

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

ANSYS, INC.

(Exact name of registrant as specified in its charter)

Delaware

04-3219960

(State or other jurisdiction of
 incorporation or organization)

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

275 Technology Drive-Southpointe
 Canonsburg, Pennsylvania

15317

(Address of principal executive offices)

(Zip Code)

1996 STOCK OPTION AND GRANT PLAN
 (Full title of the plan)

Peter J. Smith

Chairman, President and Chief Executive Officer
 ANSYS, Inc.

275 Technology Drive-Southpointe
 Canonsburg, Pennsylvania 15317

(Name and address of agent for service)

(724) 514-3064

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	1,000,000 shares	\$10.76	\$1,076,000	\$2,153

(1) This Registration Statement also relates to such indeterminate number of additional shares of ANSYS, Inc. 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.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h). The fee is calculated on the basis of the average of the high and low prices for the Common Stock of ANSYS, Inc. on July 16, 1998 as reported on the Nasdaq National Market.

The earlier Registration Statement on Form S-8 filed by ANSYS, Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") on July 23, 1996 (File No. 333-08613), pertaining to the Registrant's 1996 Stock Option and Grant Plan and Employee Stock Purchase Plan, is hereby incorporated by reference. This incorporation is made pursuant to General Instruction E of Form S-8 regarding the registration of additional securities of the same class as other securities for which there has been filed a Registration Statement on Form S-8 relating to the same employee benefit plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of David Secunda, Esq., regarding the legality of the securities registered hereunder.
15.1	Letter from Independent Public Accountants regarding unaudited financial information
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of David Secunda, Esq. (included in the Opinion filed as Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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, Pennsylvania, on this 17th day of July, 1998.

ANSYS, INC.

By: /s/ Peter J. Smith
Peter J. Smith
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of ANSYS, Inc. hereby constitutes and appoints Peter J. Smith and John M. Sherbin II, and each of them, his true and lawful attorneys-in-fact and agents, for him and in his 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, including post-effective amendments and other related documents, 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 he 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 of 1933, as amended, 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:

Signature	Capacity	Date
/s/ Peter J. Smith Peter J. Smith	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	July 17, 1998
/s/ John M. Sherbin II John M. Sherbin II	Chief Financial Officer, Senior Vice President, Finance and Administration; Secretary (Principal Financial and Accounting Officer)	July 17, 1998
/s/ Dr. John A. Swanson Dr. John A. Swanson	Chief Technologist and Director	July 17, 1998

/s/ Jacqueline C. Morby Jacqueline C. Morby	Director	July 17,1998
/s/ Roger B. Kafker Roger B. Kafker	Director	July 17,1998
/s/ Gary B. Eichhorn Gary B. Eichhorn	Director	July 17,1998
/s/ John F. Smith John F. Smith	Director	July 17,1998
/s/ Roger J. Heinen, Jr. Roger J. Heinen, Jr.	Director	July 17,1998

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Exhibit 5.1

July 17, 1998

ANSYS, Inc.
275 Technology Drive - Southpointe
Canonsburg, Pennsylvania 15317

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am Corporate Counsel of ANSYS, Inc. (the "Company") and I have acted as counsel for the Company in connection with the preparation of the Form S-8 Registration Statement to be filed by the Company with the Securities and Exchange Commission for the registration under the Securities Act of 1933, as amended, of an additional 1,000,000 shares of the Company's common stock, par value \$.01 per share (the "Shares"), which are to be offered from time to time to certain officers, employees and directors of the Company pursuant to the terms of the Company's 1996 Stock Option Plan and Grant, as amended (the "Plan"), and which may be sold by such officers, employees and directors from time to time hereafter.

I have examined the originals, certified copies or copies otherwise identified to my satisfaction as being true copies of the Plan and such other documents as I have deemed necessary or appropriate for purposes of this opinion.

Based on the foregoing, I am of the opinion that the Shares have been duly and validly authorized and reserved for issuance and, when issued upon exercise of options granted under the Plan and pursuant to the terms of the Plan, will be legally and validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/David Secunda
David Secunda

July 17, 1998

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: ANSYS, Inc. Registration Statement on Form S-8

We are aware that our report dated April 16, 1998, on our review of interim financial information of ANSYS, Inc. and subsidiaries for the three month period ended March 31, 1998 and included ANSYS, Inc.'s Quarterly Report on Form 10-Q for the quarter then ended, is incorporated by reference in this registration statement. Pursuant to Rule 436(c) under the Securities Act of 1933, this report should not be considered a part of the registration statement prepared or certified by us within the meaning of Sections 7 and 11 of that Act.

Very truly yours,

/s/PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of ANSYS, Inc., relating to the 1996 Stock Option and Grant Plan, of our report dated January 29, 1998 on our audits of the consolidated financial statements of ANSYS, Inc. and subsidiaries as of December 31, 1997 and 1996, and for each of the three years in the period ended December 31, 1997 which report is included in the Company's 1997 Annual Report on Form 10-K.

/s/PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
July 17, 1998