

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LEE JANET</u>  (Last) (First) (Middle) 2600 ANSYS DRIVE  (Street) CANONSBURG PA 15317  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC [ ANSS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, GC and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2023		A		1,210 <sup>(1)</sup>	A	\$0	22,775	D	
Common Stock	02/15/2023		A		2,082 <sup>(2)</sup>	A	\$0	24,857	D	
Common Stock	02/15/2023		A		1,532 <sup>(3)</sup>	A	\$0	26,389	D	
Common Stock	02/15/2023		A		149 <sup>(4)</sup>	A	\$0	26,538	D	
Common Stock	02/15/2023		F		1,216 <sup>(5)</sup>	D	\$277.9	25,368 <sup>(6)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents the number of Performance RSUs earned under the Performance RSU Award granted March 3, 2021, upon certification of performance results by the Compensation Committee at 200% of target for the annual period ended December 31, 2022. The earned Performance RSUs will settle at the end of the performance period on December 31, 2024, upon certification by the Compensation Committee and subject to continued employment.
- Represents the number of Performance RSUs earned under the Performance RSU Award granted March 3, 2022, upon certification of performance results by the Compensation Committee at 200% of target for the annual period ended December 31, 2022. The earned Performance RSUs will settle at the end of the performance period on December 31, 2024, upon certification by the Compensation Committee and subject to continued employment.
- Shares earned upon vesting and settlement of Performance RSUs awarded March 3, 2020, upon certification of performance results by the Compensation Committee at 200% of target for the annual period ended December 31, 2022.
- Shares earned upon vesting and settlement of Performance RSUs awarded March 3, 2020, upon certification of performance results by the Compensation Committee based on the achievement of total shareholder return relative to the NASDAQ Composite Index, during a three-year cumulative performance cycle, upon certification of performance results by the Compensation Committee for the three-year period ended December 31, 2022.
- Shares withheld for payment of taxes in connection with the earning and/or vesting and settlement of the Performance RSUs reflected in this filing.
- Includes 10,878 Restricted Stock Units, as well as 46 shares acquired under the ANSYS Employee Stock Purchase Plan.

**Remarks:**

/s/ Janet Lee

02/17/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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