SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Gerchow Jennifer	ANSYS INC [ANSS]	

(Last)	(First)	(Middle)
2600 ANSYS DRIVE		

(Street)

CANONSBURG PA	15317

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
✓	Officer (give title below)		Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

✓ Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	12/23/2024		F		4,162[(1)]	D	$339.5	15,664[(2)(3)]	D	

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

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

Explanation of Responses:

1. Shares withheld for payment of taxes in connection with the vesting of time-based RSUs.

2. Includes 5,371 time-based restricted share units ("RSUs") granted to the reporting person on each of March 3, 2022, March 3, 2023, December 1, 2023, and March 1, 2024, that were scheduled to vest on or before March 1, 2027. In connection with that certain Agreement and Plan of Merger entered into by and among the Issuer, Synopsys, Inc., a Delaware corporation ("Parent"), and ALTA Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent, the Compensation Committee of the Board of Directors of the Issuer accelerated the vesting and settlement of such RSUs. The reporting person has signed a 280G Mitigation Acknowledgment as of December 23, 2024, and the accelerated RSUs remain subject to certain forfeiture conditions.

3. Amount includes 3,234 RSUs.

Remarks:

/s/ Janet Lee, Attorney-in-Fact   12/26/2024

** Signature of Reporting Person   Date