

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 or other jurisdiction of incorporation or organization)	04-3219960 (I.R.S. Employer Identification No.)
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275 Technology Drive-Southpointe Canonsburg, Pennsylvania (Address of principal executive offices)	15317 (Zip Code)
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1996 STOCK OPTION AND GRANT PLAN
(Full title of the plan)

James E. Cashman III
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	1,100,000 shares	\$39.11	\$43,021,000	\$3,480.40

(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 November 24, 2003 as reported on the Nasdaq National Market.

The earlier Registration Statements 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, July 17, 1998 (File No. 333-08613), pertaining to the Registrant's 1996 Stock Option and Grant Plan, and September 17, 2001 (File No. 333-69506), pertaining to the Registrant's 1996 Stock Option and Grant Plan, are 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.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of David Secunda, Esq. (included in the Opinion filed as Exhibit 5.1).
23.4	Deloitte & Touche LLP Awareness Letter.

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 25th day of November, 2003.

ANSYS, INC.

By: /s/ James E. Cashman III

 James E. Cashman III
 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 James E. Cashman III and Maria T. Shields, 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/ James E. Cashman III ----- James E. Cashman III	President and Chief Executive Officer (Principal Executive Officer)	November 25, 2003
/s/ Maria T. Shields ----- Maria T. Shields	Chief Financial Officer, Vice President, Finance and Administration (Principal Financial Officer and Accounting Officer)	November 25, 2003
/s/ Peter J. Smith ----- Peter J. Smith	Chairman of the Board of Directors	November 25, 2003
/s/ Jacqueline C. Morby ----- Jacqueline C. Morby	Director	November 25, 2003
/s/ Roger J. Heinen, Jr. ----- Roger J. Heinen, Jr.	Director	November 25, 2003
/s/ John F. Smith ----- John F. Smith	Director	November 25, 2003
/s/ Patrick J. Zilvitis ----- Patrick J. Zilvitis	Director	November 25, 2003
/s/ Bradford C. Morley ----- Bradford C. Morley	Director	November 25, 2003

EXHIBIT INDEX

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November 25, 2003

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 1,100,000 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 and Grant Plan, 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

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of ANSYS Inc. on Form S-8 of our reports dated January 29, 2003 (February 4, 2003 as to the last paragraph of Note 3) (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the Company's change in method of accounting for goodwill and other intangible assets to adopt Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets") and March 19, 2003, appearing in the Annual Report on Form 10-K of ANSYS Inc. for the year ended December 31, 2002 and in the Annual Report on Form 11-K of the ANSYS Inc. Employee Stock Purchase Plan for the year ended January 31, 2003, respectively.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania
November 25, 2003

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 30, 2002 relating to the consolidated financial statements, which appears in the Annual Report to Shareholders of ANSYS Inc., which is incorporated in ANSYS Inc.'s Form 10-K for the year ended December 31, 2002. We also consent to the incorporation by reference of our report dated January 30, 2002 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
November 25, 2003

November 25, 2003

ANSYS Inc.
275 Technology Drive
Canonsburg, PA 15317

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim financial information of ANSYS Inc. and subsidiaries for the periods ended March 31, 2003 and 2002, June 30, 2003 and 2002 and September 30, 2003 and 2002, as indicated in our reports dated April 28, 2003, July 18, 2003, and October 31, 2003 respectively; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our reports referred to above, which were included in your Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003, June 30, 2003 and September 30, 2003, are being used in this Registration Statement.

We also are aware that the aforementioned reports, pursuant to Rule 436(c) under the Securities Act of 1933, are 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