

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

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| 1. Name and Address of Reporting Person*<br><u>Emswiler Shane</u><br><br>(Last) (First) (Middle)<br>SOUTHPOINTE<br>2600 ANSYS DRIVE<br><br>(Street)<br>CANONSBURG PA 15317<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ANSYS INC [ ANSS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>SVP, Products |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/03/2021</u>    |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 03/03/2021                           |  | F                              |   | 2,506 <sup>(1)</sup>  | D          | \$319.86                 | 22,057  | D  |   |
| Common Stock                    | 03/03/2021                           |  | A                              |   | 6,810 <sup>(2)</sup>  | A          | \$0                      | 28,867  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 400 <sup>(3)</sup>  | D          | \$311.69 <sup>(4)</sup>  | 28,467  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 498 <sup>(3)</sup>  | D          | \$312.95 <sup>(5)</sup>  | 27,969  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 260 <sup>(3)</sup>  | D          | \$313.84 <sup>(6)</sup>  | 27,709  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 750 <sup>(3)</sup>  | D          | \$316.03 <sup>(7)</sup>  | 26,959  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 435 <sup>(3)</sup>  | D          | \$317.6 <sup>(8)</sup>   | 26,524  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 761 <sup>(3)</sup>  | D          | \$319.05 <sup>(9)</sup>  | 25,763  | D  |   |
| Common Stock                    | 03/04/2021                           |  | S                              |   | 150 <sup>(3)</sup>  | D          | \$320.25 <sup>(10)</sup> | 25,613 <sup>(11)</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 withheld for payment of taxes in connection with the vesting of time-based Restricted Stock Units.
- Represents Restricted Stock Units issued under the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan. The grant of Restricted Stock Units shall vest 33% annually in equal installments beginning on the first anniversary of the grant date. Each Restricted Stock Unit is settled solely for one share of Common Stock.
- Pursuant to an effective Rule 10b5-1 plan.
- The trade was executed in a series of transactions with a price range of \$311.49 to \$311.92, inclusive, with a weighted average price of \$311.69. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The trade was executed in a series of transactions with a price range of \$312.53 to \$313.28, inclusive, with a weighted average price of \$312.95. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The trade was executed in a series of transactions with a price range of \$313.62 to \$314.06, inclusive, with a weighted average price of \$313.84. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The trade was executed in a series of transactions with a price range of \$315.82 to \$316.22, inclusive, with a weighted average price of \$316.03. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The trade was executed in a series of transactions with a price range of \$317.23 to \$317.82, inclusive, with a weighted average price of \$317.60. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The trade was executed in a series of transactions with a price range of \$318.66 to \$319.57, inclusive, with a weighted average price of \$319.05. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The trade was executed in a series of transactions with a price range of \$319.92 to \$320.92, inclusive, with a weighted average price of \$320.25. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

11. Includes 21,471 Restricted Stock Units.

**Remarks:**

Janet Lee, Attorney-in-Fact      03/05/2021

\*\* 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.

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