
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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.)

ANSYS, Inc.

Southpointe

275 Technology Drive

Canonsburg, Pennsylvania 15317

(Address of Principal Executive Offices)

Ansoft Corporation 2006 Stock Incentive Plan

Ansoft Corporation 1995 Stock Option Plan

(Full Title of the Plan)

James E. Cashman III

President and Chief Executive Officer

ANSYS, Inc.

Southpointe

275 Technology Drive

Canonsburg, Pennsylvania 15317

(Name and Address of Agent for Service)

(724) 746-3304

Telephone Number, Including Area Code, of Agent For Service.

Copies to:

John R. LeClaire

Joseph L. Johnson III

Goodwin Procter LLP

Exchange Place

Boston, Massachusetts 02109

(617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer☒

Accelerated filer☐

Non-accelerated filer☐ (Do not check if a smaller reporting company)

Smaller reporting company☐

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share	1,665,956 shares ⁽²⁾	\$ 6.39	\$10,645,459 ⁽²⁾	\$ 419
Common Stock, par value \$.01 per share	280,227 shares ⁽³⁾	\$34.16	\$ 9,572,555 ⁽³⁾	\$ 377
Common Stock, par value \$.01 per share	800,000 shares ⁽⁴⁾	\$43.54	\$34,832,000 ⁽⁴⁾	\$1,369
Total	2,746,183 shares		\$55,050,014	\$2,165

- (1) This Registration Statement also covers an indeterminate number of additional shares of ANSYS, Inc. (the “Company”) Common Stock as may be required in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock or other similar event, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. Represents 1,665,956 shares of Common Stock that may be issued upon the exercise of options issued under the Ansoft Corporation 1995 Stock Option Plan, which options were assumed by the Company in connection with an Agreement and Plan of Merger, dated March 31, 2008, by and among the Company, Evgeni, Inc., Sidney LLC and Ansoft Corporation (the “Merger Agreement”). The price per share and aggregate offering price for 1,665,956 outstanding options are based on the weighted average exercise price of \$6.39.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. Represents 280,227 shares of Common Stock that may be issued upon the exercise of options issued under the Ansoft Corporation 2006 Stock Incentive Plan, which options were assumed by the Company in connection with the Merger Agreement. The price per share and aggregate offering price for 280,227 outstanding options are based on the weighted average exercise price of \$34.16.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act. Represents up to 800,000 shares of Common Stock that may be issued upon the exercise of the remaining unissued options under the Ansoft Corporation 2006 Stock Incentive Plan, which options were assumed by the Company in connection with the Merger Agreement. The fee is calculated on the basis of the average of the high and low prices for the Company Common Stock on July 29, 2008 as reported on the Nasdaq Global Select Market.

EXPLANATORY NOTE

ANSYS, Inc. (the “Company”) is filing this Registration Statement on Form S-8 in connection with awards under the Ansoft Corporation 2006 Stock Incentive Plan and the Ansoft Corporation 1995 Stock Option Plan, which the Company assumed upon the closing of its acquisition of Ansoft Corporation pursuant to that certain Agreement and Plan of Merger dated March 31, 2008 by and among the Company, Evgeni, Inc., Sidney LLC and Ansoft Corporation.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the “Commission”) are incorporated in this registration statement by reference:

- the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed with the Commission on February 28, 2008 (including the information incorporated by reference therein from the Company’s definitive proxy statement filed with the Commission on April 3, 2008);
- the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2008, filed with the Commission on May 7, 2008;
- the Company’s Current Reports on Form 8-K filed with the Commission on February 19, 2008, March 31, 2008, May 2, 2008, May 16, 2008, June 4, 2008, June 23, 2008, July 23, 2008 and July 31, 2008; and
- the description of the Company’s securities contained in the Company’s Registration Statement on Form 8-A filed with the Commission on June 12, 1996.

In addition, all documents subsequently filed with the Commission by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment hereto which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference into, and to be a part of, this registration statement from the date of filing of such documents.

Item 4. Description of Securities

Not Applicable.

Item 5. Interest of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

As permitted by Section 102 of the Delaware General Corporation Law, the Company has adopted provisions in its certificate of incorporation and by-laws that limit or eliminate the personal liability of its directors for a breach of their fiduciary duty of care as a director. The duty of care generally requires that, when acting on behalf of the corporation, directors exercise an informed business judgment

based on all material information reasonably available to them. Consequently, a director will not be personally liable to the Company or the Company's stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for: any breach of the director's duty of loyalty to us or the Company's stockholders; any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law; any act related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or any transaction from which the director derived an improper personal benefit.

These limitations of liability do not affect the availability of equitable remedies such as injunctive relief or rescission. As permitted by Section 145 of the Delaware General Corporation Law, the certificates of incorporation and by-laws currently in effect provide that: the Company may indemnify its directors, officers, employees and agents to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; the Company may advance expenses to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; and the rights provided in the certificates of incorporation and by-laws are not exclusive.

In addition, the Company has entered into separate indemnification agreements with its directors and officers which may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements may require the Company, among other things, to indemnify its officers and directors against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct. These indemnification agreements also may require the Company to advance any expenses incurred by the directors or officers as a result of any proceeding against them as to which they could be indemnified. In addition, the Company has purchased a policy of directors' and officers' liability insurance that insures its directors and officers against the cost of defense, settlement or payment of a judgment in some circumstances. These indemnification provisions and the indemnification agreements may be sufficiently broad to permit indemnification of its officers and directors for liabilities, including reimbursement of expenses incurred, arising under the Securities Act of 1933, as amended.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1*	Opinion of Goodwin Procter LLP
15*	Independent Registered Public Accountants' Letter Regarding Unaudited Financial Information
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2*	Consent of Deloitte & Touche LLP
23.3*	Consent of KPMG LLP
24.1	Power of Attorney (included on signature page to this Registration Statement)
99.1	Ansoft Corporation 2006 Stock Incentive Plan (incorporated by reference from Ansoft Corporation's Annual Report on Form 10-K for the year ended April 30, 2006, file number 000-27874)

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.
 - (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canonsburg, State of Pennsylvania, on this 5th day of August, 2008.

ANSYS, Inc.

By: /s/ James E. Cashman III
James E. Cashman III
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of ANSYS, Inc. hereby constitutes and appoints James E. Cashman III and Maria T. Shields, and each of them, such person's true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign one or more amendments to this Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), including post-effective amendments and other related documents or any Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same with the Securities and Exchange Commission under said Act, hereby granting power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully as to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated:

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ James E. Cashman III</u> James E. Cashman III	President, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2008
<u>/s/ Maria T. Shields</u> Maria T. Shields	Chief Financial Officer, Vice President, Finance and Administration (Principal Financial Officer and Accounting Officer)	August 5, 2008
<u>/s/ Peter J. Smith</u> Peter J. Smith	Chairman of the Board of Directors	August 5, 2008
<u>/s/ Zoltan Cendes</u> Zoltan Cendes	Director	August 5, 2008
<u>/s/ William R. McDermott</u> William R. McDermott	Director	August 5, 2008
<u>/s/ Jacqueline C. Morby</u> Jacqueline C. Morby	Director	August 5, 2008

<u>/s/ Bradford C. Morley</u> Bradford C. Morley	Director	August 5, 2008
<u>/s/ John F. Smith</u> John F. Smith	Director	August 5, 2008
<u>/s/ Michael Thurk</u> Michael Thurk	Director	August 5, 2008
<u>/s/ Patrick J. Zilvitis</u> Patrick J. Zilvitis	Director	August 5, 2008

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99.1	Ansoft Corporation 2006 Stock Incentive Plan (incorporated by reference from Ansoft Corporation's Annual Report on Form 10-K for the year ended April 30, 2006, file number 000-27874)
99.2	Ansoft Corporation 1995 Stock Option Plan (incorporated by reference from Ansoft Corporation's Registration Statement on Form S-1, file number 333-01398)

* Filed herewith.

August 5, 2008

ANSYS, Inc.
Southpointe
275 Technology Drive
Canonsburg, PA 15317

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of up to 2,746,183 shares (the "Shares") of Common Stock, \$0.01 par value per share, of ANSYS, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Ansoft Corporation 2006 Stock Incentive Plan and the Ansoft Corporation 1995 Stock Option Plan (the "Plans"), which options were assumed by the Company in connection with an Agreement and Plan of Merger, dated March 31, 2008, by and among the Company, Evgeni, Inc., Sidney LLC and Ansoft Corporation (the "Merger Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Delaware General Corporation Law (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the Delaware General Corporation Law and the Delaware Constitution).

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans (as adjusted by the terms of the Merger Agreement), will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

August 5, 2008

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 three-month periods ended March 31, 2008 and 2007, and have issued our report dated May 7, 2008. As indicated in such report, because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which was included in your Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, is being incorporated by reference in this Registration Statement.

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2008, relating to the financial statements and financial statement schedule of ANSYS, Inc. and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007 and Statement of Financial Accounting Standards No. 123(R), *Share Based Payment*, on January 1, 2006), and the effectiveness of ANSYS, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of ANSYS, Inc. and subsidiaries for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania

August 5, 2008

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ansoft Corporation:

We consent to the incorporation by reference in this registration statement on Form S-8 of Ansys, Inc. of our reports dated June 6, 2008, with respect to the consolidated balance sheets of Ansoft Corporation as of April 30, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows of each of the in the three-year period ended April 30, 2008, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of April 30, 2008, which reports appear in the April 30, 2008, annual report on Form 10-K of Ansoft Corporation.

Our report on the consolidated financial statements referred to above contains an explanatory paragraph describing Ansoft Corporation's adoption in 2008 of Financial Standards Accounting Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No. 109, and the adoption of Statement of Financial Accounting Standards No. 123R, *Share-Based Payment*, adopted in 2007.

/s/ KPMG LLP

Pittsburgh, Pennsylvania
July 30, 2008