SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [_]

Check the appropriate box:

[_] Preliminary Proxy Statement

[_] CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

[X] Definitive Proxy Statement

[_] Definitive Additional Materials

[_] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

ANSYS Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required

[_] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

[_] Fee paid previously with preliminary materials.

[_] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

Notes:

ANSYS, INC.
SOUTHPOINTE
275 TECHNOLOGY DRIVE
CANONSBURG, PA 15317

March 26, 1999

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of ANSYS, Inc. (the "Annual Meeting") to be held on Wednesday, May 5, 1999, at 2:00 p.m., local time, at the law offices of Buchanan Ingersoll, located at One Oxford Centre, 301 Grant Street, Pittsburgh, Pennsylvania, for the purpose of considering and acting on the following:

The Annual Meeting has been called for the purpose of (i) electing one Class III Director for a three-year term, and (ii) considering and voting upon such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on March 10, 1999 as the record date for determining stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof.

The Board of Directors of the Company recommends that you vote "FOR" the election of the nominee of the Board of Directors as a Class III Director of the Company.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, YOU ARE REQUESTED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH, EVEN IF YOU HAVE PREVIOUSLY RETURNED YOUR PROXY CARD.

Sincerely,
/s/ Peter J. Smith
Peter J. Smith
Chairman, President and
Chief Executive Officer

ANSYS, INC.
SOUTHPOINTE
275 TECHNOLOGY DRIVE
CANONSBURG, PA 15317
(724) 746-3304

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON WEDNESDAY, MAY 5, 1999

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of ANSYS, Inc. (the "Company") will be held on Wednesday, May 5, 1999, at 2:00 p.m., local time, at the law offices of Buchanan Ingersoll, One Oxford Centre, 301 Grant Street, Pittsburgh, Pennsylvania (the "Annual Meeting"), for the purpose of considering and voting upon:

1. The election of one Class III Director for a three-year term; and

2. Such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on March 10, 1999 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. Only holders of Common Stock of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof.

In the event there are not sufficient shares to be voted in favor of any of the foregoing proposals at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies.

By Order of the Board of Directors
/s/ Maria T. Shields
Maria T. Shields
Chief Financial Officer

Canonsburg, Pennsylvania
March 26, 1999

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, YOU ARE REQUESTED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH, EVEN IF YOU HAVE PREVIOUSLY RETURNED YOUR PROXY CARD.

ANSYS, INC.
SOUTHPOINTE
275 TECHNOLOGY DRIVE
CANONSBURG, PA 15317
(724) 746-3304

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON WEDNESDAY, MAY 5, 1999

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of ANSYS, Inc. (the "Company"), for use at the Annual Meeting of Stockholders of the Company to be held on Wednesday, May 5, 1999 at 2:00 p.m., local time, at the law offices of Buchanan Ingersoll, One Oxford Centre, 301 Grant Street, Pittsburgh, Pennsylvania, and any adjournments or postponements thereof (the "Annual Meeting").

At the Annual Meeting, the stockholders of the Company will be asked to consider and vote upon the following matters:

1. The election of one Class III Director for a three-year term, such term to continue until the annual meeting of stockholders in 2002 and until such Director's successor is duly elected and qualified; and

2. Such other business as may properly come before the meeting and any adjournments or postponements thereof.

The Notice of Annual Meeting, Proxy Statement and Proxy Card are first being mailed to stockholders of the Company on or about March 26, 1999 in connection with the solicitation of proxies for the Annual Meeting. The Board of Directors has fixed the close of business on March 10, 1999 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting (the "Record Date"). Only holders of record of the Company's common stock, par value $.01 per share (the "Common Stock"), at the close of business on the Record Date will be entitled to notice of, and to vote at, the Annual Meeting. As of the Record Date, there were approximately 16,415,742 shares of Common Stock outstanding and entitled to vote at the Annual Meeting and approximately 396 stockholders of record. Each holder of a share of Common Stock outstanding as of the close of business on the Record Date will be entitled to one vote for each share held of record with respect to each matter submitted at the Annual Meeting.

The presence, in person or by proxy, of a majority of the total number of outstanding shares of Common Stock is necessary to constitute a quorum for the transaction of business at the Annual Meeting.

Shares that reflect abstentions or "broker non-votes" (i.e., shares represented at the meeting held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote such shares and with respect to which the broker or nominee does not have discretionary voting power to vote such shares) will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting.

The affirmative vote of holders of a plurality of the votes cast by holders of shares of Common Stock present and represented by proxy and entitled to vote on the matter is required for the election of the Class III Director. Abstentions and broker non-votes will not be counted as voting with respect to the election of the Class III Director and, therefore, will not have an effect on the election of the Class III Director.

STOCKHOLDERS OF THE COMPANY ARE REQUESTED TO COMPLETE, DATE, SIGN AND RETURN THE ACCOMPANYING PROXY CARD IN THE ENCLOSED ENVELOPE. COMMON STOCK REPRESENTED BY PROPERLY EXECUTED PROXIES RECEIVED BY THE COMPANY AND NOT REVOKED WILL BE VOTED AT THE ANNUAL MEETING IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED THEREIN. IF INSTRUCTIONS ARE NOT GIVEN THEREIN, PROPERLY EXECUTED PROXIES WILL BE VOTED "FOR" THE ELECTION OF THE NOMINEE FOR DIRECTOR LISTED IN THIS PROXY STATEMENT. IT IS NOT ANTICIPATED THAT ANY MATTERS OTHER THAN THE ELECTION OF THE CLASS III DIRECTOR WILL BE PRESENTED AT THE ANNUAL MEETING. IF OTHER MATTERS ARE PRESENTED, PROXIES WILL BE VOTED IN ACCORDANCE WITH THE DISCRETION OF THE PROXY HOLDERS.

Any properly completed proxy may be revoked at any time before it is voted on any matter (without, however, affecting any vote taken prior to such revocation) by giving written notice of such revocation to the Secretary of the Company, or by signing and duly delivering a proxy bearing a later date, or by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

The Annual Report of the Company, including financial statements for the fiscal year ended December 31, 1998 ("Fiscal 1998"), is being mailed to stockholders of the Company concurrently with this Proxy Statement. The Annual Report, however, is not a part of the proxy solicitation material.

PROPOSAL 1
ELECTION OF DIRECTOR

The Board of Directors of the Company currently consists of seven members and is divided into three classes, with two Directors in Class I, three Directors in Class II and two Directors in Class III. Directors serve for three-year terms with one class of Directors being elected by the Company's stockholders at each annual meeting.

At the Annual Meeting, only one Class III Director will be elected to serve until the annual meeting of stockholders in 2002 and until such Directors' successors are duly elected and qualified. The Board of Directors has nominated John F. Smith for re-election as the Class III Director. The other Class III Director elected not to stand for reelection as a Director. Accordingly, the Board of Directors of the Company will only consist of six members after the Annual Meeting and the Company will have only one Class III Director. Unless otherwise specified in the proxy, it is the intention of the persons named in the proxy to vote the shares represented by each properly executed proxy for the re-election of Mr. Smith as Director. Proxies cannot be voted for a greater number of persons than the number of nominee named. The nominee has agreed to stand for re-election and to serve, if elected, as a Director. However, if the person nominated by the Board of Directors fails to stand for election or is unable to accept election, the proxies will be voted for the election of such other person or persons as the Board of Directors may recommend.

VOTE REQUIRED FOR APPROVAL

A quorum being present, the affirmative vote of a plurality of the votes cast is necessary to elect the nominee as a Class III Director of the Company.

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEE OF THE BOARD OF DIRECTORS AS A CLASS III DIRECTOR OF THE COMPANY.

INFORMATION REGARDING DIRECTORS

The Board of Directors of the Company held five meetings during Fiscal 1998. During Fiscal 1998, each of the incumbent Directors attended at least 75% of the total number of meetings of the Board and of the committees of which he or she was a member. The Board of Directors has established an Audit and Ethics Committee (the "Audit Committee") and a Compensation and Option Committee (the "Compensation Committee"). The Audit Committee recommends the firm to be appointed as independent accountants to audit financial statements and to perform services related to the audit, reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants the Company's annual operating results, considers the adequacy of the internal accounting procedures, considers the effect of such procedures on the accountants' independence and establishes policies for business values, ethics and employee relations. The Compensation Committee reviews and recommends the compensation arrangements for officers and other senior level employees, reviews general compensation levels for other employees as a group, determines the options or stock to be granted to eligible persons under the Company's 1996 Stock Option and Grant Plan (the "1996 Stock Plan") and takes such other action as may be required in connection with the Company's compensation and incentive plans. The Audit Committee currently consists of Roger B. Kafker, Gary B. Eichhorn (whose term of service will expire in May 1999) and Roger J. Heinen, Jr. and held five meetings during Fiscal 1998. The Compensation Committee consists of Jacqueline C. Morby and John F. Smith and held seven meetings during Fiscal 1998.

Nonemployee directors other than Ms. Morby and Mr. Kafker (the "Independent Directors") receive fees of $1,300 and $1,000, respectively, for each meeting of the Board of Directors or Board committee they attend, and each director is reimbursed for travel and other expenses incurred in attending meetings. Also, under the 1996 Stock Plan, each Independent Director is entitled to receive a one-time grant and an annual grant of options to purchase Common Stock as described under "1996 Stock Option and Grant Plan--Independent Director Options."

Set forth below is certain information regarding the Directors of the Company, including the Class III Director who has been nominated for election at the Annual Meeting, based on information furnished by them to the Company.

NAME	AGE	DIRECTOR SINCE
CLASS I--TERM EXPIRES 2000		
Peter J. Smith	54	1994
Dr. John A. Swanson	58	1994
CLASS II--TERM EXPIRES 2001		
Roger J. Heinen, Jr. (1)	48	1996
Roger B. Kafker (1)	36	1994
Jacqueline C. Morby (2)	61	1994
CLASS III--TERM EXPIRES 1999		
Gary B. Eichhorn (1)+	44	1994
John F. Smith (2)*	63	1995

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+ Not standing for re-election.

* Nominee for re-election.

(1) Member of Audit and Ethics Committee.

(2) Member of the Compensation and Option Committee.

The principal occupation and business experience for at least the last five years for each Director of the Company is set forth below.

Mr. Peter J. Smith has been the President and Chief Executive Officer of the Company since March 1994 and Chairman of the Board of Directors since July 1995. Prior to joining the Company, Mr. Smith was Vice President of European Operations for Digital Equipment Corporation ("Digital"), a computer company, from November 1991 to March 1994. Previously, he managed Digital's worldwide applications development and marketing activities, including its engineering systems group which focused on CAD and CAM, graphics and general engineering market business. Mr. Smith holds a B.S. degree in electrical engineering from Northeastern University and an M.B.A. from the University of Notre Dame. Mr. Smith is also a director of the Pittsburgh Technology Council and NxTrend Technology, Incorporated, a distribution software company.

Dr. John A. Swanson founded Swanson Analysis Systems, Inc., the Company's predecessor, in 1970, and served as its President and Chief Executive Officer until March 1994, when he became Chief Technologist and a director of the Company. Dr. Swanson holds B.S. and M.S. degrees in mechanical engineering from Cornell University and a Ph.D. in applied mechanics from the University of Pittsburgh. Dr. Swanson is a Fellow of the American Society of Mechanical Engineers. As of March 14,1999, Dr. Swanson will retire from direct employment at ANSYS and will function under a consulting arrangement and retain his Class I Directorship.

Roger J. Heinen, Jr. has served as a director of the Company since April 1996. Mr. Heinen was a Senior Vice President of Microsoft Corporation, a software company, from January 1993 through March 1996. Prior to that time, he was a Senior Vice President of Apple Computer, Inc., a computer company, from January 1990 to January 1993. Mr Heinen is also a director of Mapics, Incorporated, a software manufacturer and Avid Technology, Incorporated, a provider of digital audio and video tools for information and entertainment applications.

Roger B. Kafker has served as a director of the Company since February 1994. He has been associated with TA Associates, Inc. or its predecessor since 1989 and became a Principal of that firm in 1994 and a Managing Director in 1995. Mr. Kafker is also a director of Allegis Realty Investors, a real estate investment advisory firm, Boron, LePore & Associates, Inc., a company providing outsourced services to the pharmaceutical industry, Hi-Vidomin Laboratories, Inc./Douglas Laboratories, a distributor of vitamins directly to doctors, and Monarch Dental Corporation, a dental practice management company.

Jacqueline C. Morby has served as a director of the Company since February 1994. She has been Managing Director or a partner of TA Associates, Inc. or its predecessor since 1982. Ms. Morby is also a director of Boron, LePore & Associates, Inc., a company providing outsourced services to the pharmaceutical industry, Smith Gardner & Associates, Inc., a software company, and Pacific Life Insurance Co., a life insurance company.

Gary B. Eichhorn has served as a director of the Company since September 1994. Mr. Eichhorn has been the President and Chief Executive Officer and a director of Open Market, Inc., an Internet software company, since December 1995. From September 1991 to November 1995, Mr. Eichhorn worked at Hewlett-Packard Company, a computer company, most recently serving as Vice President and General Manager of Hewlett Packard's Medical Systems Group. From 1975 to 1991, Mr. Eichhorn held various sales and management positions at Digital. As previously noted, Mr. Eichhorn will not stand for re-election as a Class III Director.

John F. Smith has served as a director of the Company since December 1995. Mr. Smith has been the President of Perseptive Biosystems, a life sciences company, since July 1996. Mr. Smith served as Chief Operating Officer and Senior Vice President of Digital from 1986 through 1994, when he retired. Mr. Smith also serves on the Board of Directors of Texas Micro Corporation, a company that designs, manufactures, and markets computer systems, Instron Inc., a material testing company, and Hadco Inc., an interconnect technology company.

EXECUTIVE OFFICERS

The names and ages of all executive officers of the Company and the principal occupation and business experience for at least the last five years for each executive officer who is not also a director are set forth below as of December 31, 1998.

NAME	AGE	POSITION
Peter J. Smith..........	54	Chairman of the Board, President and Chief Executive Officer
Dr. John A. Swanson.....	58	Chief Technologist and Director
James E. Cashman III....	45	Senior Vice President, Operations
Paul A. Johnson.........	48	Senior Vice President, Product Development
Maria T. Shields........	34	Chief Financial Officer, Vice President, Finance and Administration,
Mark C. Imgrund.........	41	Vice President, Corporate Quality and Engineering Support
James C. Tung...........	64	Vice President, International Operations
Paul A. Chilensky.......	41	Vice President, Customer Services
Dr. Shah M. Yunus.......	43	Corporate Fellow
David L. Conover........	40	Manager, Product Development
Brian Butcher...........	51	Managing Director, European Operations

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James E. Cashman III has been the Company's Senior Vice President, Operations since September 1997. Prior to joining the Company, Mr. Cashman was Vice President of International Operations/Marketing/Product Development at PAR Technology Corporation, a computer software and hardware company involved in transaction processing, from May 1995 to September 1997. From September 1994 to May 1995, he was Vice President, Development and Marketing at Metaphase Technology, Inc., a product data management company. Prior to joining Metaphase, Mr. Cashman was employed by Structural Dynamics, Inc., a computer aided design company, from June 1976 to August 1994, in a number of sales and technical positions.

Paul A. Johnson has been the Company's Senior Vice President of Product Development since February 1998 and was the Company's Vice President of Product Development from October 1996 to January 1998. Prior to joining the Company, Mr. Johnson was Vice President of Development for S&R Systems, a software company, from April 1996 to September 1996. From November 1979 to August 1995, he was Vice President of Development for Legent Corporation, a software company.

Maria T. Shields has been the Company's Chief Financial Officer, Vice President, Finance and Administration since September 1998. Previously she served as Company's Corporate Controller from September 1994. In May 1998, she was promoted to Vice President. Prior to joining the Company, Ms. Shields held various positions at Deloitte & Touche LLP, including that of Audit Manager. Ms. Shields is a CPA and holds a B.S. degree in accounting from Pennsylvania State University.

Mark C. Imgrund has been the Company's Vice President, Corporate Quality and Engineering Support since September 1996. Previously he was Vice President Corporate Quality from September 1994. Mr. Imgrund was the Company's Quality Assurance Manager from March 1987 to September 1994. Mr. Imgrund holds a B.S. degree in civil engineering from Cornell University and an M.S. degree in mechanical engineering from the University of Pittsburgh.

James C. Tung has been the Company's Vice President, International Sales since March 1995. Prior to joining the Company, Mr. Tung was Vice President of International Operations and International Sales and Marketing for PDA Engineering, Inc., a software company, from January 1994 to February 1995. From December 1992 to December 1993, he was President of Pacific Ventures, a computer application software consulting company, and from 1989 to December 1992 he was the Vice President--Asia/Pacific Operations of Infotron Systems Corporation, a communications hardware company. Mr. Tung holds a B.S. degree in physics from Columbia University and an M.B.A. from the University of Santa Clara.

Paul A. Chilensky was the Company's Manager of Customer Services from January 1995 to March 1996, when he became Vice President, Customer Services. Prior to joining the Company, Mr. Chilensky was regional manager of professional services for Legent Corporation, a software company, from May 1991 to December 1994.

Dr. Shah M. Yunus has been a Corporate Fellow of the Company with responsibility for product architecture since September 1994, and prior to that was a research engineer and senior project leader for the Company since March 1984. Dr. Yunus holds a B.S. degree in civil engineering and an M.S. degree in structural engineering from the Bangladesh University of Engineering and Technology and a Ph.D. in computational mechanics from Rensselaer Polytechnic Institute.

David L. Conover joined the Company in 1980 and has served as its Manager of Product Development since August 1995. Mr. Conover holds B.S. and M.S. degrees in civil engineering from Carnegie Mellon University.

Brian Butcher has been the Managing Director of the Company's European Operations since February 1996. Prior to joining the Company, Mr. Butcher was UK Country Manager for LMS, a supplier of test analysis software to the automotive industry from October 1994 to February 1996. From October 1985 until October 1994, Mr. Butcher was Managing Director of Northern European Operations for PDA Engineering, a supplier of CAE software based in California. Mr. Butcher holds an Honours Degree in Mechanical and Production Engineering from Brunel University, London, England.

Each of the officers holds his or her respective office until the regular annual meeting of the Board of Directors following the annual meeting of stockholders and until his or her successor is elected and qualified or until his or her earlier resignation or removal.

EXECUTIVE COMPENSATION

The following table provides certain summary information concerning compensation (including salary, bonuses, stock options, and certain other compensation) paid by the Company for services in all capacities for fiscal years ended December 31, 1996, 1997, and 1998, to its Chief Executive Officer and to each of its four other most highly compensated executive officers whose total compensation exceeded $100,000 in fiscal 1998 (all five being hereinafter referred to as the "Named Executive Officers").

SUMMARY COMPENSATION TABLE

	ANNUAL COMPENSATION			LONG-TERM COMPENSATION AWARDS	
NAME AND PRINCIPAL POSITION	YEAR	SALARY ($)	BONUS ($)	SECURITIES UNDERLYING OPTIONS (SHARES)	ALL OTHER COMPENSATION ($) (1)
Peter J. Smith................	1998	284,620(2)	245,420	--	31,140(3)
Chief Executive Officer	1997	266,000	218,410	--	44,600(3)
	1996	249,100	282,709	135,860	44,080(3)
Dr. John A. Swanson...........	1998	280,849(2)	45,000	6,000	19,060(4)
Chief Technologist	1997	256,200	42,273	4,000	33,660(4)
	1996	244,000	48,800	10,000	32,460(4)
James E. Cashman III (5)......	1998	150,000	75,000	50,000	32,923(6)
Senior Vice President, Operations	1997	38,653	18,750	75,000	919(6)
Paul A. Johnson (7)...........	1998	145,000(2)	28,000	35,000	16,000(7)
Senior Vice President,	1997	125,000	23,750	40,000	--
Product Development	1996	29,407	7,500	60,000	--
Brian Butcher (8).............	1998	100,979	89,957	27,200	33,716(9)
Managing Director,	1997	95,350	61,347	8,000	32,007(9)
European Operations	1996	83,463	28,329	20,000	22,145(9)

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(1) Includes $16,000 contributed by the Company to its Pension and Profit-Sharing Plans on behalf of each of the named executive officers except James E. Cashman and Brian Butcher in 1998.

(2) Includes 7% adjustment to January 1, 1998 base salary in connection with restructuring of the Company's Pension and Profit Sharing Plans in 1998. This adjustment was applicable to all participants of the Plan.

(3) Includes premiums on life insurance of $7,940, $7,400 and $6,880 paid by the Company on behalf of Mr. Smith for 1998, 1997 and 1996, respectively, and a car allowance paid at the rate of $600 per month.

(4) Includes a car allowance of $255 per month, $305 per month, and $181 per month for 1998, 1997 and 1996, respectively.

(5) Employment commenced in September 1997

(6) Relocation expense was $27,367 in 1998 and $919 in 1997. Also includes $5,556 related to North America Sales Elite performance plan cruise.

(7) Employment commenced in October 1996.

(8) Employment commenced in February 1996.

(9) Includes Pension contribution of $13,366, $10,968, and $7,925 for 1998, 1997 and 1996, respectively. Includes car benefits of $12,351, $12,214, and $8,747 for 1998, 1997, and 1996, respectively. Includes insurance premiums of $7,999, $8,825, and $5,473 for 1998, 1997, and 1996, respectively. All compensation amounts shown were paid in British Pound Sterling and have been converted to United States Dollars based on the average yearly exchange rate.

Option Grants. The following table sets forth certain information concerning the individual grant of options to purchase Common Stock of the Company to the Company's Named Executive Officers of the Company who received such grants during Fiscal 1998.

OPTION GRANTS IN LAST FISCAL YEAR

	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM (1)	
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (#)(2)	PERCENT OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE PER ($/SH)	EXPIRATION DATE	5% ($)	10% ($)
Dr. John A. Swanson.....	6,000	0.7%	$10.5875	6/02/2003	$ 10,180	$ 29,482
James E. Cashman III....	20,000	2.2%	$9.625	6/02/2008	$ 121,062	$ 306,795
	30,000	3.3%	$6.000	10/14/2008	$ 113,201	$ 286,874
Paul A. Johnson.........	15,000	1.6%	$9.625	6/02/2008	$ 90,797	$ 230,097
	20,000	2.2%	$6.000	10/14/2008	$ 75,467	$ 191,249
Brian Butcher...........	17,200	1.9%	$9.625	6/02/2008	$ 104,114	$ 263,844
	10,000	1.1%	$6.000	10/14/2008	$ 37,734	$ 95,625

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(1) This column shows the hypothetical gain or option spreads of the options granted based on assumed annual compound stock appreciation rates of 5% and 10% over the full 10-year term of the options, except for Dr. Swanson, whose options have a 5-year term. The 5% and 10% assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future Common Stock prices. The gains shown are net of the option exercise price, but do not include deductions for taxes or other expenses associated with the exercise of the option or the sale of the underlying shares, or reflect non- transferability, vesting or termination provisions. The actual gains, if any, on the exercises of stock options will depend on the future performance of the Common Stock.

(2) The options set forth above become exercisable in four equal annual installments, commencing on the first anniversary of the grant date. All options are subject to the employee's continued employment and terminate ten years after the grant date, except for Dr. Swanson, whose options terminate five years after the grant date, subject to earlier termination in accordance with the Company's 1996 Stock Option and Grant Plan (the "1996 Stock Plan") and the applicable option agreement. All options were granted at fair market value as determined by the Compensation Committee of the Board of Directors of the Company on the date of the grant. See "1996 Stock Option and Grant Plan."

Option Exercises and Option Values. The following table sets forth information concerning the number of shares acquired and the value realized upon exercise of stock options during 1998 and information concerning the number and value of unexercised options to purchase Common Stock of the Company held by the Named Executive Officers of the Company who held such options at December 31, 1998. No options were exercised in Fiscal 1998 by the Named Executive Officers.

AGGREGATED FISCAL YEAR-END OPTION VALUES

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 31, 1998 (#) (1) EXERCISABLE	UNEXERCISABLE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 31, 1998 ($) (1) (2) EXERCISABLE	UNEXERCISABLE
Peter J. Smith (3)....	90,000	45,860	$ 774,000	$ 394,396
Dr. John A. Swanson...	6,000	14,000	$ 4,125	$ 14,850
James E. Cashman III..	17,500	102,500	$ 54,688	$ 341,563
Paul A. Johnson.......	40,000	95,000	$ 47,500	$ 263,125
Brian Butcher.........	12,000	43,200	$ 63,125	$ 155,775

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(1) Except for Peter J. Smith's stock options, the options set forth above become exercisable in four equal annual installments, commencing on the first anniversary of the grant date. All options are subject to the employee's continued employment and terminate ten years after the grant date, except for Mr. Swanson, whose options terminate five years after the grant date, subject to earlier termination in accordance with the Company's 1994 and 1996 Stock Plan and the applicable option agreement. All options were granted at fair market value as determined by the Compensation Committee of the Board of Directors of the Company on the date of the grant. See "1994 Stock Option and Grant Plan" and "1996 Stock Option and Grant Plan."

(2) Based on the last reported sale price on the Nasdaq National Market on December 31, 1998 ($11.00 per share) less the aggregrate option exercise price.

(3) Mr. Smith's stock options vest over fourteen months through May 1999, subject to earlier vesting in the event of a sale of the Company or the attainment of specified valuations for the Company's Common Stock.

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION

The Compensation Committee is responsible for the oversight of all of the Company's compensation policies and practices including benefits and perquisites. Compensation is defined as base salary, all forms of variable pay and pay-for-performance, and stock options, restricted stock or any other plans directly or indirectly related to the Company's stock. Members of the Compensation Committee will be appointed from the Board of Directors annually at the first meeting of the Board following the annual meeting of stockholders. Not less than a majority of the Compensation Committee will consist of outside directors. It is also envisioned that the composition of the Compensation Committee will reflect the requirements of Rule 16b-3 under the Securities Exchange Act as in effect from time to time.

Compensation Philosophy. The underlying philosophy of the Company's compensation programs is to pay competitive amounts to obtain and retain valuable executives and to align executive compensation with several key objectives. The first of these objectives is to enable the Company to attain its annual market penetration and financial targets. Another key objective is to ensure that a major portion of each executive's cash compensation is linked to significant improvements in the Company's financial performance. The third key objective is to make it possible for the Company to attract, retain and reward executives who are responsible for leading the Company in achieving or exceeding corporate performance goals, amid a very competitive market for technical, marketing and sales personnel.

The Company's executive compensation programs generally will consist of three principal elements: base salary, cash bonus and stock options and benefits including pension and 401(k) benefits. The Company's objective is to emphasize incentive compensation in the form of bonuses and stock option grants, rather than base salary.

Base salary determinations will reflect, among other factors deemed relevant, competitive pay practices of comparable high technology companies, with a focus on the skills and performance levels of individual executives and the needs of the Company. Bonuses under the Company's incentive plans will reflect, among

other relevant items, the Company's financial performance and achievement of corporate objectives established by the Board of Directors prior to the start of each fiscal year, such as those relating to revenue and profitability. Stock option awards will reflect, among other relevant items, the job level of the employee, responsibilities to be assumed in the upcoming fiscal year, responsibilities of each executive in prior years and the size of awards made to each such officer in prior years relative to the Company's overall performance.

In establishing the level of incentive bonuses for the Company's executives for Fiscal 1998, the Compensation Committee considered, among other things, competitive market issues and the Company's performance in such areas as development, client services, product quality, market penetration, administration, organization and financial performance, sales of particular units and performance of the Company as a whole. A 7% adjustment to January 1, 1998 base salary was made in connection with restructuring of the Company's Pension and Profit Sharing Plans in 1998. This adjustment was applicable to all participants of the Plan.

Compensation of the Chief Executive Officer. In determining Mr. Smith's compensation for the Fiscal 1998, the Compensation Committee reviewed industry surveys of compensation paid to chief executive officers of comparable companies, and evaluated the achievement of corporate, individual and organizational objectives for the fiscal year. Mr. Smith's annual base compensation for Fiscal 1998 was $284,620, an amount that represented an increase of 7% over his 1997 base salary. This increase resulted from an overall 7% Company-wide increase in annual base compensation to participants in the Pension and Profit Sharing Plans in connection with restructuring of the plans in 1998.

In Fiscal 1998, Mr. Smith also received semi-annual bonuses determined on the basis of the achievement of specific weighted corporate, individual and organizational objectives from the fiscal year in such areas as financial performance and business growth, product development, market penetration, product and service quality, administration and corporate development. Mr. Smith was awarded aggregate incentive bonuses of $245,420 for Fiscal 1998, or 86.2% of base salary, as compared with an incentive bonus of $218,410 for 1997, or 82.1% of base salary for 1997.

Deductibility of Executive Compensation. Beginning in 1994, the Internal Revenue Code of 1986, as amended (the "Code"), limited the federal income tax deductibility of compensation paid to the Company's Chief Executive Officer and to each of the other four most highly compensated executive officers. For this purpose, compensation can include, in addition to cash compensation, the difference between the exercise price of stock options and the value of the underlying stock on the date of exercise. The Company may deduct compensation with respect to any of these individuals only to the extent that during any fiscal year such compensation does not exceed $1 million or meets certain other conditions (such as stockholder approval). Considering the Company's current compensation plans and policy, the Company and the Committee believe that, for the near future, there is little risk that the Company will lose any significant tax deduction relating to executive compensation. If the deductibility of executive compensation becomes a significant issue, the Company's compensation plans and policy will be modified to maximize deductibility if the Company and the Compensation Committee determine that such action is in the best interests of the Company.

COMPENSATION COMMITTEE

Jacqueline C. Morby
John F. Smith

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Since February 1994, all executive officer compensation decisions have been made by the Compensation Committee. The Compensation Committee reviews and makes recommendations to the Board of Directors regarding the compensation for top management and key employees of the Company, including salaries and bonuses. No member of the Compensation Committee was or is an officer or employee of the Company or any of its subsidiaries.

Shareholder Return Performance Graph

Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on the Company's Common Stock, based on the market price of the Company's Common Stock, with the total return of companies included within the Nasdaq Stock Market Index and a peer group of companies included within the Nasdaq Computer and Data Processing Industry Index for the period commencing June 1996 and ended December 1998. The calculation of total cumulative return assumes a $100 investment in the Company's Common Stock, the Nasdaq Stock Market Index and the Nasdaq Computer and Data Processing Industry Index on June 20, 1996, the date of the Company's initial public offering, and the reinvestment of all dividends.

[GRAPH APPEARS HERE]

COMPARISON OF THREE YEAR CUMULATIVE RETURN
AMONG ANSYS, INC, PEER GROUP INDEX AND NASDAQ MARKET INDEX

Measurement period (Fiscal Year Covered)	ANSYS INC.	PEER GROUP INDEX	NASDAQ MARKET INDEX
Measurement PT - 6/20/96	$100	$100	$100
FYE 12/31/96	$113.68	$101.24	$107.59
FYE 12/31/97	$ 61.05	$101.51	$131.61
FYE 12/31/98	$ 92.63	$ 81.40	$185.62

1994 Stock Option and Grant Plan. In February 1994, the Company's Board of Directors adopted and the stockholders subsequently approved the 1994 Stock Plan. The Company does not intend to make additional grants under the 1994 Stock Plan. The 1994 Stock Plan permits (i) the grant of options to purchase shares of Common Stock intended to qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code") ("Incentive Options"), (ii) the grant of options that do not so qualify ("Non-Qualified Options"), and (iii) the issuance or sale of Common Stock with or without restrictions ("Restricted Stock"). During 1998 no grants were made from the 1994 Stock Plan. A total of 837,400 share grants with issuance prices ranging from $0.01 to $11.00 and an average of $2.02 were outstanding from the 1994 Stock Plan at December 31,1998.

The Compensation Committee may, in its sole discretion, accelerate or extend the date or dates on which all or any particular option or options granted under the 1994 Stock Plan may be exercised or vest. In the event of a merger, liquidation or sale of substantially all of the assets of the Company, the Board of Directors has the discretion to accelerate the vesting of the options granted under the 1994 Stock Plan, except that 40,000 Non-Qualified Options held by Independent Directors vest automatically in such circumstances. In addition, the 1994 Stock Plan and issued thereunder terminate upon the effectiveness of any such transaction or event, unless provision is made in connection with such transaction for the assumption of grants therefore made. The shares of restricted stock issued under the 1994 Plan are treated as fully vested on any merger of the Company, liquidation or sale of substantially all of the assets.

1996 Stock Option and Grant Plan. The 1996 Stock Plan was adopted by the Board of Directors on April 19, 1996 and subsequently approved and amended by the Company's stockholders. The 1996 Stock Plan was amended on May 6, 1998 to increase the number of shares of Common Stock available for issuance thereunder upon approval of such increase by the Company's stockholders. The 1996 Stock Plan permits (i) the grant of Incentive Options, (ii) the grant of Non-Qualified Options, (iii) the issuance or sale of Common Stock with or without vesting or other restrictions ("Stock Grants"), (iv) the grant of Common Stock upon the attainment of specified performance goals ("Performance Share Awards") and (v) the grant of the right to receive cash dividends with the holders of the Common Stock as if the recipient held a specified number of shares of the Common Stock ("Dividend Equivalent Rights"). These grants may be made to officers and other employees, consultants and key persons of the Company and its subsidiaries. In addition, Independent Directors are automatically eligible for certain grants under the 1996 Stock Plan, as described below. The 1996 Stock Plan provides for the issuance of 3,250,000 shares of Common Stock, of which no more than 300,000 shares may be issued to Independent Directors. On and after the date the 1996 Stock Plan becomes subject to Section 162(m) of the Code, options with respect to no more than 300,000 shares of Common Stock may be granted to any one individual in any calendar year. During 1998 918,925 grants were made from the 1996 Stock Plan. A total of 1,748,892 share grants with issuance prices ranging from $6.00 to $13.125 and an average of $8.56 were outstanding from the 1996 Stock Plan at December 31,1998. Available for future grant at December 31,1998 were 1,461,543 shares under the 1996 Stock Plan.

The 1996 Stock Plan is administered by the Compensation Committee. Subject to the provisions of the 1996 Stock Plan, the Compensation Committee has full power to determine from among the persons eligible for grants under the 1996 Stock Plan (i) the individuals to whom grants will be granted, (ii) the combination of grants to participants and (iii) the specific terms of each grant. Incentive Options may be granted only to officers or other employees of the Company or its subsidiaries including members of the Board of Directors who are also employees of the Company or its subsidiaries.

The option exercise price of each option granted under the 1996 Stock Plan is determined by the Compensation Committee but, in the case of Incentive Options may not be less than 100% of the fair market value of the underlying shares on the date of grant and may not be exercisable more than ten years from the date the option is granted. If any employee of the Company or any subsidiary owns or is deemed to own at the date of grant shares of stock representing in excess of 10% of the combined voting power of all classes of stock of the Company or any subsidiary, the exercise price for options granted to such employee may not be less than

110% of the fair market value of the underlying shares on that date and the option may not be exercisable more than five years from the date the option is granted. No option may be exercised subsequent to the termination of the optionee's employment or other business relationship with the Company unless otherwise determined by the Compensation Committee or provided in the option agreement. At the discretion of the Compensation Committee, any option may include a "reload" feature, pursuant to which an optionee exercising an option receives in addition to the number of shares of Common Stock due on the exercise of such an option an additional option with an exercise price equal to the fair market value of the Common Stock on the date such additional option is granted. Upon the exercise of options, the option exercise price must be paid in full either in cash or, in the sole discretion of the Compensation Committee, by delivery of shares of Common Stock already owned by the optionee.

The 1996 Stock Plan also permits Stock Grants, Performance Share Awards and grants of Dividend Equivalent Rights. Stock Grants and Performance Share Awards may be made to persons eligible under the 1996 Stock Plan, subject to such conditions and restrictions as the Compensation Committee may determine. Prior to the vesting of shares, recipients of Stock Grants generally will have all the rights of a stockholder with respect to the shares, including voting and dividend rights, subject only to the conditions and restrictions set forth in the 1996 Stock Plan or in any agreement. In the case of Performance Share Awards, the issuance of shares of Common Stock will occur only after the recipient has satisfied the conditions and restrictions set forth in the 1996 Stock Plan or in any agreement. The Compensation Committee may also make Stock Grants to persons eligible under the 1996 Stock Plan in recognition of past services or other valid consideration, or in lieu of cash compensation. In addition, the Compensation Committee may grant Dividend Equivalent Rights in conjunction with any other grant made pursuant to the 1996 Stock Plan or as a free standing grant. Dividend Equivalent Rights may be paid currently or deemed to be reinvested in additional shares of Common Stock, which may thereafter accrue further dividends.

The Compensation Committee may, in its sole discretion, accelerate or extend the date or dates on which all or any particular option or options granted under the 1996 Stock Plan may be exercised or vest. In the event of a merger, liquidation or sale of substantially all of the assets of the Company ("Sale Event,") the Board of Directors has the discretion to accelerate the vesting of options granted under the 1996 Stock Plan, except that options granted to Independent Directors automatically accelerate in such "Sale Event." The 1996 Stock Plan and the options issued thereunder terminate upon the effectiveness of any such "Sale Event," unless provision is made in connection with such transaction for the assumption of options theretofore made or in certain circumstances following a "Sale Event" not accounted for as a pooling of interest.

Independent Director Options. The 1996 Stock Plan provides for the automatic grant of Non-Qualified Options to Independent Directors. Under such provisions, options to purchase that number of shares of Common Stock determined by dividing $200,000 by the Option Exercise Price (as defined below) will be granted to each individual when he or she first becomes a member of the Board of Directors provided that he or she is not an employee of the Company or any subsidiary of the Company. In addition, in 1998 the Board of Directors amended the 1996 Stock Plan to provide that on the date five business days following each annual meeting of stockholders of the Company each Independent Director who is then serving will be granted a Non-Qualified stock option to purchase 12,000 shares of Stock. The Option Exercise Price of options granted to Independent Directors under the 1996 Stock Plan will equal the lesser of (i) the last reported sale price per share of Common Stock on the date of grant (or if no such price is reported on such date, such price on the nearest preceding date on which such a price is reported) or (ii) the average of the last reported sales price per share of Common Stock as published in The Wall Street Journal for a period of ten consecutive days prior to such date. Options granted to Independent Directors under the foregoing provisions will vest in annual installments over four years commencing with the date of grant and will expire ten years after grant, subject to earlier termination if the optionee ceases to serve as a director. The exercisability of these options will be accelerated upon "Sale Event". A total of 70,749 Non-Qualified Options have been issued to date to Independent Directors under the plan.

1996 Employee Stock Purchase Plan. The Company's 1996 Employee Stock Purchase Plan was adopted by the Board of Directors on April 19, 1996 and was subsequently approved by the Company's stockholders. Up to 210,000 shares of Common Stock may be issued under the Purchase Plan. The Purchase Plan is administered by the Compensation Committee.

Offerings under the Purchase Plan will commence on each February 1 and August 1 and have a duration of six months. Generally, all employees who are customarily employed for more than 20 hours per week as of the first day of the applicable offering period are eligible to participate in the Purchase Plan. An employee who owns or is deemed to own shares of stock representing in excess of 5% of the combined voting power of all classes of stock of the Company may not participate in the Purchase Plan.

During each offering, an employee may purchase shares under the Purchase Plan by authorizing payroll deductions of up to 10% of his cash compensation during the offering period. The maximum number of shares which may be purchased by any participating employee during any offering period is limited to 960 shares (as adjusted by the Compensation Committee from time to time). Unless the employee has previously withdrawn from the offering, his accumulated payroll deductions will be used to purchase Common Stock on the last business day of the period at a price equal to 85% of the fair market value of the Common Stock on the first or last day of the offering period, whichever is lower. Under applicable tax rules, an employee may purchase no more than $25,000 worth of Common Stock in any calendar year. A total of 72,205 shares of Common Stock have been issued to date under the Purchase Plan at February 1, 1999.

EMPLOYMENT AGREEMENTS WITH EXECUTIVE OFFICERS

The Company entered into an Employment Agreement with Dr. Swanson in connection with the acquisition of the business in 1994 under which Dr. Swanson serves as Chief Technologist of the Company. The Agreement has a five-year term ending in March 1999. The Agreement provides for (i) an annual salary of $228,000, subject to specified cost of living increases, (ii) continuation of base salary payments until the later of March 14, 1999 or months following termination of Dr. Swanson's employment in the event such employment is terminated by the Company without cause (as defined) or by Dr. Swanson in the event of a material default by the Company, and (iii) a restriction on competitive activities for three years following any termination of Dr. Swanson's employment with the Company. In connection with his employment by the Company, Dr. Swanson was granted Incentive Options to purchase 960,000 shares of Common Stock at an exercise price of $.11 a share, or 110% of the fair market value of the Common Stock at the time of grant. Dr. Swanson exercised these options on March 14, 1996, and the shares acquired upon exercise are subject to repurchase by the Company at the exercise price until they vest in March 1999.

The Company has also entered into an Employment Agreement with Mr. Peter Smith, its Chief Executive Officer. Mr. Smith's Employment Agreement (i) provides that he shall serve as Chief Executive Officer, (ii) provides for an annual base salary of at least $235,000 and participation in the Company's executive bonus program, (iii) is for an indefinite term unless terminated by either party, (iv) provides for severance at the annual rate of $300,000 in the event Mr. Smith's employment is terminated by the Company without cause or in the event of a constructive termination (as defined) until the later of one year after termination or Mr. Smith's acceptance of other employment and (v) restricts competitive activities by Mr. Smith for one year following termination of his employment other than for cause or in the event of a constructive termination. The Company provided Mr. Smith with $309,058 at the time of his employment to purchase an annuity that will result in payments to Mr. Smith beginning at age 62 as well as a $2.0 million term life insurance policy.

CERTAIN TRANSACTIONS

In connection with his employment by the Company, Mr. Peter J. Smith purchased 626,000 shares of restricted Common Stock in July 1994 for a cash purchase price of $250,000 (approximately $0.40 per share). Mr. Smith funded the purchase price for the shares with a loan from the Company evidenced by a promissory note which bears interest at the annual rate of 8.23%, matures on July 8, 2006 or earlier in the event of a sale of the underlying shares, is secured by a pledge of the shares purchased with the proceeds of the loan and permits recourse against Mr. Smith's other assets to the extent of one-fourth of the principal amount of the note. The Company also agreed to pay Mr. Smith annual bonuses in the amount of the required interest payments.

The Company has adopted a policy providing that all material transactions between the Company and its officers, directors and other affiliates must (i) be approved by a majority of the members of the Company's Board of Directors and by a majority of the disinterested members of the Company's Board of Directors and (ii) be on terms no less favorable to the Company than could be obtained from unaffiliated third parties. In addition, this policy will require that any loans by the Company to its officers, directors or other affiliate be for bona fide business purposes only.

COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and Directors, and persons who own more than 10% of the Company's outstanding shares of Common Stock (collectively, "Section 16 Persons") to file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission and Nasdaq. Section 16 Persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain Section 16 Persons that no Section 16(a) reports were required for such persons, the Company believes that during Fiscal 1998 the Section 16 Persons complied with all Section 16(a) filing requirements applicable to them, except Brian Butcher who did not file an Initial Statement of Beneficial Ownership of Securities on Form 3 when due.

PRINCIPAL AND MANAGEMENT STOCKHOLDERS

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table presents certain information about persons or entities known to the Company to own, directly or beneficially, more than five percent of the Company's Common Stock on February 14, 1999. The following information is based solely upon copies of filings of Schedule 13G received by the Company pursuant to the rules of the SEC.

	SHARES BENEFICIALLY OWNED	
NAME AND ADDRESS OF BENEFICIAL OWNER	NUMBER	PERCENT
TA Associates Group...................... c/o TA Associates, Inc. 125 High Street Suite 2500 Boston, MA 02110-2720	6,607,319(1)(2)	40.3%
Dr. John A. Swanson...................... c/o ANSYS, Inc. Southpointe 275 Technology Drive Canonsburg, PA 15317	1,723,713(3)	10.5

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(1) The information reported is based upon a Schedule 13G filed with the Securities and Exchange Commission ("SEC") on February 16, 1999 reporting beneficial ownership as of December 31, 1998. The Company has not received an amendment to this Schedule 13G.

(2) Includes (i) 4,727,986 shares of Common Stock owned by Advent VII L.P., (ii) 960,841 shares of Common Stock owned by Advent Atlantic and Pacific II L.P., (iii) 346,405 shares of Common Stock owned by

Advent Industrial II L.P., (iv) 472,799 shares of Common Stock owned by Advent New York L.P. and (v) 99,288 shares of Common Stock owned by TA Venture Investors Limited Partnership. Advent VII L.P., Advent Atlantic and Pacific II L.P., Advent Industrial II L.P., Advent New York L.P. and TA Venture Investors Limited Partnership are part of an affiliated group of investment partnerships referred to, collectively, as the TA Associates Group. The general partner of Advent VII L.P. is TA Associates VII L.P. The general partner of each of Advent New York L.P. and Advent Industrial II Limited Partnership is TA Associates VI L.P. The general partner of Advent Atlantic and Pacific II L.P. is TA Associates AAP II Partners L.P. The general partner of each of TA Associates VII L.P., TA Associates VI L.P. and TA Associates AAP II Partners L.P. is TA Associates, Inc. In such capacity, TA Associates, Inc. exercises sole voting and investment power with respect to all of the shares held of record by the named investment partnerships, with the exception of those shares held by TA Venture Investors Limited Partnership; individually no stockholder, director or officer of TA Associates, Inc. is deemed to have or share such voting or investment power. Principals and employees of TA Associates, Inc. (including Ms. Morby and Mr. Kafker, directors of the Company) comprise the general partners of TA Venture Investors Limited Partnership. In such capacity, Ms. Morby and Mr. Kafker disclaim beneficial ownership of such shares, except in the case of Mr. Kafker to the extent of the 12,829 shares as to which he holds a pecuniary interest.

(3) The information reported is based on a Schedule 13G filed with the SEC on February 16, 1999 reporting beneficial ownership as of December 31, 1998. The Schedule 13G also indicates that Mr. Swanson has sole voting and dispositive power with respect to all of the shares reported.

SECURITY OWNERSHIP OF MANAGEMENT

The following table presents certain information as to directors and Named Executive Officers as of February 1, 1999, based on representations of officers and directors of the Company. All such information was provided by the stockholders listed and reflects their beneficial ownership as of February 1, 1999.

NAME OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED NUMBER	PERCENT (1)
Dr. John A. Swanson (2)........................	1,723,713	10.5%
Peter J. Smith (3)............................	765,674	4.6
James E. Cashman III (4)......................	17,500	*
Paul A. Johnson (5)...........................	41,919	*
Brian Butcher (6).............................	12,000	*
Gary B. Eichhorn (7)..........................	37,896	*
Roger J. Heinen, Jr. (8)......................	12,896	*
Roger B. Kafker (9)...........................	12,829	*
Jacqueline C. Morby (10)......................	5,480	*
John F. Smith (11)............................	27,896	*
All executive officers and directors as a group (16 persons)................................	2,849,790	17.4%

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* Less than 1%.

(1) All percentages have been determined as of February 1, 1999 in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of Common Stock which such person has the right to acquire within 60 days after February 1, 1999. For purposes of computing the percentage of outstanding shares of Common Stock held by each person or group of persons named above, any security which such person or persons has or have the right to acquire within 60 days after February 1, 1999 is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. As of February 1, 1999, a total of 16,407,867 shares of Common Stock were issued and outstanding.

(2) Includes 591,840 shares which vest on March 14, 1999, respectively, under terms giving the Company the right to purchase unvested shares at a price of $.11 per share upon any voluntary termination or termination

for cause of Dr. Swanson's employment prior to the relevant vesting date. Includes 413,800 shares held in a family partnership of which Dr. Swanson retains control. Excludes 25,000 shares held by each of Daniel S. Swanson, Andrew C. Swanson and Eric H. Swanson, Dr. Swanson's adult children, as to which shares Dr. Swanson disclaims beneficial ownership. Includes vested options to purchase 6,000 shares. Excludes unvested options to purchase 14,000 shares.

(3) Includes 135,860 shares of restricted stock which will vest over fourteen months through May 1999, subject to acceleration in certain circumstances under terms giving the Company the right to purchase and Mr. Smith the right to sell to the Company unvested shares at a price of $2.40 per share upon any termination of Mr. Smith's employment prior to the relevant vesting date. Includes options to purchase 135,860 shares. Excludes 100,000 shares beneficially owned by a trust for the benefit of Mr. Smith's adult children, as to which latter shares Mr. Smith disclaims beneficial ownership.

(4) Includes vested options to purchase 17,500 shares. Excludes unvested options to purchase 102,500 shares.

(5) Includes vested options to purchase 40,000 shares. Excludes unvested options to purchase 95,000 shares.

(6) Includes vested options to purchase 12,000 shares. Excludes unvested options to purchase 43,200 shares.

(7) Includes 4,000 and 4,000 shares of restricted stock held by Mr. Eichhorn which will be repurchased by the Company at a price of $0.01 and $0.40, respectively following Mr. Eichhorn's departure as a Director in May of this year. Includes vested options to purchase 7,896 shares which expire 60 days after departure as a Director. Excludes unvested options to purchase 25,687 shares.

(8) Includes vested options to purchase 12,896 shares. Excludes unvested options to purchase 30,687 shares.

(9) Includes 12,829 shares beneficially owned by Mr. Kafker through TA Venture Investors Limited Partnership, all of which shares are included in the 6,607,319 shares described in footnote (2) under "Security Ownership of Certain Beneficial Owners" above. Does not include any shares beneficially owned by Advent VII L.P., Advent Atlantic and Pacific II L.P., Advent Industrial II L.P. or Advent New York L.P., of which Mr. Kafker disclaims beneficial ownership.

(10) Includes 5,480 shares held by Ms. Morby's husband through TA Venture Investors Limited Partnership, all of which shares are included in the 6,607,319 shares described in footnote (2) under "Security Ownership of Certain Beneficial Owners" above, as to which shares Ms. Morby disclaims beneficial ownership. Excludes 5,482 shares beneficially owned through TA Venture Investors Limited Partnership by a trust for the benefit of Ms. Morby's adult children, as to which shares Ms. Morby disclaims beneficial ownership, all of such shares are included in the 6,607,319 shares described in footnote (2) under "Security Ownership of Certain Beneficial Owners" above. Does not include any shares beneficially owned by Advent VII L.P., Advent Atlantic and Pacific II L.P., Advent Industrial II L.P. or Advent New York L.P., of which Ms. Morby disclaims beneficial ownership.

(11) Includes 12,000 shares or restricted stock owned by a trust primarily for the benefit of Mr. Smith's adult children and of which Mr. Smith's wife is a trustee. Such shares will become vested in equal annual installments of 4,000 shares on each of December 28, 1999 and 2000 and are subject to repurchase at a price of $.40 per share upon any termination of Mr. Smith's service as a director prior to the releveant vesting date. Includes vested options to purchase 7,896 shares. Excludes unvested options to purchase 25,687 shares held by Mr. Smith.

MARKET VALUE

On December 31, 1998, the closing price of a share of the Company's Common Stock on the Nasdaq National Market was $11.00.

EXPENSES OF SOLICITATION

The Company will pay the entire expense of soliciting proxies for the Annual Meeting. In addition to solicitations by mail, certain Directors, officers and regular employees of the Company (who will receive no compensation for their services other than their regular compensation) may solicit proxies by telephone, telegram or personal interview. Banks, brokerage houses, custodians, nominees and other fiduciaries have been requested to forward proxy materials to the beneficial owners of shares held of record by them and such custodians will be reimbursed for their expenses.

SUBMISSION OF STOCKHOLDER PROPOSALS FOR 2000 ANNUAL MEETING

Stockholder proposals intended to be presented at the Company's 2000 annual meeting of stockholders must be received by the Company on or before February 20, 2000 in order to be considered for inclusion in the Company's proxy statement and form of proxy for that meeting. The Company's By-laws provide that any stockholder of record wishing to have a stockholder proposal considered at an annual meeting must provide written notice of such proposal and appropriate supporting documentation, as set forth in the By-laws, to the Company at its principal executive office not less than 75 days or more than 120 days prior to the first anniversary of the date of the preceding year's annual meeting. In the event, however, that the annual meeting is scheduled to be held more than 30 days before such anniversary date or more than 60 days after such anniversary date, notice must be so delivered not later than on the later of (i) the 15th day after the date of public disclosure of the date of such meeting or (ii) the 75th day prior to the scheduled date of such meeting. Any such proposal should be mailed to: Secretary, ANSYS, Inc., Southpointe, 275 Technology Drive, Canonsburg, PA, 15317.

INDEPENDENT ACCOUNTANTS

The Company has selected PricewaterhouseCoopers LLP as the independent public accountants for the Company for the fiscal year ending December 31, 1999. The firm of PricewaterhouseCoopers LLP, or a predecessor thereof, has served as the Company's independent public accountants since March 14, 1994. A representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting and will be given the opportunity to make a statement if he or she so desires. The representative will be available to respond to appropriate questions.

OTHER MATTERS

The Board of Directors does not know of any matters other than those described in this Proxy Statement which will be presented for action at the Annual Meeting. If other matters are duly presented, proxies will be voted in accordance with the best judgment of the proxy holders.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, YOU ARE REQUESTED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

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

PROXY

SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
FOR
THE ANNUAL MEETING OF STOCKHOLDERS, MAY 5, 1999

The undersigned hereby appoints PETER J. SMITH and MARIA T. SHIELDS, attorneys and proxies, with full power of substitution, to represent the undersigned and to vote all shares of stock of ANSYS, Inc. which the undersigned is entitled to vote at the Annual Meeting of Stockholders of ANSYS, Inc. to be held at the law offices of Buchanan Ingersoll One Oxford Centre, 301 Grant Street, Pittsburgh, Pennsylvania on Wednesday, May 5, 1999, at 2:00 P.M., or at any adjournments or postponements thereof, upon all matters as set forth in the Notice of Annual Meeting and Proxy Statement, receipt of which is hereby acknowledged.

(Continued, and to be signed and dated, on reverse side)

/\ FOLD AND DETACH HERE /\

Admittance Pass

1999 Annual Meeting of Stockholders

ANSYS, Inc.

Wednesday, May 5, 1999
2:00 p.m.

Law Offices of Buchanan Ingersoll
One Oxford Centre
301 Grant Street
Pittsburgh, Pennsylvania
(Downtown)

Please Present This Admittance Pass When Entering The Meeting

your votes as X
indicated in
this example

1. ELECTION OF DIRECTOR Nominee: John F. Smith

FOR nominee listed above	WITHHOLD AUTHORITY to vote for nominee listed above

The Board of Directors recommends a vote FOR the election of the nominee as director.

2. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.

PLAN TO ATTEND MEETING

THIS PROXY WILL BE VOTED AS DIRECTED ABOVE, OR IF RETURNED EXECUTED WITH NO DIRECTION GIVEN, WILL BE VOTED FOR THE ELECTION OF THE NOMINEE AS DIRECTOR.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN ENCLOSED ENVELOPE.

THIS PROXY SHOULD BE SIGNED EXACTLY AS NAME APPEARS HEREON.

Executors, administrators, trustees, attorneys, etc., should give full title as such. If the signer is a corporation or partnership, please sign full corporate or partnership name by duly authorized officer.

Signature(s) ______________________________ Date __________________, 1999

/\ FOLD AND DETACH HERE /\

Annual Meeting
of
Stockholders
of
ANSYS, Inc.
May 5, 1999
at
Law Offices of Buchanan Ingersoll
One Oxford Centre
301 Grant Street
Pittsburgh, Pennsylvania
(Downtown)
beginning at 2:00 P.M.