineering AG

On April 3, 2013, the Company announced that it had acquired EVEN—Evolutionary Engineering AG ("EVEN"), a leading provider of composite analysis and optimization technology relying on cloud computing. Under the terms of the agreement, ANSYS acquired 100% of EVEN for an up-front payment of \$4.3 million in cash, plus contingent payments of up to \$4.4 million within three years of the acquisition date should EVEN reach certain technical milestones.

The operating results of EVEN will be included in the Company's consolidated financial statements from the date of acquisition and, accordingly, EVEN's operating results are not included in the financial results presented in this quarterly report on Form 10-Q.

Esterel Technologies, S.A.

On August 1, 2012, the Company completed its acquisition of Esterel. Under the terms of the agreement, ANSYS acquired 100% of Esterel for a purchase price of \$58.2 million, which included \$13.1 million in acquired cash. The agreement also includes retention provisions for key members of management and employees, which are accounted for outside of the business combination. The Company funded the transaction entirely with existing cash balances. The operating results of Esterel have been included in the Company's condensed consolidated financial statements since the date of acquisition, August 1, 2012.

In valuing deferred revenue on the Esterel balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. Although this acquisition accounting requirement had no impact on the Company's business or cash flow, the Company's reported revenue under accounting principles generally accepted in the United States, primarily for the first 12 months post-acquisition, will be less than the sum of what would otherwise have been reported by Esterel and ANSYS absent the acquisition. Acquired deferred revenue of \$1.1 million was recorded on the opening balance sheet. This amount was approximately \$11.0 million lower than the historical carrying value. The impact on reported revenue for the three months ended March 31, 2013 was \$1.6 million. The expected impact on reported revenue is \$1.2 million and \$4.1 million for the quarter ending June 30, 2013 and for the year ending December 31, 2013, respectively.

The assets and liabilities of Esterel have been recorded based upon management's estimates of their fair market values as of the acquisition date. The following tables summarize the fair value of consideration transferred and the fair values of identified assets acquired and liabilities assumed at the acquisition date:

Fair Value of Consideration Transferred:

<i>(in thousands)</i>	
Cash	\$ 58,150

Recognized Amounts of Identifiable Assets Acquired and Liabilities Assumed:

<i>(in thousands)</i>	
Cash	\$ 13,075
Accounts receivable and other tangible assets	4,737
Customer relationships (12-year life)	21,421
Developed software (10-year life)	10,717
Platform trade name (indefinite life)	2,695
Accounts payable and other liabilities	(4,936)
Deferred revenue	(1,139)
Net deferred tax liabilities	(9,286)
Total identifiable net assets	<u>\$ 37,284</u>
Goodwill	<u>\$ 20,866</u>

The goodwill, which is not tax-deductible, is attributed to intangible assets that do not qualify for separate recognition, including the assembled workforce of the acquired business and the synergies expected to arise as a result of the acquisition of Esterel. The fair values of the assets acquired and liabilities assumed that are listed above are based on preliminary calculations and the estimates and assumptions for these items are subject to change as additional information about what was known and knowable at the acquisition date is obtained during the measurement period (up to one year from the acquisition date).

4. Other Current Assets

The Company reports accounts receivable, related to the current portion of annual lease licenses and software maintenance that has not yet been recognized as revenue, as components of other receivables and current assets. These receivables totaled \$123.1 million and \$149.3 million as of March 31, 2013 and December 31, 2012, respectively.

The Company reports income taxes receivable, including amounts related to overpayments and refunds, as a component of other receivables and current assets. These amounts totaled \$38.2 million and \$48.9 million as of March 31, 2013 and December 31, 2012, respectively.

5. Uncertain Tax Positions

The Company reports reserves for uncertain tax positions, including estimated penalties and interest, as a component of other long-term liabilities. These amounts totaled \$37.3 million and \$37.0 million as of March 31, 2013 and December 31, 2012, respectively.

The Company believes that it is reasonably possible that \$16.9 million of uncertain tax positions will be resolved within the next twelve months.

6. Earnings Per Share

Basic earnings per share ("EPS") amounts are computed by dividing earnings by the weighted average number of common shares outstanding during the period. Diluted EPS amounts assume the issuance of common stock for all potentially dilutive equivalents outstanding. To the extent stock options are anti-dilutive, they are excluded from the calculation of diluted EPS.

The details of basic and diluted EPS are as follows:

	Three Months Ended	
	March 31, 2013	March 31, 2012
<i>(in thousands, except per share data)</i>		
Net income	\$ 51,023	\$ 45,539
Weighted average shares outstanding – basic	92,908	92,817
Dilutive effect of stock plans	2,258	2,373
Weighted average shares outstanding – diluted	95,166	95,190
Basic earnings per share	\$ 0.55	\$ 0.49
Diluted earnings per share	\$ 0.54	\$ 0.48
Anti-dilutive options	1,118	1,530

7. Long-Term Debt

On July 31, 2008, ANSYS borrowed \$355.0 million from a syndicate of banks. The interest rate on the indebtedness provides for tiered pricing with the initial rate at the prime rate +0.50%, or the LIBOR rate +1.50%, with step downs permitted after the initial six months under the credit agreement down to a flat prime rate or the LIBOR rate +0.75%. Such tiered pricing is determined by the Company's consolidated leverage ratio. The Company's consolidated leverage ratio has been reduced to the lowest pricing tier in the debt agreement. During the three months ended March 31, 2013, the Company made the required quarterly principal payment of \$26.6 million. The term loan's outstanding principal balance of \$26.6 million is scheduled to be paid at maturity on July 31, 2013.

For the three months ended March 31, 2013 and 2012, the Company recorded interest expense related to the term loan at average interest rates of 1.06% and 1.33%, respectively. The interest expense on the term loan and amortization related to debt financing costs were as follows:

	Three Months Ended			
	March 31, 2013		March 31, 2012	
	Interest Expense	Amortization	Interest Expense	Amortization
<i>(in thousands)</i>				
July 31, 2008 term loan	\$ 139	\$ 92	\$ 428	\$ 204

The interest rate on the outstanding term loan balance of \$26.6 million is set for the quarter ending June 30, 2013 at 1.03%, which is based on LIBOR +0.75%.

The credit agreement includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness.

8. Goodwill and Intangible Assets

During the first quarter of 2013, the Company completed the annual impairment test for goodwill and indefinite-lived intangible assets and determined that these assets had not been impaired as of the test date, January 1, 2013. The Company performed a qualitative assessment to test goodwill and indefinite-lived intangible assets for impairment, and as of the test date, there was sufficient evidence that it was not more likely than not that the fair values of its reporting units or intangible assets were less than their carrying amounts. The application of a qualitative assessment requires the Company to assess and make judgments regarding a variety of factors which potentially impact the fair value of a reporting unit or intangible asset, including general economic conditions, industry and market-specific conditions, customer behavior, cost factors, the Company's financial performance and trends, the Company's strategies and business plans, capital requirements, management and personnel issues, and the Company's stock price, among others. The Company then considers the totality of these and other factors, placing more weight on the events and circumstances that are judged to most affect fair value of a reporting unit or intangible asset to reach a qualitative conclusion regarding whether it is more likely than not that the fair value of a reporting unit or intangible asset is less than its carrying amount. No events occurred or circumstances changed during the three months ended March 31, 2013 that would indicate that the fair values of the Company's reporting units or intangible assets are below their carrying amounts.

As of March 31, 2013 and December 31, 2012, the Company's intangible assets and estimated useful lives are classified as follows:

<i>(in thousands)</i>	March 31, 2013		December 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets:				
Developed software and core technologies (7 – 10 years)	\$ 297,926	\$ (182,774)	\$ 298,802	\$ (175,988)
Customer lists and contract backlog (3 – 15 years)	235,910	(103,707)	241,721	(100,702)
Trade names (6 – 10 years)	102,557	(43,038)	102,629	(40,436)
Total	<u>\$ 636,393</u>	<u>\$ (329,519)</u>	<u>\$ 643,152</u>	<u>\$ (317,126)</u>
Unamortized intangible assets:				
Trade names	<u>\$ 25,064</u>		<u>\$ 25,147</u>	

Amortization expense for the intangible assets reflected above was \$15.8 million and \$16.6 million for the three months ended March 31, 2013 and 2012, respectively.

As of March 31, 2013, estimated future amortization expense for the intangible assets reflected above is as follows:

<i>(in thousands)</i>	
Remainder of 2013	\$ 43,698
2014	53,328
2015	49,768
2016	42,762
2017	39,162
2018	25,846
Thereafter	52,310
Total intangible assets subject to amortization	306,874
Indefinite-lived trade names	25,064
Other intangible assets, net	<u>\$ 331,938</u>

The change in goodwill during the three months ended March 31, 2013 was as follows:

<i>(in thousands)</i>	
Beginning balance – January 1, 2013	\$ 1,251,247
Currency translation and other	(1,209)
Ending balance – March 31, 2013	<u>\$ 1,250,038</u>

9. Fair Value Measurement

The valuation hierarchy for disclosure of assets and liabilities reported at fair value prioritizes the inputs for such valuations into three broad levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; or
- Level 3: unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value.

A financial asset's or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following tables provide the assets and liabilities carried at fair value and measured on a recurring basis:

<i>(in thousands)</i>	March 31, 2013	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash equivalents	\$ 254,177	\$ 254,177	\$ —	\$ —
Short-term investments	\$ 488	\$ —	\$ 488	\$ —
Foreign currency future	\$ 168	\$ —	\$ 168	\$ —
Liabilities				
Contingent consideration	\$ (6,467)	\$ —	\$ —	\$ (6,467)
Deferred compensation	\$ (1,400)	\$ —	\$ —	\$ (1,400)

<i>(in thousands)</i>	December 31, 2012	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash equivalents	\$ 206,979	\$ 206,979	\$ —	\$ —
Short-term investments	\$ 452	\$ —	\$ 452	\$ —
Liabilities				
Contingent consideration	\$ (6,436)	\$ —	\$ —	\$ (6,436)
Deferred compensation	\$ (1,394)	\$ —	\$ —	\$ (1,394)
Foreign currency future	\$ (240)	\$ —	\$ (240)	\$ —

The cash equivalents in the preceding tables represent money market mutual funds.

The short-term investments in the preceding tables represent deposits held by certain foreign subsidiaries of the Company. The deposits have fixed interest rates with maturity dates ranging from three months to one year.

In August 2012, the Company entered into a foreign currency futures contract with a third-party U.S. financial institution, which will be settled in July 2013. The purpose of this contract is to mitigate the Company's exposure to foreign exchange risk arising from intercompany receivables from a British subsidiary. As of March 31, 2013, the Company's foreign exchange future is in an asset position of \$168,000. The foreign exchange future is measured at fair value each reporting period, with gains or losses recognized in other expense in the Company's condensed consolidated statements of income.

On August 1, 2011, the Company completed its acquisition of Apache, a leading simulation software provider for advanced, low-power solutions in the electronics industry. The merger agreement includes a contingent consideration arrangement that requires additional payments of up to \$12.0 million to be paid by the Company in equal installments to the Apache stockholders and holders of vested Apache options on each of the first three anniversaries of the closing of the acquisition. To receive these payments, a key member of Apache's management must remain an employee of ANSYS on each of the first three anniversaries of the acquisition closing date. Management estimated that it was probable that all three payments would be made, and recorded the fair value of the contingent payments as a liability on the date of acquisition. The portion of contingent payments attributable to the key member of Apache management was determined to be deferred compensation, and is accounted for outside of the business combination. The Company paid the first \$4.0 million installment of these contingent payments on August 1, 2012. A liability of \$1.4 million for deferred compensation was recorded as of March 31, 2013 based on the net present value of the expected remaining payments. The portion of the contingent payments attributable to other shareholders was determined to be contingent purchase price consideration and was estimated to be \$6.5 million based on the net present value of the expected remaining payments as of March 31, 2013. The net present value calculations for the deferred compensation and contingent consideration include a significant unobservable input in the assumption that the two remaining payments will be made, and therefore the liabilities were classified as Level 3 in the fair value hierarchy.

The following table presents the changes during the three months ended March 31, 2013 in the Company's Level 3 liabilities for contingent consideration and deferred compensation that are measured at fair value on a recurring basis:

<i>(in thousands)</i>	Fair Value Measurement Using Significant Unobservable Inputs	
	Contingent Consideration	Deferred Compensation
Balance as of January 1, 2013	\$ 6,436	\$ 1,394
Interest expense included in earnings	31	6
Balance as of March 31, 2013	\$ 6,467	\$ 1,400

The Company had no transfers of amounts in or out of Level 1 or Level 2 fair value measurements during the three months ended March 31, 2013.

The carrying values of cash, accounts receivable, accounts payable, accrued expenses, other accrued liabilities and short-term obligations approximate their fair values because of their short-term nature. The carrying value of debt approximates its fair value due to the variable interest rate underlying the Company's credit facility.

10. Geographic Information

Revenue to external customers is attributed to individual countries based upon the location of the customer. Revenue by geographic area is as follows:

<i>(in thousands)</i>	Three Months Ended	
	March 31, 2013	March 31, 2012
United States	\$ 67,068	\$ 63,595
Japan	28,615	29,555
Germany	22,588	20,541
Canada	3,204	3,138
Other European	44,760	41,856
Other international	31,497	26,660
Total revenue	\$ 197,732	\$ 185,345

Property and equipment by geographic area is as follows:

<i>(in thousands)</i>	March 31, 2013	December 31, 2012
	United States	\$ 36,316
India	3,352	3,392
United Kingdom	3,214	3,532
France	2,189	2,378
Germany	2,107	2,087
Japan	1,035	1,253
Canada	658	753
Other European	1,040	1,173
Other international	911	969
Total property and equipment	\$ 50,822	\$ 52,253

11. Stock-based Compensation

Total stock-based compensation expense and its net impact on basic and diluted earnings per share are as follows:

<i>(in thousands, except per share data)</i>	Three Months Ended	
	March 31, 2013	March 31, 2012
Cost of sales:		
Software licenses	\$ 343	\$ 368
Maintenance and service	584	559
Operating expenses:		
Selling, general and administrative	4,196	3,639
Research and development	3,664	3,236
Stock-based compensation expense before taxes	8,787	7,802
Related income tax benefits	(3,396)	(2,245)
Stock-based compensation expense, net of taxes	\$ 5,391	\$ 5,557
Net impact on earnings per share		
Basic earnings per share	\$ (0.06)	\$ (0.06)
Diluted earnings per share	\$ (0.06)	\$ (0.06)

12. Contingencies and Commitments

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including alleged infringement of intellectual property rights, commercial disputes, labor and employment matters, tax audits and other matters. In the opinion of the Company, the resolution of pending matters is not expected to have a material, adverse effect on the Company's consolidated results of operations, cash flows or financial position. However, each of these matters is subject to various uncertainties and it is possible that an unfavorable resolution of one or more of these proceedings could materially affect the Company's results of operations, cash flows or financial position.

An Indian subsidiary of the Company received a formal inquiry after a service tax audit. The service tax issues raised in the Company's notice are very similar to the case, *M/s Microsoft Corporation (I) (P) Ltd. Vs Commissions of Service Tax*, currently being appealed to the Delhi Customs, Excise and Service Tax Appellate Tribunal (CESTAT). If the ruling is in favor of Microsoft, the Company expects a similar outcome for its audit case. If the ruling is unfavorable in the case of Microsoft, the Company could incur tax charges and related liabilities, including those related to the service tax audit case, of approximately \$6 million. Of the two judicial members assigned to the Microsoft appeal, one member has ruled in favor of Microsoft and one has ruled in favor of the Commission. A third deciding judge will be appointed for a final decision. The Company can provide no assurances as to the outcome of the Microsoft appeal or to the impact of the Microsoft appeal on the Company's audit case. The Company is uncertain as to when the service tax audit will be completed.

The Company sells software licenses and services to its customers under proprietary software license agreements. Each license agreement contains the relevant terms of the contractual arrangement with the customer, and generally includes certain provisions for indemnifying the customer against losses, expenses and liabilities from damages that are incurred by or awarded against the customer in the event the Company's software or services are found to infringe upon a patent, copyright or other proprietary right of a third party. To date, the Company has not had to reimburse any of its customers for any losses related to these indemnification provisions and no material claims asserted under these indemnification provisions are outstanding as of March 31, 2013. For several reasons, including the lack of prior material indemnification claims, the Company cannot determine the maximum amount of potential future payments, if any, related to such indemnification provisions.

13. New Accounting Guidance

Testing Indefinite-Lived Intangible Assets for Impairment: In July 2012, new accounting guidance was issued regarding the requirement to test indefinite-lived intangible assets for impairment. Previous guidance required an entity to test indefinite-lived intangible assets for impairment, on at least an annual basis, by comparing the fair value of the asset with its carrying amount. If the carrying amount of the intangible asset exceeds its fair value, an entity should recognize an impairment loss in the amount of that excess. Under the new guidance, an entity will have an option not to calculate annually the fair value of an indefinite-lived intangible asset if the entity determines that it is not more likely than not that the asset is impaired. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the asset is impaired, then performing the quantitative test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the quantitative test and record any impairment if necessary. This guidance was adopted by the Company effective January 1, 2013, and it did not have any impact on the Company's financial position, results of operations or cash flows.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
ANSYS, Inc.
Canonsburg, Pennsylvania

We have reviewed the accompanying condensed consolidated balance sheet of ANSYS, Inc. and subsidiaries (the "Company") as of March 31, 2013, and the related condensed consolidated statements of income, comprehensive income and cash flows for the three-month periods ended March 31, 2013 and 2012. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of ANSYS, Inc. and subsidiaries as of December 31, 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated February 28, 2013, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2012 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Deloitte & Touche LLP
Pittsburgh, Pennsylvania
May 2, 2013

Item 2. Management's Discussion and Analysis of Financial Condition and Results of OperationsOverview:

ANSYS, Inc.'s results for the three months ended March 31, 2013 reflect growth in revenues of 6.7%, operating income of 2.5% and diluted earnings per share of 12.5% as compared to the three months ended March 31, 2012. The Company experienced higher revenues in 2013 from growth in both license and maintenance revenue, and from the acquisition of Esterel. Revenue was adversely impacted by the overall strengthening of the U.S. Dollar against the Company's primary foreign currencies. The net overall strengthening decreased revenue by \$4.7 million for the three months ended March 31, 2013, as compared to the same period in 2012. The growth in revenue was partially offset by increased operating expenses, including expenses related to the August 2012 acquisition of Esterel. The net overall strengthening of the U.S. Dollar reduced operating income during the three months ended March 31, 2013 by \$3.2 million as compared to the same period in 2012.

The Company's non-GAAP results for the three months ended March 31, 2013 reflect increases in revenue of 6.4%, operating income of 1.8% and diluted earnings per share of 7.6% as compared to the three months ended March 31, 2012. The non-GAAP results exclude the income statement effects of the acquisition accounting adjustment to deferred revenue, stock-based compensation, acquisition-related amortization of intangible assets and transaction costs related to business combinations. For further disclosure regarding non-GAAP results, see the section titled "Non-GAAP Results" immediately preceding the section titled "Liquidity and Capital Resources".

The Company's financial position includes \$651.5 million in cash and short-term investments, and working capital of \$512.3 million as of March 31, 2013. The Company has outstanding borrowings under its term loan of \$26.6 million, which are scheduled to be paid at maturity on July 31, 2013.

ANSYS develops and globally markets engineering simulation software and services widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace, automotive, manufacturing, electronics, biomedical, energy and defense. Headquartered south of Pittsburgh, Pennsylvania, the Company and its subsidiaries employed approximately 2,500 people as of March 31, 2013 and focus on the development of open and flexible solutions that enable users to analyze designs directly on the desktop, providing a common platform for fast, efficient and cost-conscious product development, from design concept to final-stage testing and validation. The Company distributes its ANSYS suite of simulation technologies through a global network of independent channel partners and direct sales offices in strategic, global locations. It is the Company's intention to continue to maintain this hybrid sales and distribution model.

The Company licenses its technology to businesses, educational institutions and governmental agencies. Growth in the Company's revenue is affected by the strength of global economies, general business conditions, currency exchange rate fluctuations, customer budgetary constraints and the competitive position of the Company's products. The Company believes that the features, functionality and integrated multiphysics capabilities of its software products are as strong as they have ever been. However, the software business is generally characterized by long sales cycles. These long sales cycles increase the difficulty of predicting sales for any particular quarter. The Company makes many operational and strategic decisions based upon short- and long-term sales forecasts that are impacted not only by these long sales cycles but by current global economic conditions. As a result, the Company believes that its overall performance is best measured by fiscal year results rather than by quarterly results.

The Company's management considers the competition and price pressure that it faces in the short- and long-term by focusing on expanding the breadth, depth, ease of use and quality of the technologies, features, functionality and integrated multiphysics capabilities of its software products as compared to its competitors; investing in research and development to develop new and innovative products and increase the capabilities of its existing products; supplying new products and services; focusing on customer needs, training, consulting and support; and enhancing its distribution channels. From time to time, the Company also considers acquisitions to supplement its global engineering talent, product offerings and distribution channels.

Geographic Trends:

During the quarter ended March 31, 2013, North America continued to experience ongoing cautious customer sentiment in many sectors. North America had relative sales strength in automotive, industrial equipment and electronics, while there was notable softness in oil and gas. The sales pipelines have been strengthening and customer engagement activities in North America are building as the Company sees innovation and competitive pressures continuing to drive simulation investments.

Despite the ongoing macroeconomic concerns in Europe, the Company saw solid growth in constant currency for the region when compared to the prior-year first quarter, most notably in the United Kingdom. While volatility and prolonged customer procurement processes continued to impact the closing of new business, the overall renewal rates were in line with those of the first quarter of 2012 and customer engagements in Europe remained intact, albeit extended. The services business in Europe was also weaker than planned as customers delayed projects due to concerns in their own businesses.

With the exception of India, the Company's General International Area, which includes all geographies other than North America and Europe, showed progress when compared to the prior-year first quarter. Particularly notable was the growth in China and South Korea, as well as improvement in Japan. Consistent with the Company's experience in fiscal year 2012, the Japan economy continued to struggle with ongoing macroeconomic issues, and the weakening of the Yen impacted our reported results. The Company is focused on hiring in marketplaces where it still sees opportunity for additional growth. The sales teams are also seeking new and complementary ways to better address the market opportunities in local geographies and to increase overall sales productivity.

Industry Highlights:

During the quarter ended March 31, 2013, the Company experienced growth from a combination of large domestic accounts, multi-nationals, emerging markets and industry verticals with time-sensitive, complex, multi-physics challenges. The Company's revenue is derived from customers in many different industries, with no industry accounting for more than 20% of the Company's sales. Although customers from all industries contributed to the 2013 first quarter results, there were a few sectors where the activity was more notable than the others, as explained below.

Automotive

A variety of factors are positively affecting the automotive sector from a simulation perspective, including fuel economy and emissions regulations; demand for an enhanced passenger experience; competition for emerging market share; warranty reductions; avoidance of catastrophic failures; and manufacturing innovation for cost and quality. The implications of these drivers are resulting in increased vehicle electrification and renewed research and development in traditional technologies such as the development of internal combustion powertrains, reduced weight specifications, and improved aerodynamics. In the race to capture fast-growing markets in developing countries, automotive companies are challenged with balancing globalized product development, product and electronics proliferation and complying with various market rules and regulations, all of which are areas requiring the breadth and depth of the Company's product portfolio.

Electronics and Semiconductors

The Company has seen some recovery in the electronics and semiconductor sectors, with a variety of market trends and drivers that are changing the way that high-tech products are being developed. Specific drivers include transistor miniaturization and 3-D integrated circuit designs, improved power consumption, higher signal speed and bandwidth, mobility and platform integration, the proliferation of electronics and embedded software across industries, and governmental regulations and environmental issues. These trends are resulting in more complex and integrated chip-package-system designs; the need for a systems engineering approach to optimize product requirements by using simulation earlier in the design cycle; reduced error margins in power delivery and timing; improved package reliability; the need to address structural, thermal and electro-migration challenges; as well as the need to update existing design and manufacturing processes that can take into consideration the changes in material properties and manufacturing processes. Wireless and mobile devices continue to transform how people consume information and communicate, thus increasing the need for the Company's best-of-breed electronics and power products.

Industrial Equipment

Industrial equipment plays a backstage role to the materials and goods that make modern life possible. Industrial robots keep the automotive industry moving; lathes and milling machines produce machine tools and parts; rotary separators help make mining more productive; paper machines are the foundation for newsprint production; heavy machinery makes modern road and building construction possible; and rolling machines transform steel into custom materials. Turbomachinery, such as compressors and turbines, plays a vital role in virtually all industries, including power generation, oil and gas, and transportation. Modern machines are electronics heavy, packed with features made possible by the recent rapid advances in electronics and computing. Competitive economics and consumer demand require high production rates while discerning businesses and consumers require high-quality products with tight tolerances. Factory machines must be precisely controlled while operating at high speeds. Such speed generates high inertial loads, requiring precise consideration of dynamics and resulting stresses. Many machines operate over a large range of operating conditions, requiring designers to consider thermal effects and their interaction with the machine's structural aspects. Modern machines often require expensive, high-performance engineering — so key design parameters include small size and low weight, but high strength and reliability. Today's machine designer faces a wide range of physical processes, demanding operational specifications and time-to-market pressures while customer expectations have never been higher. In some cases, energy efficiency is an important requirement, and this is particularly important to turbomachinery. During the first quarter of 2013, the Company saw strength in the turbomachinery business in North America (oil and gas, aircraft engines, turbochargers, etc.), coupled with high-performance computing ("HPC") demand, as the need for large-scale simulations continued to increase within this industry.

Biomedical & Healthcare

While the biomedical and healthcare industry is a smaller contributor to the Company's revenue today, companies within this segment are increasingly adopting simulation amid sharper global competition, tighter regulations and lower sales, leading to potential growth in this area. As the FDA process is becoming increasingly more difficult and lengthy, major companies are entering more attractive markets with more favorable approval processes (e.g. India and China), and are expanding their research and development centers and global footprint. This, in turn, is increasing the competitive pressure to release more new products at a faster pace, requiring the need for accelerated product throughput. At the same time, increased regulations and sanctions, the rising cost of health care, aging populations and the need for more accessible health care are all changing the way medical device products are being developed. As a result, the Company's initiatives in this area, including a formal marketing campaign and partnering with several organizations in the healthcare standards arena, produced promising growth in this segment during the first quarter of 2013. This growth is influenced by more market awareness of the need for innovative solutions, the introduction of new European regulations and the trend towards more patient-specific medicine.

The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and notes thereto for the three months ended March 31, 2013, and with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2012 filed on the Annual Report on Form 10-K with the Securities and Exchange Commission. The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to fair value of stock awards, bad debts, contract revenue, valuation of goodwill, valuation of intangible assets, contingent consideration, deferred compensation, income taxes, and contingencies and litigation. The Company bases its estimates on historical experience, market experience, estimated future cash flows and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, but not limited to, the following statements, as well as statements that contain such words as "anticipates," "intends," "believes," "plans" and other similar expressions:

- The Company's expectation that it will continue to make targeted investments in its global sales and marketing organization and its global business infrastructure to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies, and the business in general.
- The Company's intentions related to investments in research and development, particularly as it relates to expanding the capabilities of its flagship products and other products within its broad portfolio of simulation software, evolution of its ANSYS® Workbench™ platform, HPC capabilities, robust design and ongoing integration.
- The Company's plans related to future capital spending.

- The Company's intentions regarding its hybrid sales and distribution model.
- The sufficiency of existing cash and cash equivalent balances to meet future working capital, capital expenditure and debt service requirements.
- The Company's assessment of the ultimate liabilities arising from various investigations, claims and legal proceedings.
- The Company's statement regarding the competitive position and strength of its software products.
- The Company's statement regarding increased exposure to volatility of foreign exchange rates.
- The Company's intentions related to investments in complementary companies, products, services and technologies.
- The Company's expectations regarding the impact of the merger of its Japan subsidiaries on future income tax expense and cash flows from operations.
- The Company's estimates regarding the expected impact on reported revenue related to the acquisition accounting treatment of deferred revenue.
- The Company's estimation that it is probable the key member of Apache's management will remain an employee of ANSYS on each of the first three anniversaries of the acquisition closing date.
- The Company's belief that there is potential growth in simulation sales to the biomedical and healthcare industries.

Forward-looking statements should not be unduly relied upon because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the Company's control. The Company's actual results could differ materially from those set forth in forward-looking statements. Certain factors, among others, that might cause such a difference include risks and uncertainties disclosed in the Company's most recent Annual Report on Form 10-K, Part I, Item 1A. Information regarding new risk factors or material changes to these risk factors have been included within Part II, Item 1A of this Quarterly Report on Form 10-Q.

Results of Operations**Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012**Revenue:

<i>(in thousands, except percentages)</i>	Three Months Ended March 31,		Change	
	2013	2012	Amount	%
Revenue:				
Lease licenses	\$ 72,911	\$ 66,783	\$ 6,128	9.2
Perpetual licenses	45,964	46,771	(807)	(1.7)
Software licenses	118,875	113,554	5,321	4.7
Maintenance	73,644	66,116	7,528	11.4
Service	5,213	5,675	(462)	(8.1)
Maintenance and service	78,857	71,791	7,066	9.8
Total revenue	\$ 197,732	\$ 185,345	\$ 12,387	6.7

The Company's revenue in the quarter ended March 31, 2013 increased 6.7% as compared to the quarter ended March 31, 2012. The growth was partially influenced by benefits from the Company's continued investment in its global sales and marketing organization and \$3.7 million in Esterel-related revenue. Revenue from lease licenses increased 9.2% as compared to the quarter ended March 31, 2012 due primarily to growth in sales of Apache lease licenses. Annual maintenance contracts that were sold with new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous quarters, contributed to maintenance revenue growth of 11.4%. Also contributing to this growth was the addition of Esterel-related maintenance revenue of \$1.7 million. Perpetual license revenue, which is derived entirely from new sales during the quarter, decreased 1.7% as compared to the prior year quarter. Service revenue decreased 8.1% as compared to the prior year.

With respect to revenue, on average for the quarter ended March 31, 2013, the U.S. Dollar was approximately 4.6% stronger, when measured against the Company's primary foreign currencies, than for the quarter ended March 31, 2012. The net overall strengthening resulted in decreased revenue and operating income of approximately \$4.7 million and \$3.2 million, respectively, during the quarter ended March 31, 2013, as compared with the same quarter of 2012.

A substantial portion of the Company's license and maintenance revenue is derived from annual lease and maintenance contracts. These contracts are generally renewed on an annual basis and typically have a high rate of customer renewal. In addition to the recurring revenue base associated with these contracts, a majority of customers purchasing new perpetual licenses also purchase related annual maintenance contracts. As a result of the significant recurring revenue base, the Company's license and maintenance revenue growth rate in any period does not necessarily correlate to the growth rate of new license and maintenance contracts sold during that period. To the extent the rate of customer renewal for lease and maintenance contracts is high, incremental lease contracts, and maintenance contracts sold with new perpetual licenses, will result in license and maintenance revenue growth. Conversely, if the rate of renewal for these contracts is adversely affected by economic or other factors, the Company's license and maintenance growth will be adversely affected over the term that the revenue for those contracts would have otherwise been recognized.

International and domestic revenues, as a percentage of total revenue, were 66.1% and 33.9%, respectively, during the quarter ended March 31, 2013, and 65.7% and 34.3%, respectively, during the quarter ended March 31, 2012. The Company derived 24.7% and 25.8% of its total revenue through the indirect sales channel for the quarters ended March 31, 2013 and 2012, respectively.

In valuing deferred revenue on the Esterel and Apache balance sheets as of their respective acquisition dates, the Company applied the fair value provisions applicable to the accounting for business combinations. The impact on reported revenue for the three months ended March 31, 2013 was \$1.8 million.

Deferred Revenue and Backlog:

The deferred revenue on the Company's condensed consolidated balance sheets does not represent the total value of annual or multi-year, noncancellable lease license or maintenance agreements. Deferred revenue consists of billings made or payments received in advance of revenue recognition from lease license and maintenance agreements. The Company's backlog represents installment billings for periods beyond the current quarterly billing cycle or customer orders received but not invoiced. The Company's deferred revenue and backlog as of March 31, 2013 consisted of the following:

<i>(in thousands)</i>	Balance at March 31, 2013		
	Total	Current	Long-Term
Deferred revenue	\$ 317,483	\$ 306,801	\$ 10,682
Backlog	81,219	33,428	47,791
Total	\$ 398,702	\$ 340,229	\$ 58,473

Revenue associated with deferred revenue and backlog that is expected to be recognized in the next twelve months is classified as current in the table above.

Cost of Sales and Gross Profit:

<i>(in thousands, except percentages)</i>	Three Months Ended March 31,				Change	
	2013		2012		Amount	%
	Amount	% of Revenue	Amount	% of Revenue		
Cost of sales:						
Software licenses	\$ 6,965	3.5	\$ 5,996	3.2	\$ 969	16.2
Amortization	9,874	5.0	10,214	5.5	(340)	(3.3)
Maintenance and service	19,395	9.8	18,132	9.8	1,263	7.0
Total cost of sales	36,234	18.3	34,342	18.5	1,892	5.5
Gross profit	\$ 161,498	81.7	\$ 151,003	81.5	\$ 10,495	7.0

Software Licenses: The increase in software license costs was primarily due to the following:

- Increased third-party royalties of \$400,000.
- Increased salaries and other headcount-related costs of \$400,000.

Maintenance and Service: The increase in maintenance and service costs was primarily due to the following:

- Increased salaries and other headcount-related costs of \$600,000.
- Increased third-party technical support costs of \$400,000.
- Esterel-related maintenance and service costs of \$300,000.

The improvement in gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

Operating Expenses:

(in thousands, except percentages)	Three Months Ended March 31,					
	2013		2012		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Operating expenses:						
Selling, general and administrative	\$ 50,013	25.3	\$ 45,249	24.4	\$ 4,764	10.5
Research and development	36,007	18.2	31,501	17.0	4,506	14.3
Amortization	5,929	3.0	6,425	3.5	(496)	(7.7)
Total operating expenses	\$ 91,949	46.5	\$ 83,175	44.9	\$ 8,774	10.5

Selling, General and Administrative: The increase in selling, general and administrative costs was primarily due to the following:

- Esterel-related selling, general and administrative expenses of \$2.4 million.
- Increased salaries and other headcount-related costs of \$2.1 million.
- Increased third-party commissions of \$900,000.
- Increased stock-based compensation expense of \$600,000.
- Decreased incentive compensation of \$1.1 million.

The Company anticipates that it will continue to make targeted investments in its global sales and marketing organization and its global business infrastructure to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies, and the business in general.

Research and Development: The increase in research and development costs was primarily due to the following:

- Increased salaries and other headcount-related costs of \$2.8 million.
- Esterel-related research and development expenses of \$900,000.
- Increased stock-based compensation expense of \$400,000.

The Company has traditionally invested significant resources in research and development activities and intends to continue to make investments in this area, particularly as it relates to expanding the capabilities of its flagship products and other products within its broad portfolio of simulation software, evolution of its ANSYS® Workbench™ platform, HPC capabilities, robust design and ongoing integration.

Interest Expense: The Company's interest expense consists of the following:

(in thousands)	Three Months Ended	
	March 31, 2013	March 31, 2012
Term loan	\$ 139	\$ 428
Amortization of debt financing costs	92	204
Discounted obligations	122	158
Other	18	28
Total interest expense	\$ 371	\$ 818

Interest Income: Interest income for the quarter ended March 31, 2013 was \$732,000 as compared to \$901,000 during the quarter ended March 31, 2012. Interest income decreased as a result of a decrease in the average rate of return on invested cash balances.

Other Expense, net: The Company recorded other expense of \$321,000 during the three months ended March 31, 2013 as compared to other expense of \$616,000 during the three months ended March 31, 2012. The activity for both three-month periods was primarily composed of net foreign currency transaction losses.

Income Tax Provision: The Company recorded income tax expense of \$18.6 million and had income before income taxes of \$69.6 million for the quarter ended March 31, 2013. This represents an effective tax rate of 26.7% in the first quarter of 2013. During the quarter ended March 31, 2012, the Company recorded income tax expense of \$21.8 million and had income before income taxes of \$67.3 million. The Company's effective tax rate was 32.3% in the first quarter of 2012.

When compared to the federal and state combined statutory rate, these rates were favorably impacted by lower statutory tax rates in many of the Company's foreign jurisdictions, the domestic manufacturing deduction, tax benefits associated with the merger of the Company's Japan subsidiaries in 2010, and research and experimentation credits. In the U.S., which is the largest jurisdiction where the Company receives such a tax credit, the availability of the research and development credit expired at the end of 2011. In January 2013, the U.S. Congress passed legislation that reinstated the research and development credit retroactive to 2012. The income tax provision in 2013 includes approximately \$2.3 million related to the reinstated research and development credit for 2012 activity. These rates were also impacted by charges or benefits associated with the Company's uncertain tax positions.

Net Income: The Company's net income in the first quarter of 2013 was \$51.0 million as compared to net income of \$45.5 million in the first quarter of 2012. Diluted earnings per share was \$0.54 in the first quarter of 2013 and \$0.48 in the first quarter of 2012. The weighted average shares used in computing diluted earnings per share were 95.2 million in both the first quarter of 2013 and 2012.

Non-GAAP Results

The Company provides non-GAAP revenue, non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share as supplemental measures to GAAP measures regarding the Company's operational performance. These financial measures exclude the impact of certain items and, therefore, have not been calculated in accordance with GAAP. A detailed explanation and a reconciliation of each non-GAAP financial measure to its most comparable GAAP financial measure are described below.

<i>(in thousands, except percentages and per share data)</i>	Three Months Ended					
	March 31, 2013			March 31, 2012		
	As Reported	Adjustments	Non-GAAP Results	As Reported	Adjustments	Non-GAAP Results
Total revenue	\$ 197,732	\$ 1,788 ⁽¹⁾	\$ 199,520	\$ 185,345	\$ 2,152 ⁽⁴⁾	\$ 187,497
Operating income	69,549	26,556 ⁽²⁾	96,105	67,828	26,593 ⁽⁵⁾	94,421
Operating profit margin	35.2%		48.2%	36.6%		50.4%
Net income	\$ 51,023	\$ 16,729 ⁽³⁾	\$ 67,752	\$ 45,539	\$ 17,396 ⁽⁶⁾	\$ 62,935
Earnings per share – diluted:						
Diluted earnings per share	\$ 0.54		\$ 0.71	\$ 0.48		\$ 0.66
Weighted average shares – diluted	95,166		95,166	95,190		95,190

- (1) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with accounting for deferred revenue in business combinations.
- (2) Amount represents \$15.8 million of amortization expense associated with intangible assets acquired in business combinations, \$8.8 million of stock-based compensation expense, the \$1.8 million adjustment to revenue as reflected in (1) above and \$0.2 million of acquisition-related transaction expenses.
- (3) Amount represents the impact of the adjustments to operating income referred to in (2) above, adjusted for the related income tax impact of \$9.8 million.
- (4) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with accounting for deferred revenue in business combinations.
- (5) Amount represents \$16.6 million of amortization expense associated with intangible assets acquired in business combinations, \$7.8 million of stock-based compensation expense and the \$2.2 million adjustment to revenue as reflected in (4) above.
- (6) Amount represents the impact of the adjustments to operating income referred to in (5) above, adjusted for the related income tax impact of \$9.2 million.

Non-GAAP Measures

Management uses non-GAAP financial measures (a) to evaluate the Company's historical and prospective financial performance as well as its performance relative to its competitors, (b) to set internal sales targets and spending budgets, (c) to allocate resources, (d) to measure operational profitability and the accuracy of forecasting, (e) to assess financial discipline over operational expenditures and (f) as an important factor in determining variable compensation for management and its employees. In addition, many financial analysts that follow the Company focus on and publish both historical results and future projections based on non-GAAP financial measures. The Company believes that it is in the best interest of its investors to provide this information to analysts so that they accurately report the non-GAAP financial information. Moreover, investors have historically requested and the Company has historically reported these non-GAAP financial measures as a means of providing consistent and comparable information with past reports of financial results.

While management believes that these non-GAAP financial measures provide useful supplemental information to investors, there are limitations associated with the use of these non-GAAP financial measures. These non-GAAP financial measures are not prepared in accordance with GAAP, are not reported by all of the Company's competitors and may not be directly comparable to similarly titled measures of the Company's competitors due to potential differences in the exact method of calculation. The Company compensates for these limitations by using these non-GAAP financial measures as supplements to GAAP financial measures and by reviewing the reconciliations of the non-GAAP financial measures to their most comparable GAAP financial measures.

The adjustments to these non-GAAP financial measures, and the basis for such adjustments, are outlined below:

Acquisition accounting for deferred revenue and its related tax impact. Historically, the Company has consummated acquisitions in order to support its strategic and other business objectives. In accordance with the fair value provisions applicable to the accounting for business combinations, acquired deferred revenue is often recorded on the opening balance sheet at an amount that is lower than the historical carrying value. Although this purchase accounting requirement has no impact on the Company's business or cash flow, it adversely impacts the Company's reported GAAP revenue in the reporting periods following an acquisition. In order to provide investors with financial information that facilitates comparison of both historical and future results, the Company provides non-GAAP financial measures which exclude the impact of the acquisition accounting adjustment. The Company believes that this non-GAAP financial adjustment is useful to investors because it allows investors to (a) evaluate the effectiveness of the methodology and information used by management in its financial and operational decision-making and (b) compare past and future reports of financial results of the Company as the revenue reduction related to acquired deferred revenue will not recur when related annual lease licenses and software maintenance contracts are renewed in future periods.

Amortization of intangibles from acquisitions and its related tax impact. The Company incurs amortization of intangibles, included in its GAAP presentation of amortization expense, related to various acquisitions it has made in recent years. Management excludes these expenses and their related tax impact for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company because these costs are fixed at the time of an acquisition, are then amortized over a period of several years after the acquisition and generally cannot be changed or influenced by management after the acquisition. Accordingly, management does not consider these expenses for purposes of evaluating the performance of the Company during the applicable time period after the acquisition, and it excludes such expenses when making decisions to allocate resources. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the effectiveness of the methodology and information used by management in its financial and operational decision-making and (b) compare past reports of financial results of the Company as the Company has historically reported these non-GAAP financial measures.

Stock-based compensation expense and its related tax impact. The Company incurs expense related to stock-based compensation included in its GAAP presentation of cost of software licenses; cost of maintenance and service; research and development expense and selling, general and administrative expense. Although stock-based compensation is an expense of the Company and viewed as a form of compensation, management excludes these expenses for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company. Specifically, the Company excludes stock-based compensation during its annual budgeting process and its quarterly and annual assessments of the Company's and management's performance. The annual budgeting process is the primary mechanism whereby the Company allocates resources to various initiatives and operational requirements. Additionally, the annual review by the board of directors during which it compares the Company's historical business model and profitability to the planned business model and profitability for the forthcoming year excludes the impact of stock-based compensation. In evaluating the performance of senior management and department managers, charges related to stock-based compensation are excluded from expenditure and profitability results. In fact, the Company records stock-based compensation expense into a stand-alone cost center for which no single operational manager is responsible or accountable. In this way, management is able to review, on a period-to-period basis, each manager's performance and assess financial discipline over operational expenditures without the effect of stock-based compensation. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the Company's operating results and the effectiveness of the methodology used by management to review the Company's operating results, and (b) review historical comparability in its financial reporting as well as comparability with competitors' operating results.

Transaction costs related to business combinations. The Company incurs expenses for professional services rendered in connection with business combinations, which are included in its GAAP presentation of selling, general and administrative expense. These expenses are generally not tax-deductible. Management excludes these acquisition-related transaction costs for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company, as it generally would not have otherwise incurred these expenses in the periods presented as a part of its continuing operations. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the Company's operating results and the effectiveness of the methodology used by management to review the Company's operating results, and (b) review historical comparability in its financial reporting as well as comparability with competitors' operating results.

Non-GAAP financial measures are not in accordance with, or an alternative for, GAAP. The Company's non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP financial measures, and should be read only in conjunction with the Company's consolidated financial statements prepared in accordance with GAAP.

The Company has provided a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures as listed below:

<u>GAAP Reporting Measure</u>	<u>Non-GAAP Reporting Measure</u>
Revenue	Non-GAAP Revenue
Operating Income	Non-GAAP Operating Income
Operating Profit Margin	Non-GAAP Operating Profit Margin
Net Income	Non-GAAP Net Income
Diluted Earnings Per Share	Non-GAAP Diluted Earnings Per Share

Liquidity and Capital Resources

Cash, cash equivalents and short-term investments: As of March 31, 2013, the Company had cash, cash equivalents and short-term investments totaling \$651.5 million and working capital of \$512.3 million as compared to cash, cash equivalents and short-term investments of \$577.2 million and working capital of \$436.0 million at December 31, 2012.

Cash and cash equivalents consist primarily of highly liquid investments such as money market mutual funds and deposits held at major banks. Short-term investments consist primarily of deposits held by certain foreign subsidiaries of the Company with original maturities of three months to one year. Cash, cash equivalents and short-term investments include \$184.9 million held by the Company's foreign subsidiaries as of March 31, 2013. If these foreign balances were repatriated to the U.S., they would be subject to domestic tax, resulting in a tax obligation in the period of repatriation. The amount of cash, cash equivalents and short-term investments held by these subsidiaries is subject to translation adjustments caused by changes in foreign currency exchange rates as of the end of each respective reporting period, the offset to which is recorded in accumulated other comprehensive income on the Company's condensed consolidated balance sheet.

Cash flows from operating activities: The Company's operating activities provided cash of \$95.4 million for the three months ended March 31, 2013 and \$83.6 million for the three months ended March 31, 2012. The net \$11.8 million increase in operating cash flows in the three months ended March 31, 2013 as compared to the three months ended March 31, 2012 was primarily related to:

- An \$8.7 million increase in cash flows from operating assets and liabilities whereby these fluctuations produced a net cash inflow of \$20.3 million during the three months ended March 31, 2013 as compared to \$11.6 million during the three months ended March 31, 2012.
- An increase in net income of \$5.5 million from \$45.5 million for the three months ended March 31, 2012 to \$51.0 million for the three months ended March 31, 2013.
- A decrease in other non-cash operating adjustments of \$2.3 million from \$26.4 million for the three months ended March 31, 2012 to \$24.1 million for the three months ended March 31, 2013.

Cash flows from investing activities: The Company's investing activities used cash of \$4.1 million and \$4.7 million for the three months ended March 31, 2013 and March 31, 2012, respectively. The investing activities for both periods were primarily composed of capital spending on property and equipment. The Company currently plans capital spending of approximately \$35 million to \$45 million during fiscal year 2013 as compared to \$24.0 million of capital spending during fiscal year 2012. The planned increase is attributable to costs associated with the Company's new headquarters facility to be completed in late 2014 and the outfit of its new data center and customer training space, both in Canonsburg, Pennsylvania. However, the level of spending will be dependent upon various factors, including growth of the business and general economic conditions.

Cash flows used in financing activities: Financing activities used cash of \$11.9 million for the three months ended March 31, 2013 and provided cash of \$2.4 million for the three months ended March 31, 2012. This change of \$14.3 million was primarily the result of a \$15.9 million increase in the scheduled principal payments on long-term debt during the 2013 period as compared to the 2012 period.

The Company's term loan includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness. As of March 31, 2013, the Company is in compliance with all financial covenants as stated in the credit agreement. The Company is scheduled to make its final debt payment on July 31, 2013.

The Company believes that existing cash and cash equivalent balances of \$651.0 million, together with cash generated from operations, will be sufficient to meet the Company's working capital, capital expenditure and debt service requirements through the next twelve months. The Company's cash requirements in the future may also be financed through additional equity or debt financings. There can be no assurance that such financings can be obtained on favorable terms, if at all.

As of March 31, 2013, 3.0 million shares remain authorized for repurchase under the Company's stock repurchase program.

The Company continues to generate positive cash flows from operating activities and believes that the best use of its excess cash is to repay its long-term debt, to invest in the business and, under certain favorable conditions, to repurchase stock. Additionally, the Company has in the past, and expects in the future, to acquire or make investments in complementary companies, products, services and technologies. Any future acquisitions may be funded by available cash and investments, cash generated from operations, existing or additional credit facilities, or from the issuance of additional securities.

Off-Balance Sheet Arrangements

The Company does not have any special purpose entities or off-balance sheet financing.

Contractual Obligations

There were no material changes to the Company's significant contractual obligations during the three months ended March 31, 2013 as compared to those previously reported in "Management's Discussion and Analysis of Financial Condition and Results of Operations" within the Company's most recent Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

No significant changes have occurred to the Company's critical accounting policies and estimates as previously reported within "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's most recent Annual Report on Form 10-K.

During the first quarter of 2013, the Company completed the annual impairment test for goodwill and intangible assets with indefinite lives and determined that these assets had not been impaired as of the test date, January 1, 2013. As of the test date, there was sufficient evidence that it was not more likely than not that the fair values of the Company's reporting units and intangible assets were less than their carrying values. No events occurred or circumstances changed during the three months ended March 31, 2013 that would indicate that the fair values of the Company's reporting units or intangible assets are below their carrying amounts.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Income Rate Risk. Changes in the overall level of interest rates affect the interest income that is generated from the Company's cash and short-term investments. For the three months ended March 31, 2013, total interest income was \$732,000. Cash and cash equivalents consist primarily of highly liquid investments such as money market mutual funds and deposits held at major banks.

Interest Expense Rate Risk. The Company entered into a \$355.0 million term loan with variable interest rates as of July 31, 2008. The term loan is scheduled to mature on July 31, 2013 and provides for tiered pricing with the initial rate at the prime rate +0.50%, or the LIBOR rate +1.50%, with step downs permitted after the initial six months under the credit agreement down to a flat prime rate or the LIBOR rate +0.75%. Such tiered pricing is determined by the Company's consolidated leverage ratio. The Company's consolidated leverage ratio has been reduced to the lowest pricing tier in the credit agreement. The credit agreement includes quarterly financial covenants, requiring the Company to maintain certain financial ratios and, as is customary for facilities of this type, certain events of default that permit the acceleration of the loan. Borrowings outstanding under this facility totaled \$26.6 million as of March 31, 2013, and the remaining balance is scheduled to be paid at maturity on July 31, 2013.

For the three months ended March 31, 2013 and 2012, the Company recorded interest expense related to the term loan at interest rates of 1.06% and 1.33%, respectively. The interest expense on the term loan and amortization related to debt financing costs were as follows:

(in thousands)	Three Months Ended			
	March 31, 2013		March 31, 2012	
	Interest Expense	Amortization	Interest Expense	Amortization
July 31, 2008 term loan	\$ 139	\$ 92	\$ 428	\$ 204

Based on the effective interest rates and remaining outstanding borrowings at March 31, 2013, a 0.50% increase in interest rates would not impact the Company's interest expense for the quarter ending June 30, 2013, and would minimally impact the Company's interest expense for the quarter ending September 30, 2013.

The interest rate on the outstanding term loan balance is set for the quarter ending June 30, 2013 at 1.03%, which is based on LIBOR +0.75%. As of March 31, 2013, the fair value of the debt approximated the recorded value.

Foreign Currency Transaction Risk. As the Company continues to expand its business presence in international regions, the portion of its revenue, expenses, cash, accounts receivable and payment obligations denominated in foreign currencies continues to increase. As a result, changes in currency exchange rates will affect the Company's financial position, results of operations and cash flows. The Company is most impacted by movements in and among the Euro, British Pound, Japanese Yen, Indian Rupee, Korean Won and the U.S. Dollar.

With respect to revenue, on average for the quarter ended March 31, 2013, the U.S. Dollar was approximately 4.6% stronger, when measured against the Company's primary foreign currencies, than for the quarter ended March 31, 2012. The net overall strengthening resulted in decreased revenue and operating income of approximately \$4.7 million and \$3.2 million, respectively, during the quarter ended March 31, 2013, as compared with the same quarter of 2012.

The Company has foreign currency denominated intercompany payables/receivables with certain foreign subsidiaries. In order to provide a natural hedge, the Company will purchase foreign currencies and hold these currencies in cash until the intercompany payables/receivables are settled. These natural hedges mitigate a portion of the foreign currency exchange risk on the intercompany payables/receivables.

In August 2012, the Company entered into a foreign currency futures contract with a third-party U.S. financial institution, which will be settled in July 2013. The purpose of this contract is to mitigate the Company's exposure to foreign exchange risk arising from intercompany receivables from a British subsidiary. As of March 31, 2013, the Company's foreign exchange future is in an asset position of \$168,000. The foreign exchange future is measured at fair value each reporting period, with gains or losses recognized in other expense in the Company's condensed consolidated statements of income.

The most significant currency impacts on revenue and operating income were primarily attributable to U.S. Dollar exchange rate changes against the Euro, British Pound and Japanese Yen as reflected in the charts below:

As of	Period End Exchange Rates		
	EUR/USD	GBP/USD	USD/JPY
March 31, 2012	1.334	1.601	82.823
December 31, 2012	1.320	1.625	86.730
March 31, 2013	1.282	1.520	94.251

Three Months Ended	Average Exchange Rates		
	EUR/USD	GBP/USD	USD/JPY
March 31, 2012	1.312	1.572	79.275
June 30, 2012	1.283	1.562	80.087
September 30, 2012	1.252	1.581	78.600
December 31, 2012	1.298	1.606	81.264
March 31, 2013	1.320	1.550	92.335

No other material change has occurred in the Company's market risk subsequent to December 31, 2012.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective, as defined in Rule 13a-15(e) of the Exchange Act.

The Company has a Disclosure Review Committee to assist in the quarterly evaluation of the Company's internal disclosure controls and procedures and in the review of the Company's periodic filings under the Exchange Act. The membership of the Disclosure Review Committee consists of the Company's Chief Executive Officer, Chief Financial Officer, Apache President, Global Controller, General Counsel, Director of Investor Relations and Global Insurance, Vice President of Worldwide Sales and Support, Vice President of Human Resources, Vice President of Marketing and Business Unit General Managers. This committee is advised by external counsel, particularly on SEC-related matters. Additionally, other members of the Company's global management team advise the committee with respect to disclosure via a sub-certification process.

The Company believes, based on its knowledge, that the financial statements and other financial information included in this report fairly present, in all material respects, the financial condition, results of operations and cash flows of the Company as of and for the periods presented in this report. The Company is committed to both a sound internal control environment and to good corporate governance.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

From time to time, the Company reviews the disclosure controls and procedures and may make changes to enhance their effectiveness and to ensure that the Company's systems evolve with its business.

Changes in Internal Control. The Company is in the process of extending its internal controls to the business operations of Esterel. There were no changes in the Company's internal control over financial reporting that occurred during the three months ended March 31, 2013 that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including alleged infringement of intellectual property rights, commercial disputes, labor and employment matters, tax audits and other matters. In the opinion of the Company, the resolution of pending matters is not expected to have a material, adverse effect on the Company's consolidated results of operations, cash flows or financial position. However, each of these matters is subject to various uncertainties and it is possible that an unfavorable resolution of one or more of these proceedings could in the future materially affect the Company's results of operations, cash flows or financial position.

Item 1A. Risk Factors

The Company cautions investors that its performance (and, therefore, any forward-looking statement) is subject to risks and uncertainties. Various important factors may cause the Company's future results to differ materially from those projected in any forward-looking statement. These factors were disclosed in, but are not limited to, the items within the Company's most recent Annual Report on Form 10-K, Part I, Item 1A. No material changes have occurred regarding the Company's risk factors subsequent to December 31, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	Form of Employee Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan.*
10.2	Form of Employee Director Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan.*
10.3	Form of Non-Employee Director Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan.*
10.4	Form of Non-Qualified Option Transfer Acknowledgment under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan.*
10.5	Form of Indemnification Agreement between ANSYS, Inc. and Non-Employee Directors (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed March 20, 2013, and incorporated herein by reference).
15	Independent Registered Public Accountant's Letter Regarding Unaudited Financial Information.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* *Indicates management contract or compensatory plan, contract or arrangement.*

SIGNATURES

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, thereunto duly authorized.

ANSYS, Inc.

Date: May 2, 2013

By: /s/ James E. Cashman III

James E. Cashman III

President and Chief Executive Officer

Date: May 2, 2013

By: /s/ Maria T. Shields

Maria T. Shields

Chief Financial Officer

NON-QUALIFIED STOCK OPTION AGREEMENT
 FOR COMPANY EMPLOYEES
 UNDER THE FOURTH AMENDED AND RESTATED ANSYS, INC.
 1996 STOCK OPTION AND GRANT PLAN

Name of Optionee: _____
 No. of Option Shares: _____
 Option Exercise Price per Share: \$ _____ **[FMV on Grant Date]**
 Grant Date: _____
 Expiration Date: _____

Pursuant to the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, as amended through the date hereof (the “Plan”), ANSYS, Inc. (the “Company”) hereby grants to the Optionee named above an option (the “Stock Option”) to purchase on or prior to the Expiration Date specified above all or part of the number of shares of Common Stock, par value \$0.01 per share (the “Stock”) of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan. This Stock Option is not intended to be an “incentive stock option” under Section 422 of the Internal Revenue Code of 1986, as amended.

1. Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Committee (as described in Section 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated, so long as the Optionee remains an employee of the Company or a Subsidiary on such dates:

<u>Incremental Number of Option Shares Exercisable</u>	<u>Exercisability Date</u>
_____ (___ %)	_____
_____ (___ %)	_____
_____ (___ %)	_____
_____ (___ %)	_____

Once exercisable, this Stock Option shall continue to be exercisable at any time or times prior to the close of business on the Expiration Date, subject to the provisions hereof and of the Plan.

2. Manner of Exercise.

(a) The Optionee may exercise this Stock Option only in the following manner: from time to time on or prior to the Expiration Date of this Stock Option, the Optionee may elect to purchase some or all of the Option Shares with respect to which this Stock Option has vested via the Company's dedicated on-line broker, or for Optionees subject to Section 16 of the Act (as described in Section 1 of the Plan), the broker of his or her choice.

(i) Payment of the purchase price for the Option Shares, as well as payment for any applicable taxes withheld by the Company, is coordinated through the Company's dedicated on-line broker, or for Optionees subject to Section 16 of the Act, the broker of his or her choice, and then wired directly to the Company upon settlement.

(ii) The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon the Company's receipt from the Optionee of full payment for the Option Shares, as set forth above and any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations.

(b) The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this Stock Option unless and until this Stock Option shall have been exercised pursuant to the terms hereof, the Company or the

transfer agent shall have transferred the shares to the Optionee, and the Optionee's name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.

(c) The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.

(d) Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.

3. Termination of Employment. Except as provided in Section 1 hereof, if the Optionee's employment by the Company or its subsidiaries is terminated for any reason or under any circumstances, this Stock Option shall no longer vest or become exercisable with respect to any Option Shares not vested and the period within which to exercise the Stock Option may be subject to earlier termination as set forth below.

(a) Termination Due to Death. If the Optionee's employment terminates by reason of the Optionee's death, any portion of this Stock Option exercisable on such date may thereafter be exercised by the Optionee's legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier.

(b) Termination Due to Disability. If the Optionee's employment terminates by reason of the Optionee's disability (as defined in Section 422(c)(6) of the Code), any portion of this Stock Option exercisable on such date may be exercised by the Optionee for a period of 12 months from the date of termination or until the Expiration Date, if earlier. The death of the Optionee during the 12 month period provided in this Section 3(b) shall extend such period for another 12 months from the date of death or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date that the Optionee's employment terminates by reason of disability shall terminate immediately and be of no further force or effect.

(c) Termination for Cause. If the Optionee's employment terminates for Cause, any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect. For purposes hereof, "Cause" shall mean a determination by the Company that the Optionee shall be dismissed as a result of (i) any material breach by the Optionee of any agreement between the Optionee and the Company; (ii) the conviction of, indictment for or plea of nolo contendere by the Optionee to a felony or a crime involving moral turpitude; or (iii) any material misconduct or willful and deliberate non-performance (other than by reason of disability) by the Optionee of the Optionee's duties to the Company.

(d) Other Termination. If the Optionee's employment terminates for any reason other than the Optionee's death, the Optionee's disability or Cause, and unless otherwise determined by the Committee, any portion of this Stock Option outstanding on such date may be exercised, to the extent exercisable on the date of termination, for a period of three months from the date of termination or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of termination shall terminate immediately and be of no further force or effect.

The Committee's determination of the reason for termination of the Optionee's employment shall be conclusive and binding on the Optionee and his or her representatives or legatees.

4. Effect of Certain Transactions. In the case of a Transaction (as defined in Section 3 of the Plan), this Stock Option shall be subject to Section 3(c) of the Plan. In addition, notwithstanding anything herein to the contrary, in the event that this Stock Option is assumed in the sole discretion of the parties to a Transaction or is continued by the Company and thereafter remains in effect following such Transaction, then this Stock Option shall be deemed vested and exercisable in full upon the date on which the Optionee's employment is terminated (i) by the Company without Cause, or (ii) by the Optionee due to any adverse modification of the duties, principal employment location or compensation of the Optionee, on or within 18 months after such Transaction.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

6. Transferability.

(a) Except as set forth in Section 6(b), (i) this Agreement is personal to the Optionee, is non-assignable and, is not transferable by Optionee in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution and (ii) this Stock Option is exercisable, during the Optionee's lifetime, only by the Optionee, and thereafter, only by the Optionee's legal representative, beneficiary or legatee. The Optionee may designate a beneficiary by providing written notice of the name of such beneficiary to the Company, and may revoke or change such designation at any time by filing written notice of revocation or change with the Company.

(b) Notwithstanding anything herein to the contrary and in accordance with Section 14(b) of the Plan, the Optionee may transfer this Stock Option for no consideration or value to his or her immediate family members (as defined in the Plan), to trusts for the benefit of such family members and/or the Optionee, or to partnerships or other legal entities in which such family members and/or the Optionee are the only partners or members (each, a "Permitted Transferee"); provided that such Permitted Transferee executes an acknowledgment in form and substance satisfactory to the Company that such Permitted Transferee meets the foregoing criteria and agrees to be bound by the terms and conditions of this Agreement and the Plan.

7. Tax Withholding. The Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Committee for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event in accordance with Section 2 hereof. The Company shall have the authority to cause the minimum tax withholding obligation to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Optionee a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due.

8. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Optionee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Optionee at any time.

9. Non-Competition, Non-Solicitation. As additional consideration for the issuance of this Stock Option to the Optionee, the Optionee hereby agrees that, if at anytime during and for a period of one year after the termination of his or her employment with the Company no matter what the cause of that termination, he or she engages for any reason, directly or indirectly, whether as owner, part-owner, shareholder, member, partner, director, officer, trustee, employee, agent or consultant, or in any other capacity, on behalf of himself or herself or any firm, corporation or other business organization other than the Company and its subsidiaries in any one or more of the following activities:

(a) the development, marketing, solicitation, or selling of any product or service that is competitive with the products or services of the Company, or products or services that the Company has under development or that are subject to active planning at any time during Optionee's employment;

(b) the use of any of the Company's confidential or proprietary information, copyrights, patents or trade secrets which was acquired by the Optionee as an employee of the Company and its subsidiaries; or

(c) any activity for the purpose of inducing, encouraging, or arranging for the employment or engagement by anyone other than the Company and its subsidiaries of any employee, officer, director, agent, consultant, or sales representative of the Company and its subsidiaries or attempt to engage any of them in a manner which would deprive the Company and its subsidiaries of their services or place them in a conflict of interest with the Company and its subsidiaries;

then (i) this Stock Option shall terminate effective on the date on which he or she first engages in such activity, unless terminated sooner by operation of any other term or condition of this Agreement or the Plan, and (ii) all gain resulting from the exercise of all or any portion of this Stock Option shall become immediately due and payable by Optionee to the Company. Optionee acknowledges and agrees that the activities set forth in this Section 9(a)-(c) are adverse to the Company's interests, and that it would be inequitable for Optionee to benefit from the exercise of this Stock Option should Optionee engage in any such activities during or within one year after termination of his or her employment with the Company.

The Optionee may be released from his or her obligations as stated above only if the Committee (or its duly appointed agent) determines in its sole discretion that such action is in the best interests of the Company and its subsidiaries.

10. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

11. Amendment. Pursuant to Section 18 of the Plan, the Committee may at any time amend or cancel any outstanding portion of this Stock Option, but no such action may be taken that adversely affects the Optionee's rights under this Agreement without the Optionee's consent.

12. Severability. If any provision(s) of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

13. Counterparts. For the convenience of the parties and to facilitate execution, this Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, Inc.

By: _____

Title:

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned.

Dated: _____

Optionee's Signature

Optionee's name and address:

NON-QUALIFIED STOCK OPTION AGREEMENT

FOR COMPANY EMPLOYEES

UNDER THE FOURTH AMENDED AND RESTATED ANSYS, INC.

1996 STOCK OPTION AND GRANT PLAN

Name of Optionee: _____
No. of Option Shares: _____
Option Exercise Price per Share: \$ _____ [FMV on Grant Date]
Grant Date: _____
Expiration Date: _____

Pursuant to the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, as amended through the date hereof (the "Plan"), ANSYS, Inc. (the "Company") hereby grants to the Optionee named above an option (the "Stock Option") to purchase on or prior to the Expiration Date specified above all or part of the number of shares of Common Stock, par value \$0.01 per share (the "Stock") of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan. This Stock Option is not intended to be an "incentive stock option" under Section 422 of the Internal Revenue Code of 1986, as amended.

1. Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Committee (as described in Section 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated, so long as the Optionee remains an employee of the Company or a Subsidiary on such dates:

Table with 2 columns: Incremental Number of Option Shares Exercisable and Exercisability Date. Rows contain percentage values and blank lines for dates.

Once exercisable, this Stock Option shall continue to be exercisable at any time or times prior to the close of business on the Expiration Date, subject to the provisions hereof and of the Plan.

2. Manner of Exercise.

(a) The Optionee may exercise this Stock Option only in the following manner: from time to time on or prior to the Expiration Date of this Stock Option, the Optionee may elect to purchase some or all of the Option Shares with respect to which this Stock Option has vested via the Company's dedicated on-line broker, or for Optionees subject to Section 16 of the Act (as described in Section 1 of the Plan), the broker of his or her choice.

(i) Payment of the purchase price for the Option Shares, as well as payment for any applicable taxes withheld by the Company, is coordinated through the Company's dedicated on-line broker, or for Optionees subject to Section 16 of the Act, the broker of his or her choice, and then wired directly to the Company upon settlement.

(ii) The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon the Company's receipt from the Optionee of full payment for the Option Shares, as set forth above and any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations.

(b) The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this Stock Option unless and until this Stock Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Optionee, and the Optionee's name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.

(c) The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.

(d) Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.

3. Termination of Employment. Except as provided in Section 1 hereof, if the Optionee's employment by the Company or its subsidiaries is terminated for any reason or under any circumstances, this Stock Option shall no longer vest or become exercisable with respect to any Option Shares not vested and the period within which to exercise the Stock Option may be subject to earlier termination as set forth below.

(a) Termination Due to Death. If the Optionee's employment terminates by reason of the Optionee's death, any portion of this Stock Option exercisable on such date may thereafter be exercised by the Optionee's legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier.

(b) Termination Due to Disability. If the Optionee's employment terminates by reason of the Optionee's disability (as defined in Section 422(c)(6) of the Code), any portion of this Stock Option exercisable on such date may be exercised by the Optionee for a period of 12 months from the date of termination or until the Expiration Date, if earlier. The death of the Optionee during the 12 month period provided in this Section 3(b) shall extend such period for another 12 months from the date of death or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date that the Optionee's employment terminates by reason of disability shall terminate immediately and be of no further force or effect.

(c) Termination for Cause. If the Optionee's employment terminates for Cause, any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect. For purposes hereof, "Cause" shall mean a determination by the Company that the Optionee shall be dismissed as a result of (i) any material breach by the Optionee of any agreement between the Optionee and the Company; (ii) the conviction of, indictment for or plea of nolo contendere by the Optionee to a felony or a crime involving moral turpitude; or (iii) any material misconduct or willful and deliberate non-performance (other than by reason of disability) by the Optionee of the Optionee's duties to the Company.

(d) Other Termination. If the Optionee's employment terminates for any reason other than the Optionee's death, the Optionee's disability or Cause, and unless otherwise determined by the Committee, any portion of this Stock Option outstanding on such date may be exercised, to the extent exercisable on the date of termination, for a period of six months from the date of termination or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of termination shall terminate immediately and be of no further force or effect.

The Committee's determination of the reason for termination of the Optionee's employment shall be conclusive and binding on the Optionee and his or her representatives or legatees.

4. Effect of Certain Transactions. In the case of a Transaction (as defined in Section 3 of the Plan), this Stock Option shall be subject to Section 3(c) of the Plan. In addition, notwithstanding anything herein to the contrary, in the event that this Stock Option is assumed in the sole discretion of the parties to a Transaction or is continued by the Company and thereafter remains in effect following such Transaction, then this Stock Option shall be deemed vested and exercisable in full upon the date on which the Optionee's employment is terminated (i) by the Company without Cause, or (ii) by the Optionee due to any adverse modification of the duties, principal employment location or compensation of the Optionee, on or within 18 months after such Transaction.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

6. Transferability.

a. Except as set forth in Section 6(b), (i) this Agreement is personal to the Optionee, is non-assignable and, is not transferable by Optionee in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution and (ii) this Stock Option is exercisable, during the Optionee's lifetime, only by the Optionee, and thereafter, only by the Optionee's legal representative, beneficiary or legatee. The Optionee may designate a beneficiary by providing written notice of the name of such beneficiary to the Company, and may revoke or change such designation at any time by filing written notice of revocation or change with the Company.

b. Notwithstanding anything herein to the contrary and in accordance with Section 14(b) of the Plan, the Optionee may transfer this Stock Option for no consideration or value to his or her immediate family members (as defined in the Plan), to trusts for the benefit of such family members and/or the Optionee, or to partnerships or other legal entities in which such family members and/or the Optionee are the only partners or members (each, a "Permitted Transferee"); provided that such Permitted Transferee executes an acknowledgment in form and substance satisfactory to the Company that such Permitted Transferee meets the foregoing criteria and agrees to be bound by the terms and conditions of this Agreement and the Plan.

7. Tax Withholding. The Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Committee for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event in accordance with Section 2 hereof. The Company shall have the authority to cause the minimum tax withholding obligation to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Optionee a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due.

8. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Optionee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Optionee at any time.

9. Non-Competition, Non-Solicitation. As additional consideration for the issuance of this Stock Option to the Optionee, the Optionee hereby agrees that, if at anytime during and for a period of one year after the termination of his or her employment with the Company no matter what the cause of that termination, he or she engages for any reason, directly or indirectly, whether as owner, part-owner, shareholder, member, partner, director, officer, trustee, employee, agent or consultant, or in any other capacity, on behalf of himself or herself or any firm, corporation or other business organization other than the Company and its subsidiaries in any one or more of the following activities:

a. the development, marketing, solicitation, or selling of any product or service that is competitive with the products or services of the Company, or products or services that the Company has under development or that are subject to active planning at any time during Optionee's employment;

b. the use of any of the Company's confidential or proprietary information, copyrights, patents or trade secrets which was acquired by the Optionee as an employee of the Company and its subsidiaries; or

c. any activity for the purpose of inducing, encouraging, or arranging for the employment or engagement by anyone other than the Company and its subsidiaries of any employee, officer, director, agent, consultant, or sales representative of the Company and its subsidiaries or attempt to engage any of them in a manner which would deprive the Company and its subsidiaries of their services or place them in a conflict of interest with the Company and its subsidiaries;

then (i) this Stock Option shall terminate effective on the date on which he or she first engages in such activity, unless terminated sooner by operation of any other term or condition of this Agreement or the Plan, and (ii) all gain resulting from the exercise of all or any portion of this Stock Option shall become immediately due and payable by Optionee to the Company. Optionee acknowledges and agrees that the activities set forth in this Section 9(a)-(c) are adverse to the Company's interests, and that it would be inequitable for Optionee to benefit from the exercise of this Stock Option should Optionee engage in any such activities during or within one year after termination of his or her employment with the Company.

The Optionee may be released from his or her obligations as stated above only if the Committee (or its duly appointed agent) determines in its sole discretion that such action is in the best interests of the Company and its subsidiaries.

10. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

11. Amendment. Pursuant to Section 18 of the Plan, the Committee may at any time amend or cancel any outstanding portion of this Stock Option, but no such action may be taken that adversely affects the Optionee's rights under this Agreement without the Optionee's consent.

12. Severability. If any provision(s) of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

13. Counterparts. For the convenience of the parties and to facilitate execution, this Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, Inc.

By: _____

Title:

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned.

Dated: _____

Optionee's Signature

Optionee's name and address:

NON-QUALIFIED STOCK OPTION AGREEMENT
FOR DIRECTORS

UNDER THE FOURTH AMENDED AND RESTATED ANSYS, INC.
1996 STOCK OPTION AND GRANT PLAN

Name of Optionee: _____
 No. of Option Shares: _____
 Option Exercise Price per Share: \$ _____ [FMV on Grant Date]
 Grant Date: _____
 Expiration Date: _____ [Seven years after Grant Date]

Pursuant to the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, as amended through the date hereof (the "Plan"), ANSYS, Inc. (the "Company") hereby grants to the Optionee named above, who is the Chairman of the Board of Directors (provided he or she is not an officer of the Company) or a non-affiliate Independent Director (as defined in the Plan), an option (the "Stock Option") to purchase on or prior to the Expiration Date specified above, all or part of the number of shares of Common Stock, par value \$0.01 per share (the "Stock"), of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan. This Stock Option is not intended to be an "incentive stock option" under Section 422 of the Internal Revenue Code of 1986, as amended.

1. Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Committee (as described in Section 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated:

<u>Incremental Number of Option Shares Exercisable</u>	<u>Exercisability Date</u>
_____ (___%)	_____
_____ (___%)	_____
_____ (___%)	_____
_____ (___%)	_____

Once exercisable, this Stock Option shall continue to be exercisable at any time or times prior to the close of business on the Expiration Date, subject to the provisions hereof and of the Plan.

2. Manner of Exercise.

(a) The Optionee may exercise this Stock Option only in the following manner: from time to time on or prior to the Expiration Date of this Stock Option, the Optionee may elect to purchase some or all of the Option Shares with respect to which this Stock Option has vested via the broker of his or her choice (which may include the Company's dedicated on-line broker).

(i) Payment of the purchase price for the Option Shares, as well as payment for any applicable taxes withheld by the Company, is coordinated through the chosen broker and then wired directly to the Company upon settlement.

(ii) The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon the Company's receipt from the Optionee of full payment for the Option Shares, as set forth above and any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations.

(b) The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this

Stock Option unless and until this Stock Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Optionee, and the Optionee's name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.

(c) The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.

(d) Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.

3. Termination as Director. Subject to Section 4 below, if the Optionee ceases to be a Director of the Company for any reason, this Stock Option shall no longer vest or become exercisable with respect to any Option Shares not vested.

(a) Termination by Reason of Death. If the Optionee ceases to be a Director by reason of the Optionee's death, any portion of this Stock Option exercisable on such date may be exercised by his or her legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier.

(b) Termination by Reason of Disability. If the Optionee ceases to be a Director by reason of the Optionee's disability (as defined in Section 422(c)(6) of the Code), any portion of this Stock Option exercisable on such date may be exercised for a period of six months from the date of termination or until the Expiration Date, if earlier.

(c) Termination for Cause. If the Optionee is removed for cause as a Director of the Company pursuant to the terms of the Company's By-laws and Restated Certificate of Incorporation (the "Certificate of Incorporation"), any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect as of the date of such removal. For purposes hereof, "cause" shall have the meaning set forth in the Company's Certificate of Incorporation.

(d) Other Termination. If the Optionee ceases to be a Director for any reason other than the Optionee's death, disability or for cause, any portion of this Stock Option exercisable on such date may be exercised for a period of six months from the date of termination or until the Expiration Date, if earlier.

4. Effect of a Transaction. In the case of a Transaction (as defined in Section 3 of the Plan), this Stock Option shall be subject to Section 3(c) of the Plan. In addition, notwithstanding anything herein to the contrary, in the event that this Stock Option is assumed in the sole discretion of the parties to a Transaction or is continued by the Company and thereafter remains in effect following such Transaction, then this Stock Option shall be deemed vested and exercisable in full upon the date on which the Optionee ceases to be a member of the Board if, at or in connection with the closing of the Transaction or within 18 months following such Transaction, (i) the Optionee stands for re-election and is not re-elected to the Board, (ii) the Optionee is removed from his position as a Director by the Board or the stockholder or stockholders of the Company, or (iii) the Optionee is required or requested by the Board or the acquirer to resign from the Board, including any resignation contemplated by or in connection with the terms of such Transaction.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

6. Transferability.

(a) Except as set forth in Section 6(b) below, (i) this Agreement is personal to the Optionee, is non-assignable and is not transferable by Optionee in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution and (ii) this Stock Option is exercisable, during the Optionee's lifetime, only by the Optionee, and thereafter, only by the Optionee's legal representative, beneficiary or legatee. The Optionee may designate a beneficiary by providing written notice of the name of such beneficiary to the Company, and may revoke or change such designation at any time by filing written notice of revocation or change with the Company.

(b) Notwithstanding anything herein to the contrary and in accordance with Section 14(b) of the Plan, the Optionee may transfer this Stock Option for no consideration or value to his or her immediate family members (as defined in the Plan), to trusts for the benefit of such family members and/or the Optionee, or to partnerships or other legal entities in which such family members and/or the Optionee are the only partners or members (each, a "Permitted Transferee"); provided that such Permitted Transferee executes an acknowledgment in form and substance satisfactory to the Company that such Permitted Transferee meets the foregoing criteria and agrees to be bound by the terms and conditions of this Agreement and the Plan.

7. Tax Withholding. In the case of a Director who is also an employee, the Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Committee for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event, in accordance with Section 2 hereof.

8. No Obligation to Continue as a Director. Neither the Plan nor this Stock Option confers upon the Optionee any rights with respect to continuance as a Director.

9. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

10. Amendment. Pursuant to Section 13 of the Plan, the Committee may at any time amend or cancel any outstanding portion of this Stock Option, but no such action may be taken that adversely affects the Optionee's rights under this Agreement without the Optionee's consent.

11. Severability. If any provision(s) of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

12. Counterparts. For the convenience of the parties and to facilitate execution, this Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, Inc.

By: _____

Title:

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned.

Dated: _____

Optionee's Signature

Optionee's name and address:

ANSYS, INC.

Option Transfer Acknowledgment

Reference is hereby made to the non-qualified stock option to purchase _____ shares of the Common Stock, par value \$0.01 per share (the "Stock") of ANSYS, Inc. (the "Company") (the "Award") granted to _____ (the "Optionee") on _____ (the "Option"). In connection with the proposed transfer of the Option to the undersigned transferee (the "Transferee"), the Transferee makes the following representations to the Company:

1. Identity of Transferee. The Transferee acknowledges and agrees that the Transferee is a "family member" with respect to the Optionee within the meaning of the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (the "Plan") and the Form S-8 Registration Statement under the Securities Act of 1933. Form S-8 defines "family member" to include any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the Optionee's household (other than a tenant or employee), a trust in which these persons have more than fifty percent of the beneficial interest, a foundation in which these persons (or the Optionee) control the management of assets, and any other entity in which these persons (or the Optionee) own more than fifty percent of the voting interests.

2. Transferee Bound by Terms of Option Agreement and Plan. The Transferee acknowledges that the Option is subject to the terms and conditions of a Non-Qualified Stock Option Agreement between the Company and the Optionee dated as of _____ (the "Option Agreement") and the Plan. The Transferee (or if the Transferee is not an individual, the Transferee's duly authorized representative) acknowledges receipt of a copy of the Option Agreement and the Plan and agrees to comply with and be bound by their terms and any related rules or protocol, as applicable, and agrees not to further transfer the Option without the prior written approval of a duly authorized officer of the Company (other than the Optionee).

3. Transfer for No Consideration. The Transferee acknowledges that the Option is being transferred to the Transferee for no consideration or value.

4. Insider Trading Policy. The Transferee (or if the Transferee is not an individual, the Transferee's duly authorized representative) acknowledges receipt of a copy of the Company's Insider Trading Policy & Procedures and agrees to comply with and be bound by the terms and conditions thereof on the same basis as the Optionee.

Executed on the _____ day of _____, 20_____.

TRANSFEEE:

By: _____
Title: _____
Date: _____

May 2, 2013

ANSYS, Inc.
275 Technology Drive
Canonsburg, PA 15317

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of ANSYS, Inc. and subsidiaries for the periods ended March 31, 2013, and 2012, as indicated in our report dated May 2, 2013; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, is incorporated by reference in Registration Statement Nos. 333-08613, 333-69506, 333-110728, 333-137274, 333-152765, 333-174670, and 333-177030 on Form S-8.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP
Pittsburgh, Pennsylvania

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, James E. Cashman III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ANSYS, Inc. (“ANSYS”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of ANSYS as of, and for, the periods presented in this report;
4. ANSYS’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for ANSYS and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to ANSYS, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of ANSYS’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in ANSYS’s internal control over financial reporting that occurred during ANSYS’s most recent fiscal quarter (ANSYS’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, ANSYS’s internal control over financial reporting; and
5. ANSYS’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to ANSYS’s auditors and the audit committee of ANSYS’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect ANSYS’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in ANSYS’s internal control over financial reporting.

Date: May 2, 2013

/s/ James E. Cashman III

James E. Cashman III

President and Chief Executive Officer

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Maria T. Shields, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ANSYS, Inc. (“ANSYS”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of ANSYS as of, and for, the periods presented in this report;
4. ANSYS’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for ANSYS and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to ANSYS, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of ANSYS’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in ANSYS’s internal control over financial reporting that occurred during ANSYS’s most recent fiscal quarter (ANSYS’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, ANSYS’s internal control over financial reporting; and
5. ANSYS’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to ANSYS’s auditors and the audit committee of ANSYS’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect ANSYS’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in ANSYS’s internal control over financial reporting.

Date: May 2, 2013

/s/ Maria T. Shields

Maria T. Shields

Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ANSYS, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. Cashman III, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be part of the Report or filed for any purpose whatsoever.

/s/ James E. Cashman III

James E. Cashman III

President and Chief Executive Officer

May 2, 2013

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ANSYS, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Maria T. Shields, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be part of the Report or filed for any purpose whatsoever.

/s/ Maria T. Shields

Maria T. Shields
Chief Financial Officer
May 2, 2013