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

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**FORM 10-Q**

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(Mark One)  
 **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2007

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 0-20853

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**ANSYS, Inc.**

(exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**275 Technology Drive, Canonsburg, PA**  
(Address of principal executive offices)

**04-3219960**  
(IRS Employer  
Identification No.)

**15317**  
(Zip Code)

**724-746-3304**  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the Registrant's Common Stock, par value \$.01 per share, outstanding as of October 31, 2007 was 78,282,085 shares.

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ANSYS, INC. AND SUBSIDIARIES

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**PART I – UNAUDITED FINANCIAL INFORMATION**

**Item 1. Financial Statements:**

**ANSYS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited)**

<i>(in thousands, except share information)</i>	September 30, 2007	December 31, 2006
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 150,651	\$ 104,315
Short-term investments	216	171
Accounts receivable, less allowance for doubtful accounts of \$3,320 and \$2,775, respectively	39,490	37,341
Other receivables and current assets	68,578	53,141
Deferred income taxes	22,347	20,976
Total current assets	281,282	215,944
Property and equipment, net	29,010	25,530
Capitalized software costs, net	1,009	1,266
Goodwill	430,728	428,959
Other intangible assets, net	183,965	204,115
Other long-term assets	2,766	3,017
Total assets	\$ 928,760	\$ 878,831
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt and capital lease obligations	\$ 9,348	\$ 13,927
Accounts payable	2,780	3,599
Accrued bonuses and commissions	17,049	20,955
Accrued income taxes	18,522	12,908
Other accrued expenses and liabilities	31,794	26,923
Deferred revenue	113,198	101,226
Total current liabilities	192,691	179,538
Long-term liabilities:		
Long-term debt and capital lease obligations, less current portion	66,153	109,393
Deferred income taxes	41,472	47,577
Other long-term liabilities	14,921	7,530
Total long-term liabilities	122,546	164,500
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; Zero issued or outstanding	—	—
Common stock, \$.01 par value; 150,000,000 shares authorized; 78,338,928 shares issued	783	783
Additional paid-in capital	353,491	344,615
Retained earnings	244,850	193,327
Treasury stock, at cost: 84,566 and 1,156,196 shares, respectively	(2,088)	(11,650)
Accumulated other comprehensive income	16,487	7,718
Total stockholders' equity	613,523	534,793
Total liabilities and stockholders' equity	\$ 928,760	\$ 878,831

The accompanying notes are an integral part of the condensed consolidated financial statements.

**ANSYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

<i>(in thousands, except per share data)</i>	Three Months Ended		Nine Months Ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
Revenue:				
Software licenses	\$ 61,099	\$ 42,213	\$ 177,723	\$ 103,728
Maintenance and service	32,935	27,904	96,381	74,664
Total revenue	<b>94,034</b>	70,117	<b>274,104</b>	178,392
Cost of sales:				
Software licenses	2,236	1,748	6,756	4,938
Amortization of software and acquired technology	5,395	5,138	16,119	9,785
Maintenance and service	11,760	10,434	34,327	22,918
Total cost of sales	<b>19,391</b>	17,320	<b>57,202</b>	37,641
Gross profit	<b>74,643</b>	52,797	<b>216,902</b>	140,751
Operating expenses:				
Selling, general and administrative	26,596	24,333	80,582	58,192
Research and development	14,198	13,295	40,846	34,274
Amortization	2,239	2,314	6,647	4,018
In-process research and development	—	—	—	28,100
Total operating expenses	<b>43,033</b>	39,942	<b>128,075</b>	124,584
Operating income	<b>31,610</b>	12,855	<b>88,827</b>	16,167
Interest expense	<b>(1,600)</b>	(2,996)	<b>(5,549)</b>	(5,179)
Interest income	1,273	941	3,248	3,717
Other (expense) income, net	<b>(337)</b>	412	<b>(735)</b>	335
Income before income tax provision	<b>30,946</b>	11,212	<b>85,791</b>	15,040
Income tax provision	<b>12,250</b>	2,840	<b>32,688</b>	13,148
Net income	<b>\$ 18,696</b>	\$ 8,372	<b>\$ 53,103</b>	\$ 1,892
Earnings per share – basic – adjusted for 2-for-1 stock split – Note 2:				
Basic earnings per share	<b>\$ 0.24</b>	\$ 0.11	<b>\$ 0.68</b>	\$ 0.03
Weighted average shares – basic	<b>77,981</b>	76,804	<b>77,653</b>	71,220
Earnings per share – diluted – adjusted for 2-for-1 stock split – Note 2:				
Diluted earnings per share	<b>\$ 0.23</b>	\$ 0.10	<b>\$ 0.66</b>	\$ 0.03
Weighted average shares – diluted	<b>81,196</b>	80,580	<b>80,938</b>	75,054

The accompanying notes are an integral part of the condensed consolidated financial statements.

**ANSYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

<i>(in thousands)</i>	Nine Months Ended	
	September 30, 2007	September 30, 2006
<b>Cash flows from operating activities:</b>		
Net income	\$ 53,103	\$ 1,892
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	28,939	17,940
Deferred income tax benefit	(8,860)	(6,825)
Provision for bad debts	872	263
Stock-based compensation expense	6,392	3,694
Write-off of in-process research and development	—	28,100
Utilization of acquired net operating loss tax carryforward	6,677	1,837
Excess tax benefits from stock options	(6,106)	(4,367)
Other	73	77
Changes in operating assets and liabilities:		
Accounts receivable	(1,651)	2,468
Other receivables and current assets	(11,895)	2,969
Other long-term assets	(45)	—
Accounts payable, accrued expenses and current liabilities	7,392	4,198
Deferred revenue	9,248	8,182
Other long-term liabilities	1,346	(40)
Net cash provided by operating activities	<b>85,485</b>	<b>60,388</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(8,603)	(3,718)
Fluent acquisition payments, net of cash acquired	—	(297,926)
Other acquisition payments	(119)	(6,836)
Capitalization of internally developed software costs	(101)	(408)
Purchases of short-term investments	(46)	(6,079)
Maturities of short-term investments	20	24,118
Net cash used in investing activities	<b>(8,849)</b>	<b>(290,849)</b>
<b>Cash flows from financing activities:</b>		
Principal payments on long-term debt	(47,237)	(51,115)
Principal payments on long-term capital leases	(585)	(415)
Proceeds from long-term debt	—	198,000
Loan issuance costs	—	(1,940)
Purchase of treasury stock	(2,470)	—
Proceeds from issuance of common stock under Employee Stock Purchase Plan	1,471	1,191
Proceeds from exercise of stock options	5,589	4,282
Excess tax benefits from stock options	6,106	4,367
Net cash (used in) provided by financing activities	<b>(37,126)</b>	<b>154,370</b>
Effect of exchange rate fluctuations on cash and cash equivalents	6,826	1,543
Net increase (decrease) in cash and cash equivalents	<b>46,336</b>	<b>(74,548)</b>
Cash and cash equivalents, beginning of period	104,315	176,166
Cash and cash equivalents, end of period	<b>\$ 150,651</b>	<b>\$ 101,618</b>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid during the period for:		
Income taxes	\$ 32,838	\$ 21,724
Interest	5,081	4,850
<b>Supplemental disclosures of non-cash operating activities:</b>		
Utilization of acquired net operating loss tax carryforward	\$ 6,677	\$ 1,837
<b>Supplemental disclosures of non-cash investing activities:</b>		
Capital lease obligations	\$ —	\$ 563

The accompanying notes are an integral part of the condensed consolidated financial statements.

**ANSYS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2007**  
**(Unaudited)**

**1. Organization**

ANSYS, Inc. (hereafter the “Company” or “ANSYS”) develops and globally markets engineering simulation software and technologies widely used by engineers and designers across a broad spectrum of industries, including aerospace, automotive, manufacturing, electronics, biomedical and defense.

The Company operates as one segment, as defined by Statement of Financial Accounting Standards No. 131, “*Disclosures about Segments of an Enterprise and Related Information*.” Given the integrated approach to the multi-discipline problem-solving needs of the Company’s customers, a single sale of software may contain components from multiple product areas and include combined technologies. There is no means by which the Company can provide accurate historical or current reporting among its various product-line segmentations. Disclosure of such information is impracticable.

**2. Summary of Significant Accounting Policies**

The accompanying unaudited condensed consolidated financial statements have been prepared by ANSYS, Inc. in accordance with accounting principles generally accepted in the United States for interim financial information for commercial and industrial companies and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the accompanying statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The accompanying condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements (and notes thereto) included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2006. The condensed consolidated December 31, 2006 balance sheet presented is derived from the audited December 31, 2006 balance sheet included in the most recent Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial statements have been included, and all adjustments are of a normal and recurring nature. Operating results for the three and nine months ended September 30, 2007 are not necessarily indicative of the results that may be expected for any future period.

**Stock Split:** On May 14, 2007, the Company announced that its Board of Directors approved a two-for-one stock split of the Company’s common stock. The stock split was payable in the form of a stock dividend and entitled each stockholder of record at the close of business on May 25, 2007 to receive one share of common stock for every outstanding share of common stock held on that date. The stock dividend was distributed on June 4, 2007. Par value of the stock remains at \$.01 per share. Accordingly, \$392,000 was transferred from additional paid-in capital to common stock for the cumulative number of shares issued as of June 4, 2007. The capital accounts, share data, and earnings per share data in this report give effect to the stock split, applied retroactively, to all periods presented.

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**Revenue Recognition:** Revenue is derived principally from the licensing of computer software products and from related maintenance contracts. The Company recognizes revenue in accordance with SOP 97-2, “*Software Revenue Recognition*,” and related interpretations. Revenue from perpetual licenses is classified as license revenue and is recognized upon delivery of the licensed product and the utility that enables the customer to request authorization keys, provided that acceptance has occurred and a signed contractual obligation has been received, the price is fixed and determinable, and collectibility of the receivable is probable. Revenue is recorded net of the distributor fee for sales through the ANSYS distribution network. Revenue for software lease licenses is classified as license revenue and is recognized over the period of the lease contract. The Company estimates the value of post-contract customer support (“PCS”) sold together with perpetual licenses based on separate sales of PCS. Revenue from PCS contracts is classified as maintenance and service revenue and is recognized ratably over the term of the contract. Revenue from training, support and other services is recognized as the services are performed.

**Concentrations of Credit Risk:** The Company has a concentration of credit risk with respect to trade receivables due to the use of certain significant third party distributors to market and sell the Company’s products. The Company performs periodic credit evaluations of its customers’ financial condition and generally does not require collateral.

In addition to the concentration of credit risk with respect to trade receivables, the Company’s cash and cash equivalents are also exposed to concentration of credit risk. The Company maintains its cash accounts primarily in U.S. banks, which are insured by the F.D.I.C. up to \$100,000 per bank. The Company had cash balances on deposit with a U.S. bank at September 30, 2007 that exceeded the balance insured by the F.D.I.C. in the amount of \$41.8 million. A significant portion of the Company’s remaining U.S. cash balance is also uninsured. As a result of the Company’s operations in international locations and foreign currencies held by its corporate location, it also has \$98.9 million of uninsured cash balances denominated in foreign currencies.

**Income Taxes:** Deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax bases of assets and liabilities, and for loss and credit carryforwards, using enacted tax rates anticipated to be in effect in the years in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. In July 2006, the FASB issued Interpretation No. 48, “*Accounting for Uncertainty in Income Taxes*,” (“FIN 48”) which the Company adopted effective January 1, 2007. The impact of this adoption is further discussed in Note 9.

**Reclassifications:** Certain reclassifications have been made to (1) the 2006 condensed consolidated balance sheet and the 2006 condensed consolidated statement of cash flows to reclass certain current liabilities to long-term and to reclass certain tax amounts from accrued taxes payable to current assets, (2) the 2006 condensed consolidated statement of income to separately report interest expense, interest income and other income, and (3) the 2006 condensed consolidated statement of cash flows to separately state the utilization of the acquired net operating loss tax carryforward to conform to the 2007 presentation.

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**3. Accumulated Other Comprehensive Income**

As of September 30, 2007 and December 31, 2006, accumulated other comprehensive income, as reflected on the Condensed Consolidated Balance Sheets, was comprised of foreign currency translation adjustments.

Comprehensive income for the three and nine months ended September 30, 2007 and 2006 was as follows:

<i>(in thousands)</i>	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2007</b>	<b>September 30, 2006</b>	<b>September 30, 2007</b>	<b>September 30, 2006</b>
Comprehensive income	<b>\$ 24,136</b>	<b>\$ 7,987</b>	<b>\$ 61,872</b>	<b>\$ 4,037</b>

**4. Other Current Assets**

The Company reports accounts receivable related to the portion of annual lease licenses and software maintenance that has not yet been recognized as revenue as a component of other current assets. These amounts totaled \$37.1 million and \$42.3 million as of September 30, 2007 and December 31, 2006, respectively.



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### 5. Earnings Per Share

Basic earnings per share (“EPS”) amounts are computed by dividing earnings by the average number of common shares outstanding during the period. Diluted EPS amounts assume the issuance of common stock for all potentially dilutive equivalents outstanding. To the extent stock options are anti-dilutive, they are excluded from the calculation of diluted earnings per share. The details of basic and diluted earnings per share, as adjusted for the two-for-one stock split, are as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
<i>(in thousands, except per share data)</i>				
Net income	<u>\$ 18,696</u>	<u>\$ 8,372</u>	<u>\$ 53,103</u>	<u>\$ 1,892</u>
Weighted average shares outstanding – basic	77,981	76,804	77,653	71,220
Basic earnings per share	<u>\$ 0.24</u>	<u>\$ 0.11</u>	<u>\$ 0.68</u>	<u>\$ 0.03</u>
Effect of dilutive securities:				
Shares issuable upon exercise of dilutive outstanding stock options	3,215	3,776	3,285	3,834
Weighted average shares outstanding – diluted	81,196	80,580	80,938	75,054
Diluted earnings per share	<u>\$ 0.23</u>	<u>\$ 0.10</u>	<u>\$ 0.66</u>	<u>\$ 0.03</u>
Anti-dilutive shares/options	<u>1,547</u>	<u>40</u>	<u>1,354</u>	<u>40</u>

### 6. Acquisitions

On May 1, 2006, the Company completed its acquisition of Fluent Inc (“Fluent”), a global provider of computational fluid dynamics (CFD)-based computer-aided engineering software and services. The acquisition of Fluent enhances the breadth, functionality, usability and interoperability of the Company’s portfolio of simulation solutions. Under the terms of the merger agreement, the Company issued 11,999,896 shares of its common stock, valued at approximately \$274 million based on the average closing market price on the two days preceding and the two days following the announcement of the acquisition (February 16, 2006), and paid approximately \$315 million in cash to acquire Fluent. The total purchase price of approximately \$598 million includes approximately \$9 million in transaction fees. The Company used a combination of existing cash and \$198 million from committed bank financing to fund the transaction. In addition to the \$9 million in transaction-related costs, the Company incurred financing costs of \$1.9 million related to the long-term debt utilized to fund the acquisition.

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The operating results of Fluent have been included in the Company's consolidated financial statements since the date of acquisition, May 1, 2006. The total purchase price was allocated to the foreign and domestic assets and liabilities of Fluent based upon management's estimates of the fair market values of the assets acquired and the liabilities assumed. The allocation included \$213.9 million to identifiable intangible assets (including \$88.0 million to developed software to be amortized over seven years, \$65.9 million to customer contracts and related relationships to be amortized over nine and a half years, and \$60.0 million to trade name) and \$381.9 million to goodwill, which is not tax deductible. The Fluent trade name is one of the most recognized in the CFD software industry. The trade name represents a reputation of superior technical capability and strong support service that has been recognized by Fluent customers. Because the trade name continues to gain strength in the market today, as evidenced by Fluent's increased sales over the past several years, the Company expects the trade name to contribute to cash flows indefinitely and, accordingly, has assigned an indefinite life to the trade name.

In valuing deferred revenue on the Fluent balance sheet as of the acquisition date, the Company applied the fair value provisions of Emerging Issues Task Force Issue No. 01-3 ("EITF No. 01-3"), "*Accounting in a Business Combination for Deferred Revenue of an Acquiree.*" In accordance with EITF No. 01-3, acquired deferred revenue of \$31.5 million was recorded on the opening balance sheet. This amount was \$20.1 million lower than the historical carrying value. Although this purchase accounting requirement had no impact on the Company's business or cash flow, it adversely impacted the Company's reported software license revenue under accounting principles generally accepted in the United States ("GAAP"), primarily for the first 12 months post-acquisition. The adverse impact on reported revenue for the three months ended September 30, 2006 was \$7.3 million; there was no meaningful impact for the three months ended September 30, 2007. The adverse impact on reported revenue for the nine months ended September 30, 2007 and September 30, 2006 was \$1.8 million and \$13.2 million, respectively.

The following table summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition:

<i>(in thousands)</i>	<u>At May 1, 2006</u>
Cash and other net tangible assets and liabilities	\$ 24,302
Goodwill	381,854
Identifiable intangible assets	213,900
Net deferred tax liabilities	(49,735)
In-process research and development	28,100
Total preliminary purchase price allocation	<u>\$ 598,421</u>

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The Company expensed acquired in-process research and development (“IPR&D”) of \$28.1 million that represents incomplete Fluent research and development projects that had not reached technological feasibility and had no alternative future use as of the acquisition date.

Technological feasibility is established when an enterprise has completed all planning, designing, coding and testing activities that are necessary to establish that a product can be produced to meet its design specifications, including functions, features and technical performance requirements. The value assigned to IPR&D was determined by considering the importance of each project to the overall development plan, estimating costs to develop the purchased IPR&D into commercially viable products, estimating the resulting net cash flows from the projects when completed and discounting the net cash flows to their present values based on the percentage of completion of the IPR&D projects.

The following unaudited pro forma information presents the 2006 results of operations of the Company as if the acquisition had occurred on January 1, 2006. The unaudited pro forma results are not necessarily indicative of results that would have occurred had the acquisition been in effect for the periods presented, nor are they necessarily indicative of future results. These pro forma results exclude the impacts of IPR&D expense and the purchase accounting adjustment to deferred revenue that are discussed above.

<i>(in thousands, except per share data)</i>	<b>Three Months</b>	<b>Nine Months</b>
	<b>Ended</b>	<b>Ended</b>
	<b>September 30, 2006</b>	<b>September 30, 2006</b>
Total revenue	\$ 77,382	\$ 235,366
Net income	\$ 12,746	\$ 37,125
Earnings per share – adjusted for 2-for-1 stock split:		
Basic	\$ 0.17	\$ 0.49
Diluted	\$ 0.16	\$ 0.46

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### 7. Long-Term Debt

Borrowings consist of the following:

<i>(in thousands)</i>	September 30, 2007	December 31, 2006
Term loan payable in quarterly installments with an original final maturity of March 31, 2011	\$ 74,696	\$ 121,934
Capitalized lease obligations	805	1,386
Total	75,501	123,320
Less current portion	(9,348)	(13,927)
Long-term debt and capital lease obligations, net of current portion	<u>\$ 66,153</u>	<u>\$ 109,393</u>

On May 1, 2006, ANSYS borrowed \$198.0 million from a syndicate of banks. The interest rate on the indebtedness is equal to a margin based on the Company's consolidated leverage ratio (generally in the range of 0.50% to 1.25%) plus the then current rate based on (a) the British Bankers Association London Inter-Bank Offered Rate for dollar deposits ("LIBOR") or (b) the higher of (i) the Bank of America prime rate and (ii) the Federal Funds rate ("Prime Rate") plus 0.50%. For the three and nine months ended September 30, 2007, the Company recorded interest expense related to the term loan of \$1.4 million and \$4.9 million, representing weighted average interest rates of 5.83% and 5.89%, respectively. In addition, during the three and nine months ended September 30, 2007, the Company recorded amortization related to debt financing costs of \$130,000 and \$380,000, respectively. For the three and nine months ended September 30, 2006, the Company recorded interest expense of \$2.8 million and \$4.8 million, respectively. For the three and nine months ended September 30, 2006, the Company recorded amortization related to debt financing costs of \$170,000 and \$320,000, respectively.

The interest rate is set for the quarter ending December 31, 2007 at 5.63% on \$34.7 million of the total outstanding balance, which was based on three-month LIBOR + 0.50%. For the remaining outstanding balance of \$40.0 million, the Company secured a fixed interest rate of 5.64% through March 31, 2008, which is based on six-month LIBOR + 0.50%. As of September 30, 2007, the fair value of the debt approximated the recorded value.

During the first nine months of 2007, the Company made the required quarterly principal payments of \$9.2 million. In addition, the Company made prepayments of \$38.0 million that reduced future quarterly principal installments, including a prepayment of \$20.0 million during the quarter ended September 30, 2007. As of September 30, 2007, required future quarterly principal payments are expected to total \$2.2 million for the remainder of 2007, \$8.8 million in 2008, \$15.4 million in 2009, \$37.3 million in 2010 and \$11.0 million in 2011.

The credit agreement includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness. As of September 30, 2007, the Company is in compliance with all affirmative and negative covenants as stated in the credit agreement.

**8. Goodwill and Intangible Assets**

Goodwill represents the excess of the cost over the value of net tangible and identifiable intangible assets of acquired businesses. Identifiable intangible assets acquired in business combinations are recorded based upon fair market value at the date of acquisition.

During the first quarter of 2007, the Company completed the annual impairment test for goodwill and intangible assets with indefinite lives and determined that these assets had not been impaired as of the test date, January 1, 2007. The Company tested the goodwill and identifiable intangible assets attributable to each of its reporting units utilizing estimated cash flow methodologies and market comparable information. No events occurred or circumstances changed during the nine months ended September 30, 2007 that would reduce the fair value of the Company's reporting units below their carrying amounts.

Identifiable intangible assets with finite lives are amortized on either a straight-line basis over their estimated useful lives or under the proportional cash flow method and are reviewed for impairment whenever events or circumstances indicate that the carrying amounts may not be recoverable.

As of September 30, 2007 and December 31, 2006, the Company's intangible assets have estimated useful lives and are classified as follows:

<i>(in thousands)</i>	<u>September 30, 2007</u>		<u>December 31, 2006</u>	
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>
<b>Amortized intangible assets:</b>				
Core technology and trademark (3 – 10 years)	\$108,938	\$ (42,657)	\$107,552	\$ (25,680)
Non-compete agreements (4 – 5 years)	3,775	(3,075)	3,717	(2,797)
Customer lists (3 – 9.5 years)	70,322	(15,119)	67,981	(8,378)
<b>Total</b>	<b>\$183,035</b>	<b>\$ (60,851)</b>	<b>\$179,250</b>	<b>\$ (36,855)</b>
<b>Unamortized intangible assets:</b>				
Trademarks	\$ 61,781		\$ 61,720	

Amortization expense for intangible assets reflected above was \$7.5 million and \$7.4 million for the three months ended September 30, 2007 and September 30, 2006, respectively. Amortization expense for intangible assets reflected above for the nine months ended September 30, 2007 and September 30, 2006 was \$22.4 million and \$13.5 million, respectively.

Amortization expense for the amortized intangible assets reflected above is expected to be approximately \$30.2 million, \$27.4 million, \$22.9 million, \$19.0 million and \$15.5 million for the years ending December 31, 2007, 2008, 2009, 2010 and 2011, respectively.

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The changes in goodwill during the nine-month period ended September 30, 2007 are as follows:

<i>(in thousands)</i>	
Balance – January 1, 2007	\$428,959
Adoption of FIN 48	1,429
Tax-related adjustments	(1,124)
Currency translation & other	1,464
Balance – September 30, 2007	<u>\$430,728</u>

### 9. Uncertain Tax Positions

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and numerous U.S. states and foreign countries. The parent Company, ANSYS, Inc., has had its tax returns audited by the Internal Revenue Service for tax years through 2003. Tax years beyond 2003 remain subject to examination. ANSYS, Inc. is currently under examination by the Internal Revenue Service and the PA Department of Revenue for the 2005 tax year. The Internal Revenue Service recently completed its examination of the Company's Fluent subsidiary (U.S.) for the 2004 tax year. The Company has multiple operating and legal subsidiaries in various foreign jurisdictions. The statute of limitations and the timing of regulatory audit activities vary in those jurisdictions. Accordingly, the tax years that remain subject to examination within those jurisdictions also vary.

The Company adopted the provisions of FASB Interpretation No. 48, "Accounting For Uncertainty in Income Taxes," on January 1, 2007. As a result of the implementation of FIN 48, the Company recognized a \$7.4 million increase in the liability for unrecognized tax benefits and related interest and penalties. This increase was partially offset by \$4.4 million in tax benefits that would be recoverable in other jurisdictions if the related liability were incurred. These tax benefits are recorded as a deferred tax asset. The net increase of \$3.0 million was recorded as an increase to the goodwill balance of \$1.4 million and a reduction to the January 1, 2007 balance of retained earnings of \$1.6 million. A reconciliation of the beginning and ending balance of unrecognized tax benefits is as follows:

<i>(in thousands)</i>	
Balance at January 1, 2007	\$7,277
Additions based on tax positions related to the current year	1,840
Additions for tax positions of prior years	—
Currency translation	167
Reductions for tax positions of prior years	(840)
Settlements	—
Balance at September 30, 2007	<u>\$8,444</u>

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As of September 30, 2007, the \$8.4 million liability for unrecognized tax benefits is reflected as an increase to accrued income taxes of \$3.0 million, a reduction in deferred tax assets related to net operating losses of \$0.2 million and an increase in other long-term liabilities of \$5.3 million.

The uncertain tax positions included in the balance at September 30, 2007 relate to permanent tax items and, if recognized, all of these items would impact the effective tax rate.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. The Company has accrued \$4.0 million and \$4.3 million for the payment of interest and penalties at September 30, 2007 and January 1, 2007 (the adoption date), respectively. A portion of the accrued interest would be recoverable in other jurisdictions if the related liability were incurred. This amount is recorded in deferred tax assets. The net impact of interest and penalties was an increase in income tax expense for the three and nine months ended September 30, 2007 of \$160,000 and \$325,000, respectively.

### 10. Geographic Information

Revenue to external customers is attributed to individual countries based upon the location of the customer. Revenue by geographic area is as follows:

<i>(in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
United States	\$ 32,503	\$ 24,862	\$ 94,377	\$ 64,542
Germany	12,962	9,291	36,642	24,010
Japan	12,320	9,675	36,885	24,146
United Kingdom	7,556	4,855	20,259	13,165
Canada	1,147	848	3,225	3,155
Other European	17,861	13,433	55,867	32,462
Other International	9,685	7,153	26,849	16,912
Total revenue	<u>\$ 94,034</u>	<u>\$ 70,117</u>	<u>\$ 274,104</u>	<u>\$ 178,392</u>

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Property and equipment by geographic area is as follows:

<i>(in thousands)</i>	September 30, 2007	December 31, 2006
United States	\$ 18,126	\$ 16,024
India	4,062	3,754
United Kingdom	1,820	1,643
Japan	1,785	1,524
Germany	1,229	964
Canada	639	419
Other European	1,184	1,039
Other International	165	163
Total property and equipment	<u>\$ 29,010</u>	<u>\$ 25,530</u>

#### 11. Stock Repurchase Program

In October 2001, the Company announced that its Board of Directors had amended its common stock repurchase program to acquire up to an additional four million shares, or 16 million shares in total under a program that was initially announced in February 2000. Under this program, during 2007 ANSYS repurchased 100,000 shares in March and no shares in the nine months ended September 30, 2006. As of September 30, 2007, 3.9 million shares remained authorized for repurchase under the program.



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### 12. Stock Compensation

Total stock-based compensation expense recognized for the three and nine months ended September 30, 2007 and September 30, 2006 was comprised as follows:

<i>(in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
Cost of sales:				
Software licenses	\$ 12	\$ 11	\$ 36	\$ 32
Maintenance and service	123	46	358	131
Operating expenses:				
Selling, general and administrative	1,489	862	4,519	2,612
Research and development	451	321	1,479	919
Share-based compensation expense before taxes	2,075	1,240	6,392	3,694
Related income tax benefits	(370)	(209)	(1,133)	(664)
Share-based compensation expense, net of taxes	<u>\$ 1,705</u>	<u>\$ 1,031</u>	<u>\$ 5,259</u>	<u>\$ 3,030</u>

The net impact of stock-based compensation reduced third quarter 2007 basic and diluted earnings per share each by \$0.02, and reduced year-to-date 2007 basic and diluted earnings per share by \$0.07 and \$0.06, respectively. The net impact of stock-based compensation expense reduced third quarter 2006 basic and diluted earnings per share each by \$0.01 and reduced year-to-date 2006 basic and diluted earnings per share each by \$0.04.

### 13. Contingencies and Commitments

From time to time, the Company is involved in various investigations, claims and legal proceedings that arise in the ordinary course of business activities. Management believes, after consulting with legal counsel, that the ultimate liabilities, if any, resulting from such matters will not materially affect the Company's financial position, liquidity or results of operations.

The Company sells software licenses and services to its customers under proprietary software license agreements. Each license agreement contains the relevant terms of the contractual arrangement with the customer, and generally includes certain provisions for indemnifying the customer against losses, expenses and liabilities from damages that are incurred by or awarded against the customer in the event the Company's software or services are found to infringe upon a patent, copyright, or other proprietary right of a third party. To date, the Company has not had to reimburse any of its customers for any losses related to these indemnification provisions and no material claims asserted under these indemnification provisions are outstanding as of September 30, 2007. For several reasons, including the lack of prior material indemnification claims, the Company cannot determine the maximum amount of potential future payments, if any, related to such indemnification provisions.

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As of December 31, 2006, the Company had an uncommitted and unsecured \$10.0 million line of credit with a bank under which no borrowings had occurred. During the first quarter of 2007, the Company cancelled this line of credit.

During the third quarter of 2007, the Company cancelled the irrevocable standby letter of credit, valued at \$1.9 million as of December 31, 2006, which had been issued as a guarantee for damages that could be awarded related to a legal matter in which the Company was involved. No material losses on this commitment were incurred.

### **14. Recently Issued Accounting Pronouncements**

The Company adopted FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes*," as of January 1, 2007. This interpretation clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with FASB Statement No. 109, "*Accounting for Income Taxes*." This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company applied the provisions of FIN 48 to all tax positions upon initial adoption and the cumulative effect adjustment was recognized as an adjustment to retained earnings and goodwill. Refer to additional disclosures regarding the adoption of this statement in Note 9 above.

In September 2006, the FASB issued Statement No. 157, "*Fair Value Measurements*" ("Statement No. 157"). This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure about fair value measurements. This statement is effective for fiscal periods beginning after November 15, 2007 and interim periods within those fiscal years. The Company is currently assessing the impact of Statement No. 157 on its financial position, results of operations and cash flows.

In February 2007, the FASB issued Statement No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*" ("Statement No. 159"). Statement No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. Statement No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of Statement No. 159 on its financial position, results of operations and cash flows.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
ANSYS, Inc.  
Canonsburg, Pennsylvania

We have reviewed the accompanying condensed consolidated balance sheet of ANSYS, Inc. and subsidiaries (the "Company") as of September 30, 2007 and the related condensed consolidated statements of income for the three-month and nine-month periods ended September 30, 2007 and 2006 and of cash flows for the nine-month periods ended September 30, 2007 and 2006. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the condensed consolidated financial statements, on January 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of ANSYS, Inc. and subsidiaries as of December 31, 2006, and the related consolidated statements of income, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated February 28, 2007, we expressed an unqualified opinion on those consolidated financial statements and included an explanatory paragraph relating to the Company's adoption of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, on January 1, 2006. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2006 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Deloitte & Touche LLP  
Pittsburgh, Pennsylvania  
November 6, 2007

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Overview:

ANSYS, Inc.'s (hereafter the "Company" or "ANSYS") quarterly results for the three months ended September 30, 2007 reflect a revenue increase of 34% and basic and diluted earnings per share of \$0.24 and \$0.23, respectively. ANSYS results for the nine months ended September 30, 2007 reflect a revenue increase of 54% and basic and diluted earnings per share of \$0.68 and \$0.66, respectively.

The Company experienced higher revenues in the quarterly and nine-month periods of 2007 from the Fluent acquisition (included for only five months in 2006) and from the Company's other software products and services. These revenues were partially offset by increased operating expenses, including higher salaries and related headcount costs, increases in amortization expense associated with acquired intangible assets, additional stock-based compensation expense and an increase in the Company's effective tax rate. The Company's operating results in 2007 were also favorably impacted by changes in foreign currency exchange rates as compared to the prior year. In addition to the impacts of these items, the 2006 nine-month results include a \$28.1 million non-tax deductible charge related to acquired Fluent in-process research and development (recorded in the second quarter of 2006). The Company's financial position includes \$150.9 million in cash and short-term investments, and working capital of \$88.6 million as of September 30, 2007.

ANSYS develops and globally markets engineering simulation software and services widely used by engineers and designers across a broad spectrum of industries, including aerospace, automotive, manufacturing, electronics, biomedical and defense. Headquartered at Southpointe in Canonsburg, Pennsylvania, the Company and its subsidiaries employ approximately 1,400 people as of September 30, 2007 and focus on the development of open and flexible solutions that enable users to analyze designs directly on the desktop, providing a common platform for fast, efficient and cost-conscious product development, from design concept to final-stage testing and validation. The Company distributes its ANSYS® suite of simulation technologies, including ANSYS Workbench™, ANSYS CFX®, ANSYS ICEM CFD™, ANSYS AUTODYN®, and ANSYS FLUENT® products through a global network of channel partners and direct sales offices in strategic, global locations. It is the Company's intention to continue to maintain this mixed sales and distribution model.

The Company licenses its technology to businesses, educational institutions and governmental agencies. Growth in the Company's revenue is affected by the strength of global economies, general business conditions, customer budgetary constraints and the competitive position of the Company's products. The Company believes that the features, functionality and integrated multiphysics capabilities of its software products are as strong as they have ever been. However, the software business is generally characterized by long sales cycles. These long sales cycles increase the difficulty of predicting sales for any particular quarter. As a result, the Company believes that its overall performance is best measured by fiscal year results rather than by quarterly results.

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The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and notes thereto for the three and nine months ended September 30, 2007 and 2006, and with the Company's audited financial statements and notes thereto for the year ended December 31, 2006 filed on Form 10-K with the Securities and Exchange Commission.

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, but not limited to, the following statements, as well as statements that contain such words as "anticipates," "intends," "believes," "plans" and other similar expressions:

- The Company's intentions related to investments in global sales and marketing, global IT and business infrastructure, and research and development
- Increased exposure to volatility of foreign exchange rates
- Exposure to changes in domestic and foreign tax laws in future periods
- Plans related to future capital spending
- The Company's intentions regarding its mixed sales and distribution model
- The sufficiency of existing cash and cash equivalent balances to meet future working capital and capital expenditure requirements
- Management's assessment of the ultimate liabilities arising from various investigations, claims and legal proceedings
- The Company's statements regarding the strength of its financial position
- The Company's statements regarding the benefits of its acquisitions
- The Company's intentions related to acquiring or investing in complementary companies, products, services and technologies

Forward-looking statements should not be unduly relied upon because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the Company's control. The Company's actual results could differ materially from those set forth in forward-looking statements. Certain factors that might cause such a difference include risks and uncertainties detailed in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section in the 2006 Annual Report to Stockholders and any such changes to these factors have been included within Part II, Item 1A of this Form 10-Q.

**Results of Operations****Three Months Ended September 30, 2007 Compared to Three Months Ended September 30, 2006**Revenue:

<i>(in thousands, except percentages)</i>	Three Months Ended		Change	
	September 30,		Amount	%
	2007	2006		
Revenue:				
Software licenses	<b>\$61,099</b>	\$42,213	\$18,886	44.7
Maintenance and service	<b>32,935</b>	27,904	5,031	18.0
Total revenue	<b>94,034</b>	70,117	23,917	34.1

Software license revenue increased as follows:

- Lease license revenue increased from \$27.3 million in the 2006 period to \$39.1 million in the 2007 period
- Perpetual license revenue increased from \$14.9 million in the 2006 period to \$22.0 million in the 2007 period

The increases in software license revenue were the result of overall growth in both lease and perpetual license sales, along with a \$7.3 million adverse impact on 2006 lease license revenue related to purchase accounting adjustments to acquired deferred revenue (see below).

Maintenance and service revenue increased as follows:

- Maintenance revenue increased from \$22.0 million in the 2006 period to \$26.5 million in the 2007 period
- Service revenue increased from \$5.9 million in the 2006 period to \$6.5 million in the 2007 period

The increase in maintenance revenue was primarily the result of annual maintenance subscriptions sold in connection with new perpetual license sales in recent quarters. The increase in service revenue was primarily the result of increased revenue from engineering consulting services.

With respect to revenue, on average, for the third quarter of 2007, the U.S. Dollar was approximately 6.1% weaker, when measured against the Company's primary foreign currencies, than for the third quarter of 2006. The U.S. Dollar weakened against the British Pound, the Indian Rupee, the Euro, the Chinese Renminbi, the Canadian Dollar and the Swedish Krona while it strengthened against the Japanese Yen. The overall weakening resulted in increased revenue and operating income during the 2007 third quarter, as compared with the corresponding 2006 third quarter, of approximately \$2.5 million and \$750,000, respectively.

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A substantial portion of the Company's license and maintenance revenue is derived from annual lease and maintenance contracts. These contracts are generally renewed on an annual basis and have a high rate of customer renewal. In addition to the recurring revenue base associated with these contracts, a majority of customers purchasing new perpetual licenses also purchase related annual maintenance contracts. As a result of the significant recurring revenue base, the Company's license and maintenance revenue growth rate in any period does not necessarily correlate to the growth rate of new license and maintenance contracts sold during that period. To the extent the rate of customer renewal for lease and maintenance contracts remains at current levels, incremental lease contracts and maintenance contracts sold with new perpetual licenses will result in license and maintenance revenue growth.

International and domestic revenues, as a percentage of total revenue, were 65.4% and 34.6%, respectively, in the quarter ended September 30, 2007 and 64.5% and 35.5%, respectively, in the quarter ended September 30, 2006.

In accordance with EITF No. 01-3, acquired deferred software revenue of \$31.5 million was recorded on the Fluent opening balance sheet. This amount was \$20.1 million lower than the historical carrying value. The adverse impact on reported revenue was \$7.3 million for the three months ended September 30, 2006; there was no meaningful impact for the three months ended September 30, 2007.

### Cost of Sales and Gross Profit:

<i>(in thousands, except percentages)</i>	Three Months Ended September 30,				Change	
	2007		2006			
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Cost of sales:						
Software licenses	\$ 2,236	2.4	\$ 1,748	2.5	\$ 488	27.9
Amortization of software and acquired technology	5,395	5.7	5,138	7.3	257	5.0
Maintenance and service	11,760	12.5	10,434	14.9	1,326	12.7
Total cost of sales	19,391	20.6	17,320	24.7	2,071	12.0
Gross profit	74,643	79.4	52,797	75.3	21,846	41.4

The change in cost of sales is due to the following primary reasons:

- Increase in salaries and headcount-related costs of \$800,000
- Increase in third party royalties of \$300,000
- Additional amortization of \$200,000 associated with acquired software
- Increase in stock-based compensation costs of \$100,000

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The improvement in the gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

### Operating Expenses:

<i>(in thousands, except percentages)</i>	Three Months Ended September 30,				Change	
	2007		2006		Amount	%
	Amount	% of Revenue	Amount	% of Revenue		
Operating expenses:						
Selling, general and administrative	\$26,596	28.3	\$24,333	34.7	\$2,263	9.3
Research and development	14,198	15.1	13,295	19.0	903	6.8
Amortization	2,239	2.4	2,314	3.3	(75)	(3.2)
Total operating expenses	43,033	45.8	39,942	57.0	3,091	7.7

Selling, General and Administrative: The increase in selling, general and administrative costs was a result of additional salary and headcount-related costs of \$700,000, an increase in stock-based compensation expense of \$600,000, and an increase in each of consulting costs and third party commissions of \$400,000.

The Company anticipates that it will continue to make investments in its global sales and marketing organization to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies. The Company will also continue to make significant investments related to its global IT and business infrastructure.

Research and Development: The increase in research and development was primarily related to an increase in salary and headcount-related costs, including incentive compensation, of \$200,000, an increase in third party consulting and technical support costs of \$200,000, a decrease in capitalized labor costs of \$100,000, and an increase in stock-based compensation expense of \$100,000 as compared to the prior year quarter.



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As a percentage of revenue, research and development expenses declined in 2007 as compared to the prior-year quarter. There were certain development activities that existed in both the former ANSYS and Fluent development organizations that were duplicative and through the integration efforts have been rationalized in line with the future product direction. During this rationalization process, certain personnel that formerly existed in the research and development function were reassigned to other functions to maximize both efficiency and the related contribution to the strategy of the combined organization.

The Company has traditionally invested significant resources in research and development activities and intends to continue to make significant investments in this area, particularly as it relates to ongoing integration of its portfolio of software technologies.

Amortization: The decrease in amortization was primarily related to a reduction in Fluent-related amortization of \$100,000 for the quarter ended September 30, 2007 as compared to the prior-year quarter.

Interest Expense: In connection with the acquisition of Fluent on May 1, 2006, the Company borrowed \$198 million and assumed certain capital lease obligations. These borrowings incurred interest expense, including the amortization of debt financing costs, of \$1.6 million during the quarter ended September 30, 2007, as compared to \$3.0 million for the quarter ended September 30, 2006. The significantly lower interest costs for the 2007 period are primarily a result of the following: (1) a lower average outstanding debt balance, (2) a lower market interest rate, and (3) a decrease in the marginal rate, which is based on the Company's consolidated leverage ratio.

Interest Income: Interest income increased as a result of additional funds invested in the 2007 period as compared to the 2006 period.

Other Expense, net: The Company recorded other expense of \$337,000 during the quarter ended September 30, 2007 as compared to other income of \$412,000 for the quarter ended September 30, 2006. The net change was a result of the following two factors:

Foreign Currency Transaction – During the quarter ended September 30, 2007, the Company had a net foreign exchange loss of \$290,000 as compared with a gain of \$230,000 in the prior year comparable quarter. During the third quarter of 2007, the U.S. Dollar weakened against the British Pound, the Indian Rupee, the Euro, the Canadian Dollar, the Swedish Krona, Japanese Yen and the Chinese Renminbi. As the Company's presence in foreign locations continues to expand, the Company, for the foreseeable future, will have increased exposure to volatility of foreign exchange rates.

Other – Income from other non-operating transactions decreased \$220,000 during the quarter ended September 30, 2007 as compared to the quarter ended September 30, 2006.

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**Income Tax Provision:** The Company recorded income tax expense of \$12.3 million and had income before income tax provision of \$30.9 million for the quarter ended September 30, 2007. This represents an effective tax rate of 39.6% in the 2007 third quarter. The adoption of FIN 48 adversely affected the 2007 income tax expense by \$600,000 and the effective tax rate by 1.9%. The 2007 tax rate was also adversely affected by the phase-out of export benefits under the American Jobs Creation Act and higher stock-based compensation costs from incentive stock options (which include no tax benefit until the stock option is disqualified). During the quarter ended September 30, 2006, the Company recorded income tax expense of \$2.8 million and had income before income tax provision of \$11.2 million. The Company's effective tax rate was 25.3% in the 2006 third quarter.

During the third quarter of 2007, the Company filed its 2006 U.S. federal and state tax returns. In conjunction with the completion of these returns, the Company adjusted its estimate for 2006 taxes to reflect the actual results and recorded additional tax expense of \$162,000. The effect of this adjustment increased the third quarter effective tax rate from 39.1% to 39.6%. During the third quarter of 2006, the Company filed its 2005 U.S. federal and state tax returns. In conjunction with the completion of these returns, the Company adjusted its estimate for 2005 taxes to reflect the actual results and recorded a \$413,000 tax benefit. The effect of this adjustment reduced the third quarter effective tax rate from 29.0% to 25.3%.

As compared to the federal and state combined statutory rate, these rates are favorably impacted by Section 199 manufacturing deductions, as well as research and experimentation credits. Additionally, Fluent has historically had an effective tax rate that has been higher than the Company's. The Company currently expects that the effective tax rate will be in the range of 37%-39% for the year ending December 31, 2007.

**Net Income:** The Company's net income in the 2007 third quarter was \$18.7 million as compared to net income of \$8.4 million in the 2006 third quarter. Diluted earnings per share increased from earnings of \$0.10 in the 2006 quarter to earnings of \$0.23 in the 2007 quarter. The weighted average shares used in computing diluted earnings per share were 81.2 million in the 2007 third quarter and 80.6 million in the 2006 third quarter.

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### Nine Months Ended September 30, 2007 Compared to Nine Months Ended September 30, 2006

#### Revenue:

<i>(in thousands, except percentages)</i>	Nine Months Ended		Change	
	September 30, 2007	September 30, 2006	Amount	%
Revenue:				
Software licenses	\$ 177,723	\$ 103,728	\$ 73,995	71.3
Maintenance and service	96,381	74,664	21,717	29.1
Total revenue	274,104	178,392	95,712	53.7

Software license revenue increased as follows:

- Lease license revenue increased from \$53.9 million in the 2006 period to \$109.3 million in the 2007 period
- Perpetual license revenue increased from \$49.9 million in the 2006 period to \$68.4 million in the 2007 period

The increases in software license revenue were the result of overall growth in both lease and perpetual license sales, the impact of the Fluent operations for a full nine months in 2007 as compared to five months in 2006, as well as a \$13.2 million adverse impact on 2006 lease license revenue, as compared to a \$1.8 million adverse impact on 2007, related to purchase accounting adjustments to acquired deferred revenue (see below).

Maintenance and service revenue increased as follows:

- Maintenance revenue increased from \$60.6 million in the 2006 period to \$76.0 million in the 2007 period
- Service revenue increased from \$14.1 million in the 2006 period to \$20.4 million in the 2007 period

The increase in maintenance revenue was primarily the result of annual maintenance subscriptions sold in connection with new perpetual license sales in recent quarters. The increase in service revenue was primarily the result of increased revenue from engineering consulting services, partially offset by approximately \$600,000 in revenue related to the 2006 biennial ANSYS users' conference. The increases in both maintenance and service revenue were also positively impacted by the inclusion of a full nine months of Fluent operations in 2007 as compared to five months in 2006.

With respect to revenue, on average, for the nine-month period of 2007, the U.S. Dollar was approximately 6.0% weaker, when measured against the Company's primary foreign currencies, than for the nine-month period of 2006. The U.S. Dollar weakened against the British Pound, the Indian Rupee, the Euro, the Chinese Renminbi, the Canadian Dollar and the Swedish Krona while it strengthened against the Japanese Yen. The overall weakening resulted in increased revenue and operating income during the 2007 nine-month period, as compared with the corresponding 2006 period, of approximately \$5.4 million and \$1.9 million, respectively.

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International and domestic revenues, as a percentage of total revenue, were 65.6% and 34.4%, respectively, in the nine months ended September 30, 2007 and 63.8% and 36.2%, respectively, in the nine months ended September 30, 2006.

As previously mentioned above, in accordance with EITF No. 01-3, acquired deferred software revenue of \$31.5 million was recorded on the Fluent opening balance sheet. This amount was \$20.1 million lower than the historical carrying value. The adverse impact on reported revenue was \$1.8 million and \$13.2 million for the nine months ended September 30, 2007 and September 30, 2006, respectively.

### Cost of Sales and Gross Profit:

<i>(in thousands, except percentages)</i>	Nine Months Ended September 30,				Change	
	2007		2006			
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Cost of sales:						
Software licenses	\$ 6,756	2.5	\$ 4,938	2.8	\$ 1,818	36.8
Amortization of software and acquired technology	16,119	5.9	9,785	5.5	6,334	64.7
Maintenance and service	34,327	12.5	22,918	12.8	11,409	49.8
Total cost of sales	57,202	20.9	37,641	21.1	19,561	52.0
Gross profit	216,902	79.1	140,751	78.9	76,151	54.1

The change in cost of sales is due to the following primary reasons:

- Increase in Fluent-related costs of \$17.1 million, including an additional \$6.1 million in acquired software amortization expense, primarily associated with nine months of Fluent activity in the current year period as compared to two months of activity in the prior year period
- Costs of \$400,000 related to the completion of a third party development project
- Increase in third party royalties of \$700,000
- Additional salary and headcount-related costs of \$500,000 and stock-based compensation expense of \$200,000

The improvement in the gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

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### Operating Expenses:

(in thousands, except percentages)	Nine Months Ended September 30,				Change	
	2007		2006			
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Operating expenses:						
Selling, general and administrative	\$ 80,582	29.4	\$ 58,192	32.6	\$ 22,390	38.5
Research and development	40,846	14.9	34,274	19.2	6,572	19.2
Amortization	6,647	2.4	4,018	2.2	2,629	65.4
In-process research and development	—	—	28,100	15.8	(28,100)	(100.0)
Total operating expenses	128,075	46.7	124,584	69.8	3,491	2.8

Selling, General and Administrative: Fluent-related selling, general and administrative costs increased \$16.1 million, primarily associated with nine months of activity for the period ended September 30, 2007 as compared to five months of activity for the period ended September 30, 2006. In addition to the Fluent costs, salary and headcount-related costs, including incentive compensation, increased by \$2.3 million, stock-based compensation expense increased by \$1.9 million, consulting costs increased by \$800,000, tax compliance costs increased by \$500,000, professional fees, including legal and accounting, increased by \$300,000 and third party commissions increased by \$500,000. These costs were partially offset by \$550,000 of costs related to the biennial ANSYS users' conference which was held in the second quarter of 2006.

Research and Development: Fluent-related research and development costs increased \$3.5 million, primarily associated with nine months of activity for the period ended September 30, 2007 as compared to five months of activity for the period ended September 30, 2006. In addition, salary and headcount-related costs, including incentive compensation, increased by \$1.7 million, stock-based compensation expense increased by \$600,000 and capitalized labor costs decreased by \$400,000 as compared to the prior-year period.

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As a percentage of revenue, research and development expenses declined during the period. This decline can primarily be attributed to two items. The first is that research and development expenditures as a percentage of revenue have historically been lower for the Fluent business than they have for the ANSYS business. Because the 2007 period contains more Fluent operational activity than the 2006 period, there is a reduction in the 2007 research and development expenditures as a percentage of revenue. Additionally, there were certain development activities that existed in both the former ANSYS and Fluent development organizations that were duplicative and through the integration efforts have been rationalized in line with the future product direction. During this rationalization process, certain personnel that formerly existed in the research and development function were reassigned to other functions to maximize both efficiency and the related contribution to the strategy of the combined organization.

Amortization: Fluent-related amortization increased \$2.6 million for the nine months ended September 30, 2007 as compared to the prior-year period. The increase relates to nine months of amortization expense in 2007 associated with certain acquired intangible assets as compared to five months of amortization in the 2006 period.

In-Process Research and Development: The non-tax deductible charge in 2006 of \$28.1 million represents the fair value assigned to incomplete Fluent research and development projects that had not reached technological feasibility and had no alternative future value when acquired on May 1, 2006.

Interest Expense: In connection with the acquisition of Fluent on May 1, 2006, the Company borrowed \$198 million and assumed certain capital leases. These borrowings incurred interest expense, including the amortization of debt financing costs, of \$5.4 million during the nine months ended September 30, 2007 as compared to \$5.2 million for the period ended September 30, 2006.

Interest Income: As a result of lower funds invested due to funds utilized to acquire Fluent and to fund debt service on the borrowings described above, interest income decreased \$500,000 in the nine-month period of 2007 as compared to the prior-year period.

Other Expense, net: The Company recorded other expense of \$735,000 during the nine months ended September 30, 2007 as compared to other income of \$335,000 for the nine months ended September 30, 2006. The net increase in expense was a result of the following two factors:

Foreign Currency Transaction – During the nine months ended September 30, 2007, the Company had a net foreign exchange loss of \$800,000, as compared with a loss of \$150,000 in the prior year comparable period. During the nine months ended September 30, 2007, the U.S. Dollar weakened against the British Pound, the Indian Rupee, the Euro, the Canadian Dollar, the Swedish Krona, Japanese Yen and the Chinese Renminbi. As the Company's presence in foreign locations continues to expand, the Company, for the foreseeable future, will have increased exposure to volatility of foreign exchange rates.

Other – Income from other non-operating transactions decreased \$400,000 during the nine months ended September 30, 2007 as compared to the nine months ended September 30, 2006.

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**Income Tax Provision:** The Company recorded income tax expense of \$32.7 million and had income before income tax provision of \$85.8 million for the nine months ended September 30, 2007. This represents an effective tax rate of 38.1%. The adoption of FIN 48 adversely affected the 2007 income tax expense by \$1.6 million and the effective tax rate by 1.9%. The 2007 tax rate was also adversely affected by the phase-out of export benefits under the American Jobs Creation Act and higher stock-based compensation costs from incentive stock options (which include no tax benefit until the stock option is disqualified). During the nine months ended September 30, 2006, the Company recorded income tax expense of \$13.1 million and had income before income tax provision of \$15.0 million. The Company expensed a non-tax deductible charge related to in-process research and development in connection with the Fluent acquisition of \$28.1 million. The non-tax deductible charge increased the Company's 2006 effective tax rate from 30.5% to 87.4% for the nine months ended September 30, 2006.

As compared to the federal and state combined statutory rate, these rates are favorably impacted by Section 199 manufacturing deductions, as well as research and experimentation credits.

**Net Income:** The Company's net income for the nine months ended September 30, 2007 was \$53.1 million as compared to a net income of \$1.9 million for the nine months ended September 30, 2006. The 2006 period was significantly impacted by the \$28.1 million non-tax deductible in-process research and development charge related to the Fluent acquisition. Diluted earnings per share increased from earnings of \$0.03 in the 2006 period to \$0.66 in the 2007 period. The weighted average shares used in computing diluted earnings per share were 80.9 million and 75.1 million during the nine months ended September 30, 2007 and 2006, respectively.

## Liquidity and Capital Resources

As of September 30, 2007, the Company had cash, cash equivalents and short-term investments totaling \$150.9 million and working capital of \$88.6 million, as compared to cash, cash equivalents and short-term investments of \$104.5 million and working capital of \$36.4 million at December 31, 2006. The short-term investments are generally investment-grade and liquid, which allow the Company to minimize interest rate risk and to facilitate liquidity in the event an immediate cash need arises.

The net \$25.1 million increase in operating cash flows between the nine months ended September 30, 2007 (\$85.5 million) and September 30, 2006 (\$60.4 million) was primarily related to:

- Increased net income of \$51.2 million from a net income of \$1.9 million for the nine months ended September 30, 2006 to net income of \$53.1 million for the nine months ended September 30, 2007
- A \$13.4 million decrease in cash flows from working capital fluctuations whereby these fluctuations resulted in a net cash inflow of \$4.4 million during the nine months ended September 30, 2007 and a net cash inflow of \$17.8 million during the nine months ended September 30, 2006
- A decrease in other non-cash operating items of \$12.7 million from \$40.7 million for the nine months ended September 30, 2006 to \$28.0 million for the nine months ended September 30, 2007. This decrease was most significantly impacted by the \$28.1 million non-tax deductible in-process research and development charge related to the Fluent acquisition, partially offset by an increase in the depreciation and amortization expense of \$11.0 million primarily associated with the amortization of the Fluent intangibles.

The Company's investing activities used net cash of \$8.8 million for the nine months ended September 30, 2007 and \$290.8 million for the nine months ended September 30, 2006. Total capital spending was \$8.6 million in 2007 and \$3.7 million in 2006. In addition, during 2006, the Company paid \$297.9 million, net of cash acquired, for Fluent, and had other acquisition-related cash outlays of approximately \$6.8 million. In 2006, maturing short-term investments exceeded related purchases by \$18.0 million. The Company currently plans additional capital spending of approximately \$2.0 million to \$4.0 million throughout the remainder of 2007; however, the level of spending will be dependent upon various factors, including growth of the business and general economic conditions.

Financing activities used cash of \$37.1 million in the nine months ended September 30, 2007 and provided cash of \$154.4 million in the nine months ended September 30, 2006. This change of \$191.5 million was primarily a net result of \$145.0 million generated during 2006 through \$198.0 million provided from term loans to finance the Fluent acquisition, partially offset by \$51.1 million in related principal payments and \$1.9 million in loan issuance costs. In addition, during 2007, the Company made \$47.2 million in term loan principal payments and spent \$2.5 million to repurchase treasury stock.



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The Company believes that existing cash and cash equivalent balances of \$150.7 million, together with cash generated from operations, will be sufficient to meet the Company's working capital, capital expenditure and debt service requirements through fiscal 2008. The Company's cash requirements in the future may also be financed through additional equity or debt financings. There can be no assurance that such financings can be obtained on favorable terms, if at all.

The Company continues to generate positive cash flows from operating activities and believes that the best use of its excess cash is to repay its long-term debt, to grow the business and, under certain favorable conditions, to repurchase stock. Additionally, the Company has in the past and expects in the future to acquire or make investments in complementary companies, products, services and technologies.

During the third quarter of 2007, the Company cancelled the irrevocable standby letter of credit, valued at \$1.9 million as of December 31, 2006, which had been issued as a guarantee for damages that could be awarded related to a legal matter in which the Company was involved. No material losses on this commitment were incurred.

### **Off - Balance Sheet Arrangements**

The Company does not have any special purpose entities or off-balance sheet financing.

### **Contractual Obligations**

The Company had no borrowings under an uncommitted and unsecured \$10.0 million line of credit. During the first quarter of 2007, the Company cancelled this line of credit.

As a result of the Company's adoption of FIN 48, the Company increased its liability for uncertain tax benefits, including interest and penalties, as of January 1, 2007 by approximately \$5.5 million. The Company cannot reasonably estimate the amounts and timing of future payments with respect to this liability.

There were no material changes to the Company's significant contractual obligations during the nine months ended September 30, 2007.

### **Critical Accounting Policies and Estimates**

Except as stated below, no other significant changes have occurred to the Company's critical accounting policies and estimates as previously reported within Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's most recent Form 10-K.

The Company adopted FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes*," as of January 1, 2007. This interpretation clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with FASB Statement No. 109, "*Accounting for Income Taxes*" and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company applied the provisions of FIN 48 to all tax positions upon initial adoption and the cumulative effect adjustment was recognized as an adjustment to retained earnings and goodwill. The adoption of this interpretation resulted in an increase to the Company's liability for unrecognized tax benefits of \$5.5 million and adversely impacted the Company's effective tax rate in the first nine months of 2007 by 1.9%.

### **Recently Issued Accounting Pronouncements**

The Company adopted FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes*," as of January 1, 2007. Refer to additional disclosures regarding the adoption of this interpretation in Critical Accounting Policies and Estimates above and in Note 9 to the Condensed Consolidated Financial Statements.

In September 2006, the FASB issued Statement No. 157, "*Fair Value Measurements*" ("Statement No. 157"). This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure about fair value measurements. This statement is effective for fiscal periods beginning after November 15, 2007 and interim periods within those fiscal years. The Company is currently assessing the impact of Statement No. 157 on its financial position, results of operations and cash flows.

In February 2007, the FASB issued Statement No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*" ("Statement No. 159"). Statement No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. Statement No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of Statement No. 159 on its financial position, results of operations and cash flows.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

**Interest Income Rate Risk.** Changes in the overall level of interest rates affect the interest income that is generated from the Company's cash and short-term investments. For the three and nine months ended September 30, 2007, total interest income was \$1.3 million and \$3.2 million, respectively. Cash and cash equivalents consist primarily of highly liquid investments such as time deposits held at major banks, money market mutual funds and other securities with remaining maturities of three months or less. The Company considers investments backed by government agencies or U.S. financial institutions to be highly liquid and, accordingly, classifies such investments as short-term investments.

**Interest Expense Rate Risk.** The Company entered into two credit agreements with variable interest rates as of May 1, 2006 for a total of \$198 million. The amounts borrowed with respect to one of the credit agreements were paid in full as of December 31, 2006. Borrowings outstanding as of September 30, 2007 totaled \$74.7 million. For the three and nine months ended September 30, 2007, the Company recorded interest expense related to the term loans of \$1.4 million and \$4.9 million, representing weighted average interest rates of 5.83% and 5.89%, respectively. In addition, during the three and nine months ended September 30, 2007, the Company recorded amortization related to debt financing costs of \$130,000 and \$380,000, respectively. Based on the effective interest rates and outstanding borrowings at September 30, 2007, a 50 basis point increase in interest rates on the Company's borrowings would not impact the Company's interest expense for the quarter ending December 31, 2007 and would increase the Company's interest expense by approximately \$340,000 for the year ending December 31, 2008.

<i>(in thousands)</i>	<u>September 30, 2007</u>
Term loan payable in quarterly installments with an original final maturity of March 31, 2011	\$ 74,696
Total borrowings subject to variable interest rate fluctuations	<u>\$ 74,696</u>

The interest rate is based on the Company's consolidated leverage ratio and generally ranges from LIBOR + (0.50%—1.25%) or, at the Company's election, Prime Rate + (0.00%—0.25%). The interest rate is set for the quarter ending December 31, 2007 at 5.63% on \$34.7 million of the total outstanding balance, which is based on three-month LIBOR + 0.50%. For the remaining outstanding balance of \$40.0 million, the Company secured a fixed interest rate of 5.64% through March 31, 2007, which is based on six-month LIBOR + 0.50%.

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**Foreign Currency Transaction Risk.** As the Company continues to expand its business presence in international regions, the portion of its revenue, expenses, cash, accounts receivable and payment obligations denominated in foreign currencies continues to increase. As a result, changes in currency exchange rates from time to time may affect the Company's financial position, results of operations and cash flows. The Company is most impacted by movements in and among the British Pound, the Euro, the Canadian Dollar, the Japanese Yen, the Indian Rupee, the Swedish Krona and the Chinese Renminbi.

With respect to revenue, on average, for the third quarter of 2007, the U.S. Dollar was approximately 6.1% weaker, when measured against the Company's primary foreign currencies, than for the third quarter of 2006. The overall weakening resulted in increased revenue and operating income during the 2007 third quarter, as compared with the corresponding 2006 third quarter, of approximately \$2.5 million and \$750,000, respectively.

With respect to revenue, on average, for the nine-month period of 2007, the U.S. Dollar was approximately 6.0% weaker, when measured against the Company's primary foreign currencies, than for the nine-month period of 2006. The overall weakening resulted in increased revenue and operating income during the 2007 nine-month period, as compared with the corresponding 2006 period, of approximately \$5.4 million and \$1.9 million, respectively.

For both the three months and nine months ended September 30, 2007, the U.S. Dollar weakened against the British Pound, the Indian Rupee, the Euro, the Chinese Renminbi, the Canadian Dollar and the Swedish Krona while it strengthened against the Japanese Yen.

The largest fluctuations and the most significant impact on revenue and operating income were primarily attributable to the Euro and the British Pound. This is exhibited by the average month-end exchange rates provided in the chart below.

<u>Period</u>	<u>USD/GBP</u>	<u>USD/EUR</u>
December 2005	1.745	1.186
September 2006	1.872	1.268
December 2006	1.963	1.320
September 2007	2.046	1.426

As of September 30, 2007, Fluent Inc, a domestic subsidiary, had Japanese Yen denominated intercompany loans/advances with its foreign subsidiaries. In order to provide a natural hedge, ANSYS, Inc., the U.S. parent company, purchased 700 million Japanese Yen and held these currencies in cash as of September 30, 2007. This natural hedge substantially mitigates a portion of the foreign currency exchange risk on the intercompany loans/advances. If ANSYS sells some or all of the foreign currency held, without a corresponding change in the intercompany balances, the natural hedge will be eliminated and the Company will be exposed to additional foreign currency exchange risk.

**Other Risks.** Based on the nature of the Company's business, it has no direct exposure to commodity price risk.

No other material change has occurred in the Company's market risk subsequent to December 31, 2006.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures.** As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures were functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed or submitted under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules.

Disclosure controls and procedures are the Company's controls and other procedures that are designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, such as this quarterly report, are recorded, processed, summarized and reported within the time periods specified in the SEC's rule. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

The Company has a Disclosure Review Committee to assist in the quarterly evaluation of the Company's internal disclosure controls and procedures and in the review of the Company's periodic filings under the Exchange Act. The membership of the Disclosure Review Committee consists of the Company's Chief Executive Officer, Chief Financial Officer, Controller, General Counsel, Investor Relations Officer, Vice President of Sales and Support, Vice President of Human Resources, Vice President of Marketing and Business Unit General Managers, as well as certain other members of Fluent financial management. This committee is advised by external counsel, particularly on SEC-related matters. Additionally, other members of the Company's global management team advise the committee with respect to disclosure via a sub-certification process.

The Company believes, based on its knowledge, that the financial statements and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report. The Company is committed to both a sound internal control environment and to good corporate governance.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

From time-to-time, the Company reviews the disclosure controls and procedures, and may from time-to-time make changes aimed at enhancing their effectiveness and to ensure that the Company's systems evolve with its business.

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**Changes in Internal Controls.** The Company is in the process of extending its internal controls to its acquisition of Fluent Inc., including controls primarily related to revenue recognition, expenses, entity level governance, financial review, income tax accounting and financial reporting. Changes to internal controls were made during the first nine months of 2007 relative to this process. The Company has implemented its entity level controls at Fluent and its subsidiaries, including the Company's standard business processes, procedures and policies, and re-alignment of the Fluent general and administrative reporting structure.

**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings**

The Company is subject to various legal proceedings from time to time that arise in the ordinary course of business. These proceedings currently include customary audit activities by various taxing authorities among other matters. Each of these matters is subject to various uncertainties and it is possible that these matters may be resolved unfavorably to the Company. Management believes, after consulting with legal counsel, that the ultimate liabilities, if any, resulting from such legal proceedings will not materially affect the Company's financial position, liquidity or results of operations.

**Item 1A. Risk Factors**

The Company cautions investors that its performance (and, therefore, any forward-looking statement) is subject to risks and uncertainties. Various important factors may cause the Company's future results to differ materially from those projected in any forward-looking statement. These factors were disclosed in, but are not limited to, the items within the Company's most recent Form 10-K, Part I, Item 1A. No material changes have occurred during the nine months ended September 30, 2007 to the risk factors previously presented.

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**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.



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### **Item 6. Exhibits**

(a) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	ANSYS, Inc. Second Amended and Restated Employee Stock Purchase Plan.*
15	Independent Registered Public Accountants' Letter Regarding Unaudited Financial Information.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* *Indicates management contract or compensatory plan, contract or arrangement.*

**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, thereunto duly authorized.

**ANSYS, Inc.**

Date: November 6, 2007

By: /s/ James E. Cashman III  
James E. Cashman III  
President and Chief Executive Officer

Date: November 6, 2007

By: /s/ Maria T. Shields  
Maria T. Shields  
Chief Financial Officer

**ANSYS, INC.**  
**SECOND AMENDED AND RESTATED**  
**EMPLOYEE STOCK PURCHASE PLAN**

The purpose of the ANSYS, Inc. Second Amended and Restated Employee Stock Purchase Plan (“the Plan”) is to provide eligible employees of ANSYS, Inc. (the “Company”) and each Designated Subsidiary (as defined in Section 12) with opportunities to purchase shares of the Company’s common stock, par value \$.01 per share (the “Common Stock”). One Million Six Hundred Thousand (1,600,000) shares of Common Stock in the aggregate have been approved and reserved for this purpose. The Plan is intended to constitute an “employee stock purchase plan” within the meaning of Section 423(b) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall be interpreted in accordance with that intent.

1. *Administration.* The Plan will be administered by the Company’s Board of Directors (the “Board”) or by the Compensation Committee of the Board or other committee appointed by the Board for such purpose. The Board or committee that administers the Plan is referred to herein as the “Administrator.” The Administrator has authority to make rules and regulations for the administration of the Plan, and its interpretations and decisions with regard thereto shall be final and conclusive. No member of the Board, any such committee or any other individual exercising administrative authority with respect to the Plan shall be liable for any action or determination with respect to the Plan or any option granted hereunder.
2. *Offerings.* The Company will make one or more offerings to eligible employees to purchase the Common Stock under the Plan (“Offerings”). Unless otherwise determined by the Administrator, an Offering will begin on the first business day occurring on or after each February 1 and August 1 and will end on the last business day occurring on or before the following July 31 and January 31, respectively. The Administrator may, in its discretion, choose an Offering period of six months or less for each of the Offerings and choose a different Offering period for each Offering.
3. *Eligibility.* All individuals classified as employees on the payroll records of the Company and each Designated Subsidiary (including employees who are also directors of the Company) are eligible to participate in any one or more of the Offerings under the Plan, provided that as of the first day of the applicable Offering (the “Offering Date”) they are customarily employed by the Company or

a Designated Subsidiary for more than twenty (20) hours a week. Notwithstanding any other provision herein, individuals who are not contemporaneously classified as employees of the Company or a Designated Subsidiary for purposes of the Company's or a Designated Subsidiary's payroll system are not considered to be eligible employees of the Company or a Designated Subsidiary and shall not be eligible to participate in the Plan. In the event such individuals are reclassified as employees of the Company or a Designated Subsidiary for any purpose, including without limitation, common law or statutory employees, by any action of any third party or as a result of any private action or administrative proceeding, such individuals shall notwithstanding such reclassification, remain ineligible to participate in the Plan.

4. *Participation.* An employee eligible on any Offering Date may participate in such Offering by submitting an enrollment form to his or her appropriate payroll location at least fifteen (15) business days before the Offering Date (or by such other deadline as shall be established by the Administrator for the Offering). The form will (a) state a whole percentage to be deducted from such employee's Compensation (as defined in Section 12) per pay period, (b) authorize the purchase of Common Stock for such employee in each Offering in accordance with the terms of the Plan and (c) specify the exact name or names in which shares of Common Stock purchased for such employee are to be issued pursuant to Section 10. An employee who does not enroll in accordance with these procedures will be deemed to have waived the right to participate. Unless an employee files a new enrollment form or withdraws from the Plan, such employee's deductions and purchases will continue at the same percentage of Compensation for future Offerings, provided such employee remains eligible. Notwithstanding the foregoing, participation in the Plan will neither be permitted nor be denied contrary to the requirements of the Code.

5. *Employee Contributions.* Each eligible employee may authorize payroll deductions at a minimum of one percent (1%) up to a maximum of ten percent (10%) of his or her Compensation for each pay period. The Company will maintain book accounts showing the amount of payroll deductions made by each participating employee for each Offering. No interest will accrue or be paid on payroll deductions.

6. *Deduction Changes.* Unless the Administrator provides otherwise, an employee may increase or decrease his or her payroll deduction during any Offering. An employee may also terminate his or her payroll deduction for the remainder of the Offering, either with or without withdrawing from the Offering under Section 7. To increase, reduce or terminate his or her payroll deduction (without withdrawing from the Offering), an employee must submit a new enrollment form at least fifteen (15) business days (or such shorter period as shall be established by the

Administrator) before the payroll date on which the change becomes effective. Subject to the requirements of Sections 4 and 5, an employee may either increase or decrease his or her payroll deduction with respect to the next Offering by filing a new enrollment form at least fifteen (15) business days before the next Offering Date (or by such other deadline as shall be established for the Offering).

7. *Withdrawal.* An employee may withdraw from participation in the Plan by delivering a written notice of withdrawal to his or her appropriate payroll location. The employee's withdrawal will be effective as of the next business day. Following an employee's withdrawal, the Company will promptly refund such employee's entire account balance under the Plan (after payment for any Common Stock purchased before the effective date of withdrawal). Partial withdrawals are not permitted. The employee may not begin participation again during the remainder of the Offering, but may enroll in a subsequent Offering in accordance with Section 4.

8. *Grant of Options.* On each Offering Date, the Company will grant to each eligible employee who is then a participant in the Plan an option ("Option") to purchase on the last day of such Offering (the "Exercise Date"), at the Option Price hereinafter provided for, (a) a number of shares of Common Stock determined by dividing such employee's accumulated payroll deductions on such Exercise Date by the Option Price, or (b) such other lesser maximum number of shares of Common Stock as shall have been established by the Administrator in advance of an Offering Period; provided, however, that such Option and the maximum number of shares to be purchased shall be subject to the limitations set forth below. Subject to the limitations herein, each employee's Option shall be exercisable only to the extent of such employee's accumulated payroll deductions on the Exercise Date. The purchase price for each share purchased under such Option (the "Option Price") will be 90% of the Fair Market Value of the Common Stock on the Offering Date or the Exercise Date, whichever is less.

Notwithstanding the foregoing, no employee may be granted an option hereunder if such employee, immediately after the option was granted, would be treated as owning stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company or any Parent or Subsidiary (as defined in Section 12). For purposes of the preceding sentence, the attribution rules of Section 424(d) of the Code shall apply in determining the stock ownership of an employee, and all stock which the employee has a contractual right to purchase shall be treated as stock owned by the employee. In addition, no employee may be granted an Option which permits his or her rights to purchase stock under the Plan, and any other employee stock purchase plan of the Company and its Parents and Subsidiaries, to accrue at a rate which exceeds \$25,000 of the fair market value of such stock (determined on the option grant date or dates) for

each calendar year in which the Option is outstanding at any time. The purpose of the limitation in the preceding sentence is to comply with Section 423(b)(8) of the Code and shall be applied taking Options into account in the order in which they were granted.

9. *Exercise of Option and Purchase of Shares.* Each employee who continues to be a participant in the Plan on the Exercise Date shall be deemed to have exercised his or her Option on such date and shall acquire from the Company such number of whole shares of Common Stock reserved for the purpose of the Plan as his or her accumulated payroll deductions on such date will purchase at the Option Price, subject to any other limitations contained in the Plan. Any amount remaining in an employee's account at the end of an Offering solely by reason of the inability to purchase a fractional share will be carried forward to the next Offering; any other balance remaining in an employee's account at the end of an Offering will be refunded to the employee promptly.

10. *Issuance of Certificates.* Certificates or book entries representing shares of Common Stock purchased under the Plan may be issued only in the name of the employee, in the name of the employee and another person of legal age as joint tenants with rights of survivorship, or in the name of a broker authorized by the employee to be his or her nominee for such purpose.

11. *Holding Period.* Unless the Administrator provides otherwise, an employee may not sell, exchange, assign, encumber, alienate, transfer, pledge or otherwise dispose of any shares of Common Stock acquired on the Exercise Date at the end of an Offering until the one-year anniversary of such Exercise Date.

#### 12. *Definitions.*

The term "Compensation" means the amount of total cash compensation, prior to salary reduction pursuant to either Section 125 or 401(k) of the Code, including base pay, overtime, commissions and bonuses, but excluding allowances and reimbursements for expenses such as relocation allowances or travel expenses, income or gains on the exercise of Company stock options, and similar items.

The term "Designated Subsidiary" means any present or future Subsidiary (as defined below) that has been designated by the Administrator to participate in the Plan. The Administrator may so designate any Subsidiary, or revoke any such designation, at any time and from time to time, either before or after the Plan is approved by the stockholders.

The term "Fair Market Value of the Common Stock" means (i) if the Common Stock is admitted to trading on a national securities exchange, the closing price

reported for the Common Stock on such exchange for such date or, if no sales were reported for such date, for the last date preceding such date for which a sale was reported, or (ii) if clause (i) does not apply but the Common Stock is admitted to quotation on the National Association of Securities Dealers Automated Quotation System (“NASDAQ”), the average of the highest bid and lowest asked prices of the Common Stock reported on NASDAQ for such date or, if no bid and asked prices were reported for such date, for the last day preceding such date for which such prices were reported.

The term “Parent” means a “parent corporation” with respect to the Company, as defined in Section 424(e) of the Code.

The term “Subsidiary” means a “subsidiary corporation” with respect to the Company, as defined in Section 424(f) of the Code.

13. *Rights on Termination of Employment.* If a participating employee’s employment terminates for any reason before the Exercise Date for any Offering, no payroll deduction will be taken from any pay due and owing to such employee and the balance in such employee’s account will be paid to such employee or, in the case of death, to such employee’s designated beneficiary as if such employee had withdrawn from the Plan under Section 7. An employee will be deemed to have terminated employment, for this purpose, if the corporation that employs such employee, having been a Designated Subsidiary, ceases to be a Subsidiary, or if such employee is transferred to any corporation other than the Company or a Designated Subsidiary. An employee will not be deemed to have terminated employment for this purpose if the employee is on an approved leave of absence for military service, sickness or any other purpose approved by the Company, if the employee’s right to reemployment is guaranteed by statute, by contract or under the policy pursuant to which that leave of absence was granted or if the Administrator otherwise so provides in writing.

14. *Special Rules.* Notwithstanding anything herein to the contrary, the Administrator may adopt special rules applicable to the employees of a particular Designated Subsidiary, whenever the Administrator determines that such rules are necessary or appropriate for the implementation of the Plan in a jurisdiction where such Designated Subsidiary has employees; provided that such rules are consistent with the requirements of Section 423(b) of the Code. Such special rules may include (by way of example, but not by way of limitation) the establishment of a method for employees of a given Designated Subsidiary to fund the purchase of shares other than by payroll deduction, if the payroll deduction method is prohibited by local law or is otherwise impracticable. Any special rules established pursuant to this Section 14 shall, to the extent possible, result in the employees subject to such rules having substantially the same rights as other participants in the Plan.

15. *Optionees Not Stockholders.* Neither the granting of an Option to an employee nor the deductions from his or her pay shall constitute such employee a holder of the shares of Common Stock covered by an Option under the Plan until such shares have been purchased by and issued to such employee.

16. *Rights Not Transferable.* Rights under the Plan are not transferable by a participating employee other than by will or the laws of descent and distribution, and are exercisable during the employee's lifetime only by the employee.

17. *Application of Funds.* All funds received or held by the Company under the Plan may be combined with other corporate funds and may be used for any corporate purpose.

18. *Adjustment in Case of Changes Affecting Common Stock.* In the event of a subdivision of outstanding shares of Common Stock, the payment of a dividend in Common Stock, or any other similar change affecting the Common Stock, the number of shares approved for the Plan, the share limitation set forth in Section 8 and any other relevant limit under the Plan shall be proportionately adjusted to give proper effect to such event.

19. *Amendment of the Plan.* The Board may at any time, and from time to time, amend the Plan in any respect, except that without the approval, within twelve (12) months of such Board action, by the holders of a majority of the shares of stock of the Company present or represented and entitled to vote at a meeting of stockholders, no amendment shall be made increasing the number of shares approved for the Plan or making any other change that would require stockholder approval in order for the Plan, as amended, to qualify as an "employee stock purchase plan" under Section 423(b) of the Code.

20. *Insufficient Shares.* If the total number of shares of Common Stock that would otherwise be purchased on any Exercise Date plus the number of shares purchased under previous Offerings under the Plan exceeds the maximum number of shares issuable under the Plan, the shares then available shall be apportioned among participants in proportion to the amount of payroll deductions accumulated on behalf of each participant that would otherwise be used to purchase Common Stock on such Exercise Date.

21. *Termination of the Plan.* The Plan may be terminated at any time by the Board. Upon termination of the Plan, all amounts in the accounts of participating employees shall be promptly refunded.



22. *Governmental Regulations.* The Company's obligation to sell and deliver Common Stock under the Plan is subject to obtaining all governmental approvals required in connection with the authorization, issuance, or sale of such stock.

23. *Governing Law.* The Plan shall be governed by Delaware law except to the extent that such law is preempted by federal law.

24. *Issuance of Shares.* Shares may be issued upon exercise of an Option from authorized but unissued Common Stock, from shares held in the treasury of the Company, or from any other proper source.

25. *Tax Withholding.* Participation in the Plan is subject to any required tax withholding on income of the participant in connection with the Plan. Each employee agrees, by entering the Plan, that the Company and its Subsidiaries shall have the right to deduct any such taxes from any payment of any kind otherwise due to the employee, including shares issuable under the Plan.

26. *Notification Upon Sale of Shares.* Each employee agrees, by entering the Plan, to give the Company prompt notice of any disposition of shares purchased under the Plan where such disposition occurs within two years after the date of grant of the Option pursuant to which such shares were purchased.

27. *Effective Date and Approval of Stockholders.* The Plan was originally effective on the first day of the Company's initial public offering and was approved by the Company's stockholders in 1996. The Plan was subsequently amended to add additional shares of Common Stock to the Plan, which amendment was approved by the Company's stockholders on May 6, 2004. The Plan was amended and restated in 2007, which amendment and restatement was approved by the Board on July 26, 2007.

November 6, 2007

ANSYS, Inc.  
275 Technology Drive  
Canonsburg, PA 15317

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of ANSYS, Inc. and subsidiaries (the "Company") for the periods ended September 30, 2007 and 2006 as indicated in our report dated November 6, 2007 (which review report includes an explanatory paragraph relating to the Company's adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007); because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended September 30, 2007 is incorporated by reference in Registration Statement Nos. 333-137274, 333-110728, 333-69506, and 333-08613 on Forms S-8 and Registration Statement No. 333-136332 on Form S-3.

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

## CHIEF EXECUTIVE OFFICER CERTIFICATION

I, James E. Cashman III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ANSYS, Inc. ("ANSYS");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of ANSYS as of, and for, the periods presented in this report;
4. ANSYS's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for ANSYS and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to ANSYS, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of ANSYS's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in ANSYS's internal control over financial reporting that occurred during ANSYS's most recent fiscal quarter (ANSYS's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, ANSYS's internal control over financial reporting; and
5. ANSYS's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to ANSYS's auditors and the audit committee of ANSYS's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect ANSYS's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in ANSYS's internal control over financial reporting.

Date: November 6, 2007

*/s/ James E. Cashman III*

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James E. Cashman III  
President and Chief Executive Officer

## CHIEF FINANCIAL OFFICER CERTIFICATION

I, Maria T. Shields, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ANSYS, Inc. ("ANSYS");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of ANSYS as of, and for, the periods presented in this report;
4. ANSYS's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for ANSYS and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to ANSYS, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of ANSYS's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in ANSYS's internal control over financial reporting that occurred during ANSYS's most recent fiscal quarter (ANSYS's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, ANSYS's internal control over financial reporting; and
5. ANSYS's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to ANSYS's auditors and the audit committee of ANSYS's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect ANSYS's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in ANSYS's internal control over financial reporting.

Date: November 6, 2007

*/s/ Maria T. Shields*

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Maria T. Shields  
Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ANSYS, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. Cashman III, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be part of the Report or filed for any purpose whatsoever.

*/s/ James E. Cashman III*

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James E. Cashman III  
President and Chief Executive Officer  
November 6, 2007

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ANSYS, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Maria T. Shields, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be part of the Report or filed for any purpose whatsoever.

*/s/ Maria T. Shields*

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Maria T. Shields  
Chief Financial Officer  
November 6, 2007