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

FORM 10-Q

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

For the quarterly period ended June 30, 2001

OR

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

Commission file number: 0-20853

ANSYS, Inc.
(exact name of registrant as specified in its charter)

DELAWARE	04-3219960
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
275 Technology Drive, Canonsburg, PA	15317
(Address of principal executive offices)	(Zip Code)

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

Indicate by a 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 X No

The number of shares of the Registrant's Common Stock, par value $.01 per share, outstanding as of July 30, 2001 was 14,549,344 shares.

ANSYS, INC. AND SUBSIDIARIES

INDEX

Trademarks used in this Form 10-Q: ANSYS(R) and DesignSpace(R) are registered trademarks of SAS IP, Inc., a wholly-owned subsidiary of ANSYS, Inc.

PART I - FINANCIAL INFORMATION

Item 1. - Financial Statements:

ANSYS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share information)

	June 30, 2001	Dec. 31, 2000
ASSETS	(Unaudited)	
Current assets:		
Cash and cash equivalents	$ 19,786	$ 6,313
Short-term investments	29,878	41,227
Accounts receivable, less allowance for doubtful accounts of $2,480 and $2,350, respectively	11,701	14,403
Other current assets	1,822	2,269
Deferred income taxes	844	695
Total current assets	64,031	64,907
Investments	500	500
Property and equipment, net	5,446	5,152
Capitalized software costs, net	492	574
Goodwill, net	8,703	9,227
Other intangibles, net	7,586	8,970
Deferred income taxes	4,619	4,895
Total assets	$ 91,377	$ 94,225
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 231	$ 459
Accrued bonuses	3,516	4,869
Other accrued expenses and liabilities	4,369	6,429
Deferred revenue	16,328	13,104
Total current liabilities	24,444	24,861
Stockholders' equity:		
Preferred stock, $.01 par value, 2,000,000 shares authorized	-	-
Common stock, $.01 par value; 50,000,000 shares authorized; 16,584,758 shares issued;	166	166
Additional paid-in capital	37,246	37,502
Less treasury stock, at cost: 2,129,277 and 1,451,692 shares, respectively	(23,002)	(15,127)
Accumulated other comprehensive income	(154)	86
Retained earnings	52,677	46,737
Total stockholders' equity	66,933	69,364
Total liabilities and stockholders' equity	$ 91,377	$ 94,225

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

ANSYS, INC. AND SUBIDARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(Unaudited)

	Three months ended		Six months ended	
	June 30, 2001	June 30, 2000	June 30, 2001	June 30, 2000
Revenue:				
Software licenses	$11,078	$ 9,409	$20,560	$19,916
Maintenance and service	9,853	6,844	18,593	13,717
Total revenue	20,931	16,253	39,153	33,633
Cost of sales:				
Software licenses	1,333	997	2,443	2,091
Maintenance and service	1,613	797	3,166	1,706
Total cost of sales	2,946	1,794	5,609	3,797
Gross profit	17,985	14,459	33,544	29,836
Operating expenses:				
Selling and marketing	5,112	4,023	10,046	7,858
Research and development	4,298	3,203	8,213	6,614
Amortization	1,318	191	2,643	399
General and administrative	2,552	2,253	5,123	4,942
Total operating expenses	13,280	9,670	26,025	19,813
Operating income	4,705	4,789	7,519	10,023
Other income	467	895	1,111	1,892
Income before income tax provision	5,172	5,684	8,630	11,915
Income tax provision	1,603	1,592	2,690	3,336
Net income	$ 3,569	$ 4,092	$ 5,940	$ 8,579
Earnings per share - basic:				
Basic earnings per share	$ 0.25	$ 0.26	$ 0.41	$ 0.54
Weighted average shares - basic	14,342	15,815	14,628	16,034
Earnings per share - diluted:				
Diluted earnings per share	$ 0.24	$ 0.25	$ 0.39	$ 0.52
Weighted average shares - diluted	15,171	16,272	15,310	16,546

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

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

	Six months ended	
	June 30, 2001	June 30, 2000
Cash flows from operating activities:		
Net income	$ 5,940	$ 8,579
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,864	1,472
Deferred income tax provision	127	108
Provision for bad debts	270	99
Changes in operating assets and liabilities:		
Accounts receivable	2,432	909
Other current assets	447	(199)
Accounts payable, accrued expenses and liabilities	(3,164)	(1,153)
Deferred revenue	3,224	2,553
Net cash provided by operating activities	13,140	12,368
Cash flows from investing activities:		
Capital expenditures	(1,549)	(1,939)
Capitalization of internally developed software costs	(97)	-
Acquisition payments	(150)	(200)
Purchases of short-term investments	(15,056)	(6,000)
Maturities of short-term investments	26,405	18,025
Repayment of stockholder loan	-	250
ICEM CFD acquisition	(183)	-
Purchase of investment	-	(375)
Net cash provided by investing activities	9,370	9,761
Cash flows from financing activities:		
Proceeds from issuance of common stock under Employee Stock Purchase Plan	86	74
Purchase of treasury stock	(11,199)	(9,851)
Proceeds from exercise of stock options	2,316	1,153
Net cash used in financing activities	(8,797)	(8,624)
Effect of exchange rate changes on cash	(240)	(33)
Net increase in cash and cash equivalents	13,473	13,472
Cash and cash equivalents, beginning of period	6,313	10,401
Cash and cash equivalents, end of period	$ 19,786	$ 23,873
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Income taxes	$ 2,073	$ 3,324

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

ANSYS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2001
(UNAUDITED)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements included herein have been prepared by ANSYS, Inc. (the "Company") in accordance with generally accepted accounting principles for interim financial information for commercial and industrial companies and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. The financial statements as of and for the three and six months ended June 30, 2001 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, 2000. Accordingly, the accompanying statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. 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 six months ended June 30, 2001 are not necessarily indicative of the results that may be expected for the year ending December 31, 2001.

2. Accumulated Other Comprehensive Income

As of June 30, 2001 and December 31, 2000, accumulated other comprehensive income, as reflected on the condensed consolidated balance sheets, was comprised of foreign currency translation adjustments.

3. Recently Issued Accounting Pronouncements

On July 20, 2001, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 141 (Statement 141), Business Combinations, and No. 142 (Statement 142), Goodwill and Other Intangible Assets.

Statement 141 supersedes Accounting Principles Board Opinion No. 16 (APB 16), Business Combinations. The most significant changes made by Statement 141 are:

(1) requiring that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, (2) establishing specific criteria for the recognition of intangible assets separately from goodwill, and (3) requiring unallocated negative goodwill to be written off immediately as an extraordinary gain (rather than being deferred and amortized).

Statement 142 supersedes APB 17, Intangible Assets and primarily addresses the accounting for goodwill and intangible assets subsequent to their acquisition (i.e., the post-acquisition accounting). The most significant changes made by Statement 142 are:

(1) goodwill and indefinite lived intangible assets will no longer be amortized, (2) goodwill will be tested for impairment at least annually at the reporting unit level, (3) intangible assets deemed to have an indefinite life will be tested for impairment at least annually, and (4) the amortization period of intangible assets with finite lives will no longer be limited to forty years. Statement 142 also specifies that certain intangible assets that were previously identified as separate from goodwill (e.g., assembled workforce) are not considered separately identifiable for purposes of this standard and should be included as part of goodwill and subject to the non-amortization provisions of Statement 142.

The provisions of Statement 142 will be effective for the Company's fiscal year beginning January 1, 2002, and must be adopted as of the beginning of the year. At adoption, an evaluation of goodwill and intangible assets will be required, and any impairment of goodwill or intangible assets at that time will be recognized as a cumulative effect of adoption. Management has not yet completed the evaluation of the impact of adoption of these standards.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of
ANSYS, Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of ANSYS, Inc. and its subsidiaries as of June 30, 2001, and the related condensed consolidated statements of income for each of the three-month and six-month periods ended June 30, 2001 and 2000 and the condensed consolidated statements of cash flows for the six-month periods ended June 30, 2001 and 2000. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, 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 review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of ANSYS, Inc. and its subsidiaries as of December 31, 2000 and the related consolidated statements of income, of stockholders' equity and of cash flows for the year then ended (not presented herein), and in our report dated January 30, 2001, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2000, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP
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Pittsburgh, Pennsylvania
July 11, 2001

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

ANSYS, Inc. (the "Company") is a leading international supplier of analysis and engineering software for optimizing the design of new products. The Company is committed to providing the most open and flexible analysis solutions to suit customer requirements for engineering software in today's competitive marketplace. In addition, the Company partners with leading design software suppliers to develop state-of-the-art computer-aided design ("CAD") integrated products. Sales, support and training for customers are provided primarily through the Company's global network of independent ANSYS Support Distributors ("ASDs"). The Company distributes and supports its ANSYS(R), DesignSpace(R) and ICEM CFD product lines through its ASDs, certain direct sales offices, as well as a network of independent resellers and dealers. The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and notes thereto for the three-month and six-month periods ended June 30, 2001 and 2000, and with the Company's audited financial statements and notes thereto for the year ended December 31, 2000.

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 statements below concerning future trends regarding the Company's intentions related to continued investments in sales and marketing and research and development, plans related to future capital spending, the sufficiency of existing cash and cash equivalent balances to meet future working capital and capital expenditure requirements, as well as statements which contain such words as "anticipates", "intends", "believes", "plans" and other similar expressions. 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 2000 Annual Report to Shareholders and in "Certain Factors Regarding Future Results" included herein as Exhibit 99 to this Form 10-Q.

Results of Operations

Three Months Ended June 30, 2001 Compared to Three Months Ended June 30, 2000

Revenue. The Company's total revenue increased 28.8% in the 2001 second quarter to $20.9 million from $16.3 million in the 2000 second quarter. Reported revenue for the second quarter of 2001 was adversely affected by a modification of the Company's revenue recognition policy related to noncancellable annual software leases.

As previously disclosed, the Company modified its previous revenue recognition policy for annual software leases to comply with a Technical Practice Aid ("TPA") issued by the American Institute of Certified Public Accountants. Prior to the revenue recognition modification, the Company recognized a portion of the license fee from annual leases upon inception or renewal of the lease, while the remaining portion was recognized ratably over the lease period. The TPA now requires all revenue from noncancellable annual software lease licenses to be recognized ratably over the lease term. The Company estimates that revenue would have been approximately $21.4 million in the second quarter of 2001, or a 31.9% increase over the prior year quarter, had this modification not been made.

Software license revenue increased 17.7% in the 2001 quarter to $11.1 million from $9.4 million in the 2000 quarter. The quarterly revenue increase was primarily the result of approximately $1.1 million in revenue related to the August 2000 acquisition of ICEM CFD Engineering ("ICEM CFD"). Also contributing to the increase were increased sales of paid-up licenses to the Company's major account customers.

Maintenance and service revenue increased 44.0% in the 2001 quarter to $9.9 million from $6.8 million in the 2000 quarter. This increase was primarily the result of maintenance contracts sold in association with increased paid-up license sales in recent quarters, as well as approximately $1.2 million in quarterly revenue related to the acquisition of ICEM CFD.

Of the Company's total revenue in the 2001 quarter, approximately 51.1% and 48.9%, respectively, were attributable to international and domestic sales, as compared to 55.5% and 44.5%, respectively, in the 2000 quarter.

Cost of Sales and Gross Profit. The Company's total cost of sales increased 64.2% to $2.9 million, or 14.1% of total revenue, in the 2001 second quarter from $1.8 million, or 11.0% of total revenue, in the 2000 second quarter. The increase in the 2001 quarter was principally attributable to costs associated with engineering consulting services provided by ICEM CFD.

As a result of the foregoing, the Company's gross profit increased 24.4% to $18.0 million in the 2001 quarter from $14.5 million in the 2000 quarter.

Selling and Marketing. Total selling and marketing expenses increased from $4.0 million, or 24.8% of total revenue in the 2000 quarter, to $5.1 million, or 24.4% of total revenue in the 2001 quarter. The increase primarily resulted from higher salaries and related headcount costs associated with the acquisition of ICEM CFD, as well as increased third-party commission costs related to major account customer sales during the quarter. The Company anticipates that it will continue to make significant investments throughout the remainder of 2001 in its global sales and marketing organization to strengthen its competitive position, to enhance major account sales activities and to support its worldwide sales channels and marketing strategies.

Research and Development. Research and development expenses increased 34.2% in the 2001 second quarter to $4.3 million, or 20.5% of total revenue, from $3.2 million, or 19.7% of total revenue, in the 2000 quarter. The increase primarily resulted from higher salaries and related headcount costs associated with both the acquisition of ICEM CFD, as well as the hiring of development personnel within the ANSYS product creation organization. The Company has traditionally invested significant resources in research and development activities and intends to continue to make significant investments in this area throughout the remainder of 2001.

Amortization. Amortization expense increased to $1.3 million in the 2001 second quarter from $191,000 in the prior year quarter. The increase resulted from amortization associated with the acquisition of ICEM CFD.

General and Administrative. General and administrative expenses increased from $2.3 million, or 13.9% of total revenue, in the 2000 second quarter, to $2.6 million, or 12.2% of total revenue, in the second quarter of 2001. The increase resulted primarily from the general and administrative costs incurred by ICEM CFD.

Other Income. Other income decreased to $467,000 in the 2001 second quarter from $895,000 in the prior year quarter. The decrease was primarily attributable to lower interest-bearing cash and short-term investment balances, as well as a declining interest rate environment.

Income Tax Provision. The Company's effective rates of taxation were 31.0% for the 2001 quarter and 28.0% for the 2000 quarter. The effective rate increased from the prior year quarter as a result of certain non-deductible amortization expense associated with the acquisition of ICEM CFD. These rates are lower than the federal and state combined statutory rate as a result of the utilization of a foreign sales corporation, as well as the generation of research and experimentation credits.

Net Income. The Company's net income in the 2001 quarter was $3.6 million as compared to $4.1 million in the 2000 quarter. Diluted earnings per share decreased to $.24 in the 2001 quarter as compared to $.25 in the 2000 quarter as a result of the decrease in net income. The weighted average shares used in computing diluted earnings per share were 15.2 million in the 2001 quarter and 16.3 million in the 2000 quarter. The decrease in shares outstanding is primarily the result of treasury stock acquisitions (see Liquidity and Capital Resources). Excluding the estimated effects of the modification of the Company's revenue recognition policy for noncancellable annual software leases and amortization associated with the acquisition of ICEM CFD, net income increased 17.0% to $4.8 million, or diluted earnings per share of $0.32.

Six Months Ended June 30, 2001 Compared to Six Months Ended June 30, 2000

Revenue. The Company's total revenue increased 16.4% for the 2001 six months to $39.2 million from $33.6 million for the 2000 six months. Reported revenue for the first six months of 2001 was adversely affected by a modification of the Company's revenue recognition policy related to noncancellable annual software leases.

The Company modified its previous revenue recognition policy for annual software leases to comply with a Technical Practice Aid ("TPA") issued by the American Institute of Certified Public Accountants. Prior to the revenue recognition modification, the Company recognized a portion of the license fee from annual leases upon inception or renewal of the lease, while the remaining portion was recognized ratably over the lease period. The TPA now requires all revenue from noncancellable annual software lease licenses to be recognized ratably over the lease term. The Company estimates that revenue would have been approximately $42.7 million in the first six months of 2001, or a 27.0% increase over the comparable prior year period, had this modification not been made.

Software license revenue totaled $20.6 million in the 2001 six months as compared to $19.9 million for the 2000 six months, an increase of 3.2%. The revenue increase was significantly impacted by the annual lease revenue recognition policy modification discussed above. Excluding the impact of this modification, software license revenue would have increased approximately 19.2% to $23.7 million. This increase was primarily the result of approximately $3.3 million in revenue related to the August 2000 acquisition of ICEM CFD Engineering ("ICEM CFD"). Also contributing were increased sales of paid-up licenses to the Company's major account customers.

Maintenance and service revenue increased 35.5% for the six months ended June 30, 2001 to $18.6 million from $13.7 million for the comparable 2000 period. Reported maintenance and service revenue would have been approximately $19.0 million, or 38.4% higher than the prior year period, had the revenue recognition modification not occurred. This increase was primarily the result of maintenance contracts sold in association with increased paid-up license sales in recent quarters, as well as approximately $1.9 million in revenue related to the acquisition of ICEM CFD.

Of the Company's total revenue in the 2001 six months, approximately 53.6% and 46.4%, respectively, were attributable to international and domestic sales, as compared to 56.1% and 43.9%, respectively, in the 2000 six months.

Cost of Sales and Gross Profit. The Company's total cost of sales increased 47.7% to $5.6 million, or 14.3% of total revenue, for the 2001 six months from $3.8 million, or 11.3% of total revenue, for the 2000 six months. The increase in the 2001 six months was principally attributable to costs associated with engineering consulting services provided by ICEM CFD.

As a result of the foregoing, the Company's gross profit increased 12.4% to $33.5 million in the 2001 six-month period from $29.8 million in the comparable 2000 period.

Selling and Marketing. Selling and marketing expenses increased 27.8% in the six months ended June 30, 2001 to $10.0 million, or 25.7% of total revenue, from $7.9 million, or 23.4% of total revenue, in the comparable 2000 period. The increase primarily resulted from higher salaries and related headcount costs associated with both the acquisition of ICEM CFD, as well as the hiring of personnel to bolster the ANSYS direct sales organization. Higher third-party commission costs associated with direct sales to certain of the Company's major account customers also contributed to the increase. The Company anticipates that it will continue to make significant investments throughout the remainder of 2001 in its global sales and marketing organization to strengthen its competitive position, to enhance major account sales activities and to support its worldwide sales channels and marketing strategies.

Research and Development. Research and development expenses increased 24.2% in the 2001 six months to $8.2 million, or 21.0% of total revenue, from $6.6 million, or 19.7% of total revenue, in the 2000 six months. The increase primarily resulted from higher salaries and related headcount costs associated with both the acquisition of ICEM CFD, as well as the hiring of development personnel within the ANSYS product creation organization. The Company has traditionally invested significant resources in research and development activities and intends to continue to make significant investments in this area throughout the remainder of 2001.

Amortization. Amortization expense increased to $2.6 million in the 2001 six-month period from $399,000 in the comparable prior year period. The increase resulted from amortization associated with the acquisition of ICEM CFD.

General and Administrative. General and administrative expenses increased from $4.9 million, or 14.7% of total revenue, in the 2000 six months, to $5.1 million, or 13.1% of total revenue, in the 2001 six months. General and administrative costs incurred by ICEM CFD in the 2001 period were partially offset by a $500,000 one-time legal charge in the first quarter of 2000 that did not recur in the first half of 2001.

Other Income. Other income decreased from $1.9 million in the 2000 six-month period to $1.1 million in the comparable 2001 period. The decrease was primarily attributable to lower interest-bearing cash and short-term investment balances, as well as a declining interest rate environment.

Income Tax Provision. The Company's effective rates of taxation were 31.2% for the 2001 six months and 28.0% for the 2000 six months. The effective rate increased from the prior year period as a result of certain non-deductible amortization expense associated with the acquisition of ICEM CFD. These rates are lower than the federal and state combined statutory rate as a result of the utilization of a foreign sales corporation, as well as the generation of research and experimentation credits.

Net Income. The Company's net income in the 2001 six months was $5.9 million as compared to $8.6 million in the 2000 six months. Diluted earnings per share decreased to $.39 in the 2001 period as compared to $.52 in the 2000 period as a result of the decrease in net income. The weighted average shares used in computing diluted earnings per share were 15.3 million and 16.5 million in the 2001 and 2000 six-month periods, respectively. The decrease in shares outstanding is primarily the result of treasury stock acquisitions (see Liquidity and Capital Resources). Excluding the estimated effects of the modification of the Company's revenue recognition policy for noncancellable annual software leases and amortization associated with the acquisition of ICEM CFD, net income increased 18.0% to $10.1 million, or diluted earnings per share of $0.66.

Liquidity and Capital Resources

As of June 30, 2001, the Company had cash, cash equivalents and short-term investments totaling $49.7 million and working capital of $39.6 million, as compared to cash, cash equivalents and short-term investments of $47.5 million and working capital of $40.0 million at December 31, 2000. The short-term investments are generally investment grade and liquid, which allows the Company to minimize interest rate risk and to facilitate liquidity in the event an immediate cash need arises.

The Company's operating activities provided cash of $13.1 million for the six months ended June 30, 2001 and $12.4 million for the six months ended June 30, 2000. The increase in the Company's cash flow from operations for the 2001 six-month period as compared to the comparable 2000 period was a result of increased accounts receivable collections. Net cash generated by operating activities provided sufficient resources to fund increased headcount and capital needs, as well as to sustain share repurchase activity under the Company's announced share repurchase program.

The Company's investing activities provided cash of $9.4 million and $9.8 million for the six months ended June 30, 2001 and 2000, respectively. Net cash generated in both the 2001 and 2000 six-month periods related primarily to net maturities of short-term investments. The Company currently plans additional capital spending of approximately $1.0 million throughout the remainder of 2001; 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 approximately $8.8 million and $8.6 million for the six months ended June 30, 2001 and 2000, respectively. In both periods, cash outlays related to the Company's share repurchase program were partially offset by proceeds from the issuance of common stock under employee stock purchase and option plans.

The Company believes that existing cash and cash equivalent balances, together with cash generated from operations, will be sufficient to meet the Company's working capital and capital expenditure requirements through the remainder of fiscal 2001. 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.

Recently Issued Accounting Pronouncements

On July 20, 2001, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 141 (Statement 141), Business Combinations, and No. 142 (Statement 142), Goodwill and Other Intangible Assets.

Statement 141 supersedes Accounting Principles Board Opinion No. 16 (APB 16), Business Combinations. The most significant changes made by Statement 141 are:

(1) requiring that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, (2) establishing specific criteria for the recognition of intangible assets separately from goodwill, and (3) requiring unallocated negative goodwill to be written off immediately as an extraordinary gain (rather than being deferred and amortized).

Statement 142 supersedes APB 17, Intangible Assets and primarily addresses the accounting for goodwill and intangible assets subsequent to their acquisition (i.e., the post-acquisition accounting). The most significant changes made by Statement 142 are:

(1) goodwill and indefinite lived intangible assets will no longer be amortized, (2) goodwill will be tested for impairment at least annually at the reporting unit level, (3) intangible assets deemed to have an indefinite life will be tested for impairment at least annually, and (4) the amortization period of intangible assets with finite lives will no longer be limited to forty years. Statement 142 also specifies that certain intangible assets that were previously identified as separate from goodwill (e.g., assembled workforce) are not considered separately identifiable for purposes of this standard and should be included as part of goodwill and subject to the non-amortization provisions of Statement 142.

The provisions of Statement 142 will be effective for the Company's fiscal year beginning January 1, 2002, and must be adopted as of the beginning of the year. At adoption, an evaluation of goodwill and intangible assets will be required, and any impairment of goodwill or intangible assets at that time will be recognized as a cumulative effect of adoption. Management has not yet completed the evaluation of the impact of adoption of these standards.

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. Each of these matters is subject to various uncertainties, and it is possible that these matters may be resolved unfavorably to the Company.

Item 2. Changes in Securities

(c) The following information is furnished in connection with securities sold by the Registrant during the period covered by this Form 10-Q which were not registered under the Securities Act. The transactions constitute sales of the Registrant's Common Stock, par value $.01 per share, upon the exercise of vested options issued pursuant to the Company's 1994 Stock Option and Grant Plan, issued in reliance upon the exemption from registration under Rule 701 promulgated under the Securities Act and issued prior to the Registrant becoming subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act of 1934, as amended.

Month/Year	Number of Shares	Number of Employees	Aggregate Exercise Price
April 2001	6,000	2	$ 40,800.00
May 2001	22,250	3	$201,118.75
June 2001	1,000	1	$ 400.00

Item 3. Defaults upon Senior Securities

Not Applicable.

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

At the Annual Meeting of Stockholders of the Company held on May 2, 2001, the stockholders of the Company elected Roger J. Heinen, Jr. and Jacqueline C. Morby as Class II Directors of the Company to hold office until the 2004 Annual Meeting of Stockholders and until such Directors' successors are duly elected and qualified. The votes were as follows:

Roger J. Heinen, Jr.	
Votes For:	13,139,291
Votes Withheld:	531,258
Jacqueline C. Morby	
Votes For:	11,624,944
Votes Withheld:	2,045,605

At the Annual Meeting of Stockholders of the Company held on May 2, 2001, the stockholders of the Company approved an amendment to the 1996 Stock Option and Grant Plan which increased the number of shares of Common Stock available for issuance under the Plan from 3,250,000 to 4,250,000. The votes were as follows:

Votes For:	7,982,227
Votes Against:	2,625,253
Votes Abstained:	531,831
Broker Non-Votes:	2,531,238

Item 5. Other information

Not Applicable.

Item 6. Exhibits and Reports Filed on Form 8-K

(a) Exhibits.

15 Independent Accountants' Letter Regarding Unaudited Financial Information
99 Certain Factors Regarding Future Results

(b) Reports on Form 8-K.

Not Applicable.

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: August 1, 2001 By: /s/ James E. Cashman, III

James E. Cashman, III
President and Chief
Executive Officer

Date: August 1, 2001 By: /s/ Maria T. Shields

Maria T. Shields
Chief Financial Officer

Item 6.

EXHIBIT INDEX

Exhibit No.	
15	Independent Accountants' Letter Regarding Unaudited Financial Information
99	Certain Factors Regarding Future Results

EXHIBIT 15

August 1, 2001

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RE: ANSYS, Inc.

Registration Statement on Form S-8 (Registration No. 333-8613) relating to the 1996 Stock Option and Grant Plan and the Employee Stock Purchase Plan

Commissioners:

We are aware that our report dated July 11, 2001 on our review of the interim financial information of ANSYS, Inc. (the "Company") as of and for the three-month and six-month periods ended June 30, 2001 and included in the Company's quarterly report on Form 10-Q for the quarter then ended is incorporated by reference in the registration statement referred to above.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

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Certain Factors Regarding Future Results

Information provided by the Company or its spokespersons may from time to time contain forward-looking statements concerning projected financial performance, market and industry segment growth, product development and commercialization or other aspects of future operations. Such statements will be based on the assumptions and expectations of the Company's management at the time such statements are made. The Company cautions investors that its performance (and, therefore, any forward-looking statement) is subject to risks and uncertainties. Various important factors including, but not limited to, the following may cause the Company's future results to differ materially from those projected in any forward-looking statement.

POTENTIAL FLUCTUATIONS IN OPERATING RESULTS: The Company may experience significant fluctuations in future quarterly operating results. Fluctuations may be caused by many factors, including the timing of new product releases or product enhancements by the Company or its competitors; the size and timing of individual orders, including a fluctuation in the demand for and the ability to complete large contracts; software errors or other product quality problems; competition and pricing; customer order deferrals in anticipation of new products or product enhancements; reduction in demand for the Company's products; changes in operating expenses; changes in the mix of software license and maintenance and service revenue; personnel changes and general economic conditions. A substantial portion of the Company's operating expenses are related to personnel, facilities and marketing programs. The level of personnel and related expenses cannot be adjusted quickly and is based, in significant part, on the Company's expectation for future revenue. The Company does not typically experience significant order backlog. Further, the Company has often recognized a substantial portion of its revenue in the last month of a quarter, with this revenue frequently concentrated in the last weeks or days of a quarter. During certain quarterly periods, the Company has been dependent upon receiving large orders of perpetual licenses involving the payment of a single up-front fee and, more recently, has shifted the business emphasis of its products to provide a collaborative solution to the Company's customers. This emphasis has increased the Company's average order size and increased the related sales cycle time for the larger orders and may have the effect of increasing the volatility of the Company's revenue and profit from period to period. As a result, product revenue in any quarter is substantially dependent on sales completed in the latter part of that quarter, and revenue for any future quarter is not predictable with any significant degree of accuracy.

STOCK MARKET AND STOCK PRICE VOLATILITY: Market prices for securities of software companies have generally been volatile. In particular, the market price of the Company's common stock has been and may continue to be subject to significant fluctuations as a result of factors affecting the Company, the software industry or the securities markets in general. Such factors include, but are not limited to, declines in trading price that may be triggered by the Company's failure to meet the expectations of securities analysts and investors. The Company cannot provide assurance that in such circumstances the trading price of the Company's common stock will recover or that it will not experience a further decline. Moreover, the trading price could be subject to additional fluctuations in response to quarter-to-quarter variations in the Company's operating results, material announcements made by the Company or its competitors, conditions in the software industry generally or other events and factors, many of which are beyond the Company's control.

RAPIDLY CHANGING TECHNOLOGY; NEW PRODUCTS; RISK OF PRODUCT DEFECTS: The markets for the Company's products are generally characterized by rapidly changing technology and frequent new product introductions that can render existing products obsolete or unmarketable. A major factor in the Company's future success will be its ability to anticipate technological changes and to develop and introduce in a timely manner enhancements to its existing products and new products to meet those changes. If the Company is unable to introduce new products and respond quickly to industry changes, its business, financial condition and results of operations could be materially adversely affected. The introduction and marketing of new or enhanced products require the Company to manage the transition from existing products in order to minimize disruption in customer purchasing patterns. There can be no assurance that the Company will be successful in developing and marketing, on a timely basis, new products or product enhancements, that its new products will adequately address the changing needs of the marketplace or that it will successfully manage the transition from existing products. Software products as complex as those offered by the Company may contain undetected errors or failures when first introduced or as new versions are released, and the likelihood of errors is increased as a result of the Company's commitment to accelerating the frequency of its product releases.

There can be no assurance that errors will not be found in new or enhanced products after commencement of commercial shipments. Any of these problems may result in the loss of or delay in market acceptance, diversion of development resources, damage to the Company's reputation or increased service and warranty costs, any of which could have a materially adverse effect on the Company's business, financial condition and results of operations.

DEPENDENCE ON DISTRIBUTORS: The Company continues to distribute its products principally through its global network of 36 independent, regional ASDs. The ASDs sell ANSYS and DesignSpace products to new and existing customers, expand installations within their existing customer base, offer consulting services and provide the first line of ANSYS technical support. The ASDs have more immediate contact with most customers who use ANSYS software than does the Company. Consequently, the Company is highly dependent on the efforts of the ASDs. Difficulties in ongoing relationships with ASDs, such as delays in collecting accounts receivable, failure to meet performance criteria or to promote the Company's products as aggressively as the Company expects and differences in the handling of customer relationships could adversely affect the Company's performance. Additionally, the loss of any major ASD for any reason, including an ASD's decision to sell competing products rather than the Company's products, could have a materially adverse effect on the Company. Moreover, the Company's future success will depend substantially on the ability and willingness of its ASDs to continue to dedicate the resources necessary to promote the Company's products and to support a larger installed base of the Company's products. If the ASDs are unable or unwilling to do so, the Company may be unable to sustain revenue growth.

COMPETITION: The CAD, CAE and computer-aided manufacturing ("CAM") markets are intensely competitive. In the traditional CAE market, the Company's primary competitors include MSC.Software Corporation and Hibbitt, Karlsson and Sorenson, Inc. The Company also faces competition from smaller vendors of specialized analysis applications in fields such as computational fluid dynamics. In addition, certain integrated CAD suppliers such as Parametric Technology Corporation, Structural Dynamics Research Corporation and Dassault Systemes provide varying levels of design analysis, optimization and verification capabilities as part of their product offerings. The entrance of new competitors would likely intensify competition in all or a portion of the overall CAD, CAE and CAM markets. Some of the Company's current and possible future competitors have greater financial, technical, marketing and other resources than the Company, and some have well established relationships with current and potential customers of the Company. It is also possible that alliances among competitors may emerge and rapidly acquire significant market share or that competition will increase as a result of software industry consolidation. Increased competition may result in price reductions, reduced profitability and loss of market share, any of which would materially adversely affect the Company's business, financial condition and results of operations.

DEPENDENCE ON SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL: The Company is highly dependent upon the ability and experience of its senior executives and its key technical and other management employees. Although the Company has an employment agreement with one executive, the loss of this employee, or any of the Company's other key employees, could adversely affect the Company's ability to conduct its operations.

RISKS ASSOCIATED WITH INTERNATIONAL ACTIVITIES: A significant portion of the Company's business comes from outside the United States. Risks inherent in the Company's international business activities include imposition of government controls, export license requirements, restrictions on the export of critical technology, political and economic instability, trade restrictions, changes in tariffs and taxes, difficulties in staffing and managing international operations, longer accounts receivable payment cycles and the burdens of complying with a wide variety of foreign laws and regulations. Effective patent, copyright and trade secret protection may not be available in every foreign country in which the Company sells its products. The Company's business, financial condition and results of operations could be materially adversely affected by any of these risks.

Additionally, countries in certain international regions have continued to experience weaknesses in their currency, banking and equity markets. These weaknesses could adversely affect consumer demand for the Company's products and ultimately the Company's financial condition or results of operations.

Recently, the World Trade Organization ruled that tax incentives provided to U.S.-based companies that export their products via a foreign sales corporation are prohibited tax subsidies. In September 2000, the House of Representatives approved the FSC Repeal and Extraterritorial Income Exclusion Act (the "Act"). The Act generally repeals the foreign sales corporation and implements an extraterritorial income tax benefit. The Act provides short-term and long-term relief for foreign sales corporations in existence as of September 30, 2000. The short-term transition rules permit foreign sales corporations to retain benefits through December 31, 2001. Any prospective changes regarding tax benefits associated with the Company's export sales may directly impact the Company's effective tax rate.

DEPENDENCE ON PROPRIETARY TECHNOLOGY: The Company's success is highly dependent upon its proprietary technology. Although the Company was awarded a patent by the U.S. Patent and Trademark Office for its web-based reporting technology, the Company generally relies on contracts and the laws of copyright and trade secrets to protect its technology. Although the Company maintains a trade secrets program, enters into confidentiality agreements with its employees and distributors and limits access to and distribution of its software, documentation and other proprietary information, there can be no assurance that the steps taken by the Company to protect its proprietary technology will be adequate to prevent misappropriation of its technology by third parties, or that third parties will not be able to develop similar technology independently. Although the Company is not aware that any of its technology infringes upon the rights of third parties, there can be no assurance that other parties will not assert technology infringement claims against the Company, or that, if asserted, such claims will not prevail.

INCREASED RELIANCE ON PERPETUAL LICENSES: The Company has historically maintained stable recurring revenue from the sale of monthly lease licenses and noncancellable annual leases for its software products. More recently, the Company has experienced an increase in customer preference for perpetual licenses that involve payment of a single up-front fee and that are more typical in the computer software industry. While revenue generated from monthly lease licenses and noncancellable annual leases currently represents a portion of the Company's software license revenue, to the extent that perpetual license revenue continues to increase as a percentage of total software license revenue, the Company's revenue in any period will increasingly depend on sales completed during that period.

RISKS ASSOCIATED WITH ACQUISITIONS: The Company has consummated and may continue to consummate certain strategic acquisitions in order to provide increased capabilities to its existing products, enter new product and service markets or enhance its distribution channels. The ability of the Company to integrate the acquired businesses, including delivering sales and support, ensuring continued customer commitment, obtaining further commitments and challenges associated with expanding sales in particular markets and retaining key personnel, will impact the success of these acquisitions. If the Company is unable to properly and timely integrate the acquired businesses, there could be a materially adverse effect on the Company's business, financial condition and results of operations.

On August 31, 2000, the Company acquired ICEM CFD Engineering. The Company cannot guarantee that it will be able to fully realize the benefits or strategic objectives it sought in acquiring ICEM CFD. The acquisition of ICEM CFD was accounted for as a purchase and, as a result, a significant amount of goodwill and other identifiable intangible assets were recorded, the amortization of which will adversely affect the Company's results of operations in future periods.

GENERAL CONTINGENCIES: The Company is subject to various investigations, claims and legal proceedings from time to time that arise in the ordinary course of its business activities. Each of these matters is subject to various uncertainties, and it is possible that some of these matters may be resolved unfavorably to the Company.