SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

| 1. Name and Address of Reporting Person[*]

Gopal Ajei

(Last) (First) (Middle)

2600 ANSYS DRIVE
SOUTHPOINTE
(Street)

CANONSBURG PA 15317
(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
ANSYS INC [ANSS]

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2023

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director   10% Owner
X Officer (give title below)   Other (specify below)

President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
  Form filed by More than One Reporting Person |

Rule 10b5-1(c) Transaction Indication

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	10/10/2023		M		13,194	A	$95.09	227,171	D	
Common Stock	10/10/2023		S		12,693[1]	D	$305.39[2]	214,478	D	
Common Stock	10/10/2023		S		501[1]	D	$306.14[3]	213,977	D	
Common Stock	10/11/2023		M		12,270	A	$95.09	226,247	D	
Common Stock	10/11/2023		S		12,270[1]	D	$305.23	213,977	D	
Common Stock	10/12/2023		M		5,264	A	$95.09	219,241	D	
Common Stock	10/12/2023		S		4,457[1]	D	$305.32[4]	214,784	D	
Common Stock	10/12/2023		S		807[1]	D	$306.15[5]	213,977[6]	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase	$95.09	10/10/2023		M			13,194	[7]	08/31/2026	Common Stock	13,194	$0	119,118	D	
Option to Purchase	$95.09	10/11/2023		M			12,270	[7]	08/31/2026	Common Stock	12,270	$0	106,848	D	
Option to Purchase	$95.09	10/12/2023		M			5,264	[7]	08/31/2026	Common Stock	5,264	$0	101,584	D	

Explanation of Responses:

1. Pursuant to an effective Rule 10b5-1 plan.

2. The trade was executed in a series of transactions with a price range of $305.00 to $305.96, inclusive. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. The trade was executed in a series of transactions with a price range of $306.04 to $306.20, inclusive. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. The trade was executed in a series of transactions with a price range of $305.00 to $305.97, inclusive. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

5. The trade was executed in a series of transactions with a price range of $306.03 to $306.31, inclusive. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

6. Includes 27,284 Deferred Stock Units and 71,129 Restricted Stock Units.

7. The option grant of 208,882 shares granted on 08/31/2016 vested 25% annually in equal installments beginning on the first anniversary of the grant.

Remarks:

Janet Lee, Attorney-in-Fact   10/12/2023
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.