

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Hearn Walter</u> <hr/> (Last) (First) (Middle) 2600 ANSYS DRIVE <hr/> (Street) CANONSBURG PA 15317 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC [ ANSS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, World Sales &amp; Cust. Exc.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2024		A		712 <sup>(1)</sup>	A	\$0	20,877	D	
Common Stock	02/14/2024		A		4,604 <sup>(2)</sup>	A	\$0	25,481	D	
Common Stock	02/14/2024		A		4,160 <sup>(3)</sup>	A	\$0	29,641	D	
Common Stock	02/14/2024		F		949 <sup>(4)</sup>	D	\$330	28,692 <sup>(5)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Shares earned upon vesting and settlement of Performance Restricted Stock Units ("Performance RSUs") awarded March 3, 2021, upon certification of performance results by the Compensation Committee for the annual period ended December 31, 2023.
- Represents the number of Performance RSUs earned under the Performance RSU Award granted March 3, 2022, upon certification of performance results by the Compensation Committee at 200% of target for the annual period ended December 31, 2023. The earned Performance RSUs will settle at the end of the performance period on December 31, 2024, upon certification by the Compensation Committee and subject to continued employment.
- Represents the number of Performance RSUs earned under the Performance RSU Award granted March 3, 2023, upon certification of performance results by the Compensation Committee at 200% of target for the annual period ended December 31, 2023. The earned Performance RSUs will settle at the end of the performance period on December 31, 2025, upon certification by the Compensation Committee and subject to continued employment.
- Shares withheld for payment of taxes in connection with the earning and/or vesting and settlement of the Performance RSUs reflected in this filing.
- Includes 19,568 Restricted Stock Units.

**Remarks:**

Janet Lee, Attorney-in-Fact      02/16/2024

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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