

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 15, 2022

ANSYS, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20853
(Commission
File Number)

04-3219960
(IRS Employer
Identification No.)

2600 ANSYS Drive, Canonsburg, PA
(Address of principal executive offices)

15317
(Zip Code)

(844) 462-6797
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	ANSS	Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 15, 2022, the Board of Directors (the “Board”) of ANSYS, Inc. (the “Company”) voted to increase the size of the Board from nine to ten directors and to increase the size of Class II from three to four directors, effective on such date. On December 15, 2022, the Board elected Claire Bramley to the Board to fill the resulting vacancy, effective on such date. Ms. Bramley will serve as a Class II director for the term expiring on the date of the Company’s 2025 Annual Meeting of Stockholders. The Board has appointed Ms. Bramley to serve as a member of the Audit Committee.

Ms. Bramley will participate in the Company’s non-employee director compensation program, which is described on page 22 of the Company’s proxy statement for its 2022 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on March 28, 2022. In connection with her appointment to the Board, on December 15, 2022 (the “Grant Date”), Ms. Bramley received a pro-rated annual cash retainer in the amount of \$2,475 and a pro-rated grant of restricted stock units (“RSUs”) with a value of \$121,644 for her Board service until the Company’s 2023 Annual Meeting of Stockholders. The RSUs granted to Ms. Bramley will vest on the date of the Company’s 2023 Annual Meeting of Stockholders. In addition, the Company will enter into its standard Non-Employee Director Indemnification Agreement and Confidentiality Agreement with Ms. Bramley.

There are no arrangements or understandings between Ms. Bramley and any other persons pursuant to which she was selected as director of the Company. Ms. Bramley does not have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

A copy of the press release announcing the appointment of Ms. Bramley to the Board is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release dated December 16, 2022](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ANSYS, INC.

Date: December 16, 2022

By: /s/ Janet Lee
Janet Lee
Vice President, General Counsel and Secretary



Ansys Appoints Claire Bramley to the Board of Directors

Addition of new director strengthens executive expertise in financial and strategic planning, digital transformation, and mergers and acquisitions

/ Key Highlights

- Claire Bramley appointed to Ansys Board of Directors
- Bramley has decades of financial experience including global transformations and M&A

PITTSBURGH, PA, December 16, 2022 – Ansys (NASDAQ: ANSS) today announced that Claire Bramley accepted an appointment to the Ansys Board of Directors, effective December 15, 2022 – bringing deep expertise in leading large-scale fiscal and operational disciplines; driving financial and strategic planning; and managing complex mergers and acquisitions (M&A).

As the Chief Financial Officer at Teradata Corporation, a connected multi-cloud data platform for enterprise analytics company, Bramley is responsible for leading the functions of finance, information technology, analytics and security, enterprise risk, operations, investor relations, and corporate development. She possesses deep experience and understanding of leading finance global shared services with a focus on efficiency and automated processes. Bramley is also an executive sponsor for Teradata’s environmental, social, and governance program.

“Beyond leading the simulation industry, Ansys is a tremendous organization that has exhibited exceptional execution and demonstrates extraordinary future growth potential,” said Claire Bramley. “It’s a business that I’ve followed and greatly admire, and I am enthused to join the Board of Directors and participate in growth for years to come.”

Bramley has current oversight of the corporate development function at Teradata, and previously led the finance mergers, acquisition and divestitures organization that supported all M&A activity across HP, Inc., a multinational IT company (“HP”). She previously served as global controller of HP and spent more than a decade in leadership roles at HP, including Head of Finance for the Europe, Middle East, and Africa region, and as Vice President, Corporate Financial Planning and Analysis.

“A true leader at the helm of many global business transformations, Claire has deep acumen in corporate finance and accounting, excellent knowledge of the technology industry, and extensive experience in partnering with businesses to accelerate profitable growth,” said Ronald W. Hovsepian, Ansys chairman of the board. “We are honored to welcome Claire to the Ansys board.”

“Having successfully led large-scale fiscal and operational disciplines, Claire brings a rich combination of global leadership expertise, strategic planning, and decision making,” said Ajei Gopal, president and CEO of Ansys. “Claire’s impressive skillset will complement our track record of execution and the momentum of our business.”



/ About Ansys

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