

REGISTRATION STATEMENT NO. 333-

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
(STATE OF INCORPORATION)

04-3219960
(I.R.S. EMPLOYER IDENTIFICATION NO.)

201 JOHNSON ROAD
HOUSTON, PENNSYLVANIA 15342-1300
(412) 746-3304
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

1996 STOCK OPTION AND GRANT PLAN
EMPLOYEE STOCK PURCHASE PLAN
(FULL TITLE OF THE PLANS)

PETER J. SMITH
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
ANSYS, INC.
201 JOHNSON ROAD
HOUSTON, PENNSYLVANIA 15342-1300
(412) 746-3304
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

With copy to:
JOHN R. LECLAIRE, P.C.
JEFFREY D. PLUNKETT, ESQ.
GOODWIN, PROCTER & HOAR LLP
EXCHANGE PLACE
BOSTON, MASSACHUSETTS 02109-2881
(617) 570-1000

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amounts 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	2,460,000 shares (2)	\$11.4375 (3)	\$28,136,250	\$9,703

(1) This Registration Statement also relates to such indeterminate number of additional shares of ANSYS, Inc. Common Stock as may be required pursuant to the 1996 Stock Option and Grant Plan and Employee Stock Purchase Plan in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under the Plans or other similar event.

- (2) Includes 2,250,000 shares and 210,000 shares to be offered pursuant to the 1996 Stock Option and Grant Plan and the Employee Stock Purchase Plan, respectively.
- (3) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act of 1933 solely for the purposes of determining the amount of the registration fee. The registration fee is based upon the average of the high and low prices for the Registrant's Common Stock, par value \$.01 per share, as reported on the Nasdaq National Market on July 16, 1996.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) Prospectuses is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Introductory Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

ANSYS, Inc. (the "Registrant") hereby incorporates by reference the following documents which have previously been filed with the Securities and Exchange Commission:

- (a) the Registrant's Prospectus dated June 20, 1996 as filed with the Securities and Exchange Commission on June 20, 1996 pursuant to Rule 424(b) under the Securities Act (the "Prospectus");
- (b) all other reports filed with the Securities and Exchange Commission by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since June 20, 1996; and
- (c) the description of the Registrant's Common Stock contained in the Registration Statement on Form 8-A dated June 12, 1996 as filed with the Securities and Exchange Commission on June 12, 1996 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

In addition, all documents subsequently filed with the Securities and Exchange Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment hereto that indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document which also is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

In accordance with Section 145 of the General Corporation Law of the State of Delaware, Article VII of the Registrant's Restated Certificate of Incorporation (the "Certificate") provides that no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) in respect of certain unlawful dividend payments or stock redemptions or repurchases, or (iv) for any transaction from which the director derived an improper personal benefit. In addition, the Certificate provides that if the Delaware General Corporation Law is amended to authorize the further elimination or limitation of the personal liability of directors, then the liability of a director of the Registrant shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Article V of the Registrant's Amended and Restated By-laws (the "By-laws") provides for indemnification by the Registrant of its directors, officers and certain non-officer employees (including officers and certain non-officer employees of subsidiaries) under certain circumstances against expenses (including attorneys fees, judgments, fines and amounts paid in settlement) reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceeding in which any such person is involved by reason of the fact that such person is or was a director, an officer or an employee of the Registrant if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Registrant, and with respect to criminal actions or proceedings, that such person had no reasonable cause to believe his or her conduct was unlawful.

The Registrant has entered into indemnification agreements with each of its directors reflecting the foregoing provisions of its By-laws and requiring the advancement of expenses in proceedings, if such person had no reasonable cause to believe his or her conduct was unlawful.

The Investment and Stockholders' Agreement dated as of February 7, 1994 by and among SAS Acquisition Corp., SAS Software, Inc., Dr. John A. Swanson, the TA Investors (as defined therein) and Marcia S. Morton, as amended, provides for indemnification by the Registrant of certain of its stockholders and the controlling persons of such stockholders against claims and liabilities, including claims and liabilities arising under the securities laws, subject to certain limitations.

Under Section 8 of the Underwriting Agreement filed as Exhibit 1.1 to the Prospectus, the Underwriters have agreed to indemnify, under certain conditions, the Registrant, its directors, certain officers and persons who control the Registrant within the meaning of the Securities Act of 1933 against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The following is a complete list of exhibits filed or incorporated by reference as part of this Registration Statement.

Exhibits

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- 5.1 Opinion of Goodwin, Procter & Hoar LLP as to the legality of the securities being registered
 - 23.1 Consent of Goodwin, Procter & Hoar LLP (included in Exhibit 5.1)
 - 23.2 Consent of Coopers & Lybrand L.L.P.
 - 24.1 Powers of Attorney (included on signature pages to this Registration Statement)

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;

(ii) To reflect in the prospectus any acts 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 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 a 20 percent 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) herein do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the undersigned registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, 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; and

(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, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, ANSYS, Inc. 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 Houston, Pennsylvania on this 23rd day of July, 1996.

ANSYS, INC.

By: /s/ Peter J. Smith

Peter J. Smith
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Peter J. Smith and John M. Sherbin II such person's true and lawful attorney-in-fact and agent 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 any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Peter J. Smith ----- PETER J. SMITH	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	July 23, 1996
/s/ John M. Sherbin II ----- JOHN M. SHERBIN II	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 23, 1996
/s/ Dr. John A. Swanson ----- DR. JOHN A. SWANSON	Chief Technologist and Director	July 23, 1996
/s/ Jacqueline C. Morby ----- JACQUELINE C. MORBY	Director	July 23, 1996
/s/ Roger B. Kafker ----- ROGER B. KAFKER	Director	July 23, 1996
/s/ Gary B. Eichhorn ----- GARY B. EICHHORN	Director	July 23, 1996
/s/ John F. Smith ----- JOHN F. SMITH	Director	July 23, 1996
/s/ Roger J. Heinen, Jr. ----- ROGER J. HEINEN, JR.	Director	July 23, 1996

EXHIBIT INDEX

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[LETTERHEAD OF GOODWIN, PROCTER & HOAR LLP APPEARS HERE]

July 23, 1996

ANSYS, Inc.
201 Johnson Road
Houston, PA 15342-1300

Ladies and Gentlemen:

Re: Registration Statement on Form S-8

This opinion is delivered in our capacity as counsel to ANSYS, Inc. (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") relating to 2,460,000 shares of Common Stock, par value \$.01 per share (the "Registered Shares"). Of the Registered Shares, the Company is authorized to issue 210,000 shares pursuant to the ANSYS, Inc. Employee Stock Purchase Plan ("ESPP") and 2,250,000 shares pursuant to the ANSYS, Inc. 1996 Stock Option and Grant Plan (the "1996 Plan," and together with the ESPP, the "Plans").

As counsel for the Company, we have examined a copy of each of the Plans and the Company's Restated Certificate of Incorporation and Amended and Restated By-laws, each as presently in effect, and such records, certificates and other documents of the Company as we have deemed necessary or appropriate for the purposes of this opinion.

Based on the foregoing, we are of the opinion that, when the Registered Shares are sold and paid for pursuant to the terms of the respective Plans, the Registered Shares will be duly authorized, legally issued, fully paid and non-assessable by the Company under the General Corporation Law of the State of Delaware.

We hereby consent to being named as counsel to the Company in the Registration Statement and to the inclusion of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Goodwin, Procter & Hoar LLP

GOODWIN, PROCTER & HOAR LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ANSYS, Inc. (the "Registrant") of our reports dated April 19, 1996 relating to the consolidated financial statements of ANSYS, Inc. and its subsidiaries as of December 31, 1994 and 1995 and for the period from March 14, 1994 through December 31, 1994 and for the year ended December 31, 1995; and combined Financial Statements of Swanson Analysis Systems, Inc. for the year ended December 31, 1993 and for the period January 1, 1994 through March 13, 1994, included in the Registrant's Prospectus dated June 20, 1996 filed pursuant to Rule 424(b) in connection with the Registrant's Registration Statement on Form S-1 (No. 333-4278).

Coopers & Lybrand L.L.P.

/s/ Coopers & Lybrand L.L.P.

Pittsburgh, Pennsylvania
July 23, 1996