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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): November 3, 2005

ANSYS. INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	0-20853 (Commission File Number)	04-3219960 (I.R.S. Employer Identification No.)
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275 Technology Drive, Canonsburg, PA (Address of Principal Executive Offices)	15317 (Zip Code)
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(Registrant's Telephone Number, Including Area Code) (724) 746-3304

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 REGULATION FD DISCLOSURE

The Information contained in this Item of this Current Report on Form 8-K is being furnished pursuant to "Item 2.02. Results of Operations and Financial Condition" of Form 8-K.

The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

On November 3, 2005, ANSYS, Inc. issued an earnings release announcing its financial results for the third quarter ended September 30, 2005. A copy of the earnings release is attached as Exhibit 99.1

ITEM 9.01 FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release of the Registrant dated November 3, 2005

SIGNATURE

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, hereunto duly authorized.

ANSYS, INC.
(Registrant)

Date: November 3, 2005

By: /s/ MARIA T. SHIELDS

Maria T. Shields - Chief Financial Officer,
VP of Finance and Administration
(Ms. Shields is the Principal Financial and
Accounting Officer and has been duly
authorized to sign on behalf of the
Registrant)

ANSYS REPORTS BEST THIRD QUARTER IN COMPANY HISTORY WITH
CONTINUED STRONG INCREASES IN REVENUE AND EARNINGS

COMPANY RAISES OUTLOOK FOR 2005

SOUTHPOINTE, Pa., Nov. 3 /PRNewswire-FirstCall/ -- ANSYS, Inc. (Nasdaq: ANSS), a global innovator of simulation software and technologies designed to optimize product development processes, today announced third quarter 2005 results. ANSYS' third quarter GAAP results include:

- Total revenue of \$39.0 million, as compared to \$32.3 million in the third quarter of 2004; total revenue of \$114.3 million in the first nine months of 2005 as compared to \$95.7 million for the nine months ended September 30, 2004;
- Net income of \$11.2 million, as compared to \$7.6 million in the third quarter of 2004; net income of \$30.6 million in the first nine months of 2005 as compared to \$22.3 million for the first nine months of 2004;
- An operating profit margin of 36.7% as compared to 32.4% for the third quarter of 2004; an operating profit margin of 35.9% as compared to 32.5% for the first nine months of 2004;
- Diluted earnings per share of \$0.33, as compared to \$0.23 for the third quarter of 2004; diluted earnings per share of \$0.91 through September 30, 2005 as compared to \$0.68 for the first nine months of 2004;
- Cash flows from operations of \$14.2 million for the third quarter of 2005 and \$47.1 million for the first nine months of 2005; and
- Cash and short-term investment balances totaling \$174.5 million as of September 30, 2005.

Excluding acquisition-related amortization, ANSYS' third quarter adjusted (non-GAAP) results include:

- An adjusted operating profit margin of 39.4% as compared to 35.1% for the third quarter of 2004; an adjusted operating profit margin of 38.8% as compared to 35.3% for the first nine months of 2004; and
- Adjusted diluted earnings per share of \$0.35 as compared to \$0.25 for the third quarter of 2004; and adjusted diluted earnings per share of \$0.97 as compared to \$0.73 for the nine-month period ended September 30, 2004.

Third Quarter 2005 Tax Benefit:

The GAAP and adjusted results summarized above include a third quarter tax benefit of \$500,000 related to the completion and filing of the Company's 2004 federal and state tax returns. This benefit had the effect of increasing net income by approximately \$500,000 in the 2005 third quarter and year-to-date results.

"This quarter marked yet another period of strong revenue and earnings growth for the Company," said ANSYS President and CEO Jim Cashman. "As a leader in our industry, we remain focused on the overall direction and health of the business. Looking ahead, our energy and resources will be dedicated to expanding our global markets at a significant pace and striving to develop and deliver innovative engineering simulation solutions to our customers."

Mr. Cashman continued, "Our growth in the third quarter continued to be spread across all major geographic regions and among a broad array of industries. We believe that our success is a result of the mounting competitive and market pressures that our customers and businesses, in general, are facing. Our solutions enable customers who are driven to find new ways to create more innovative, higher quality products, to deliver them to market faster and to minimize development and warranty costs."

During the third quarter of 2005, ANSYS repurchased approximately 115,000 shares at a total cost of \$4.4 million. As of September 30, 2005, 2.0 million shares remain authorized for repurchase under the Company's stock repurchase program.

The adjusted results highlighted above, and the adjusted estimates for 2005 discussed below, represent non-GAAP (Generally Accepted Accounting Principles) financial measures. A reconciliation of these measures to the appropriate GAAP

measures, for the three months and nine months ended September 30, is included in the condensed financial information included in this release.

Adjustments to Reported GAAP Financial Results

- Acquisition-Related Amortization:

As previously announced, the Company completed its acquisition of Century Dynamics, Inc. in January 2005. In previous years, the Company also acquired CFX, CADOE S.A. and ICEM CFD Engineering. These acquisitions have all been accounted for as purchases, resulting in the recording of a significant amount of identifiable intangible assets.

ANSYS is providing, and has historically provided, its current quarter GAAP results as well as financial results that have been adjusted for the impact of acquisition-related amortization. The Company believes that these non-GAAP measures supplement its consolidated GAAP financial statements as they provide a consistent basis for comparison between quarters that are not influenced by certain non-cash items and are therefore useful to investors in helping them to better understand the Company's operating results. In certain instances, such as when intangibles are acquired through business acquisitions or become fully amortized, amortization expense associated with acquired intangibles also makes period-to-period comparisons difficult because amortization expense may appear in one period but not in the comparable period. Management uses these non-GAAP financial measures internally to evaluate the Company's business performance; however, these measures are not intended to supersede or replace the GAAP results.

Management's Remainder 2005 and Initial 2006 Outlook

Based on anticipated revenues and expenditures for the remainder of 2005, the Company currently projects that fourth quarter 2005 diluted earnings per share, adjusted to exclude acquisition-related amortization, will be in the range of \$0.35 to \$0.36 based on revenues of \$40 to \$42 million. The Company's current outlook relative to 2005 fourth quarter GAAP diluted earnings per share estimate will be in the range of \$0.33 to \$0.34.

The Company currently projects that 2006 fiscal year adjusted diluted earning per share will be in the range of \$1.45 to \$1.47 based on revenues of \$175 to \$178 million. The preceding estimates do not reflect expenses associated with employee stock options. The Company expects to begin recording stock option expense effective January 1, 2006 in accordance with recent guidance issued by the Securities and Exchange Commission.

Adjusted diluted earnings per share is a supplemental non-GAAP financial measure. Due to the ongoing implementation of Statement of Financial Accounting Standards 123R and the uncertainties related to the magnitude of the Company's equity-based compensation expense during fiscal 2006, we are not able to estimate at this time the magnitude of the impact of equity-based compensation expense on our adjusted diluted earnings per share for the 2006 fiscal year. Adjusted diluted earnings per share should not be considered as a substitute for net income per diluted share determined in accordance with GAAP.

ANSYS will hold a conference call at 10:30 Eastern Time on November 3, 2005 to discuss third quarter results as well as to provide guidance regarding business prospects. The dial in number is 800-811-8830 or 913-981-4904 and the passcode is "ANSYS." A replay will be available until August 10, by dialing 888-203-1112 or 719-457-0820 and the passcode is "ANSYS" or "26797". The conference call will be webcast live as well as archived and can be accessed, along with other financial information, on ANSYS' website, located at <http://www.ansys.com/corporate/investors.asp>.

About ANSYS, Inc.

ANSYS, Inc., founded in 1970, develops and globally markets engineering simulation software and technologies widely used by engineers and designers across a broad spectrum of industries. The Company focuses 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 and its global network of channel partners provide sales, support and training for customers. Headquartered in Canonsburg, Pennsylvania U.S.A. with more than 25 strategic sales locations throughout the world, ANSYS, Inc. and its subsidiaries employ approximately 600 people and distribute ANSYS products through a network of channel partners in over 40 countries. Visit <http://www.ansys.com> for more information.

Certain statements contained in the press release regarding matters that are not historical facts, including statements regarding our current estimates for the fourth quarter and full year revenue growth and earnings per share, projections for 2006 and statements regarding the focus of our energy and resources are "forward-looking" statements (as defined in the Private Securities Litigation Reform Act of 1995). Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. All forward-looking statements in this press release are subject to risks and uncertainties. These include the risk of a general economic downturn in one or more of ANSYS' primary geographic markets, the risk that the assumptions underlying ANSYS' anticipated revenues and expenditures will change or prove inaccurate, the risk that ANSYS has overestimated its ability to maintain growth and profitability and control costs, uncertainties regarding the demand for ANSYS' products and services in future periods, the risk that ANSYS has overestimated the strength of the demand among its customers for its products, risks of problems arising from customer contract cancellations, uncertainties regarding customer acceptance of new products, the risk that ANSYS' operating results will be adversely affected by possible delays in developing, completing, or shipping new or enhanced products, risks that enhancements to the Company's products may not produce anticipated sales, uncertainties regarding fluctuations in quarterly results, including uncertainties regarding the timing of orders from significant customers, and other factors that are detailed from time to time in reports filed by ANSYS, Inc. with the Securities and Exchange Commission, including ANSYS, Inc.'s 2004 Annual Report and Form 10-K. We undertake no obligation to publicly update or revise any forward-looking statements, whether changes occur as a result of new information or future events after the date they were made.

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Reconciliation of Non-GAAP Measures

This earnings release contains non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of a registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, the Company has provided a reconciliation of the adjusted (non-GAAP) financial measures to the most directly comparable GAAP financial measures.

Adjusted operating profit margin and adjusted diluted earnings per share are discussed in this earnings release because management uses this information in evaluating the results of the continuing operations of the business and believes that this information provides the users of the financial statements a valuable insight into the operating results. Additionally, management believes that it is in the best interest of its investors to provide financial information that will facilitate comparison of both historical and future results and allows greater transparency to supplemental information used by management in its financial and operational decision making. Management encourages investors to review the reconciliations of the non-GAAP financial measures to the most directly comparable GAAP measures that are provided within the financial information attached to this news release.

ANSYS, INC. AND SUBSIDIARIES
Consolidated Statements of Income
(in thousands, except per share data)
(Unaudited)

	Three months ended		Nine months ended	
	Sept. 30, 2005	Sept. 30, 2004	Sept. 30, 2005	Sept. 30, 2004
Revenue:				
Software licenses	\$ 20,978	\$ 16,585	\$ 61,247	\$ 49,262
Maintenance and service	18,057	15,733	53,068	46,390
Total revenue	39,035	32,318	114,315	95,652
Cost of sales:				
Software licenses	1,334	1,162	3,747	3,678
Amortization of software and acquired technology	877	758	2,665	2,267
Maintenance and service	3,822	3,521	11,476	9,649
Total cost of sales	6,033	5,441	17,888	15,594
Gross profit	33,002	26,877	96,427	80,058
Operating expenses:				
Selling and marketing	6,432	5,757	19,003	17,843
Research and development	7,667	6,611	22,486	19,441
Amortization	298	285	1,009	857
General and administrative	4,276	3,763	12,851	10,808
Total operating expenses	18,673	16,416	55,349	48,949
Operating income	14,329	10,461	41,078	31,109
Other income	1,141	415	2,800	791
Income before income tax provision	15,470	10,876	43,878	31,900
Income tax provision	4,296	3,277	13,246	9,584
Net income	\$ 11,174	\$ 7,599	\$ 30,632	\$ 22,316
Earnings per share - basic:				
Basic earnings per share	\$ 0.35	\$ 0.24	\$ 0.97	\$ 0.72
Weighted average shares - basic	31,851	31,075	31,670	30,835
Earnings per share - diluted:				
Diluted earnings per share	\$ 0.33	\$ 0.23	\$ 0.91	\$ 0.68
Weighted average shares - diluted	33,922	33,231	33,667	32,895

ANSYS, INC. AND SUBSIDIARIES
Reconciliation of Non-GAAP Measures
For the three months ended September 30, 2005
(in thousands, except per share data)
(Unaudited)

	As Reported	Adjustments	Adjusted Results
	-----	-----	-----
Revenue:			
Software licenses	\$ 20,978	-	\$ 20,978
Maintenance and service	18,057	-	18,057
Total revenue	39,035	-	39,035
Cost of sales:			
Software licenses	1,334	-	1,334
Amortization of software and acquired technology	877	(745)(a)	132
Maintenance and service	3,822	-	3,822
Total cost of sales	6,033	(745)	5,288
Gross profit	33,002	745	33,747
Operating expenses:			
Selling and marketing	6,432	-	6,432
Research and development	7,667	-	7,667
Amortization	298	(298)(a)	-
General and administrative	4,276	-	4,276
Total operating expenses	18,673	(298)	18,375
Operating income	14,329	1,043	15,372
Other income	1,141	-	1,141
Income before income tax provision	15,470	1,043	16,513
Income tax provision	4,296	364(b)	4,660
Net income	\$ 11,174	\$ 679	\$ 11,853
Earnings per share - basic:			
Basic earnings per share	\$ 0.35		\$ 0.37
Weighted average shares - basic	31,851		31,851
Earnings per share - diluted:			
Diluted earnings per share	\$ 0.33		\$ 0.35
Weighted average shares - diluted	33,922		33,922

(a) Amount represents amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list and non-compete agreements.

(b) Amount represents the income tax impact of the amortization expense adjustments referred to in (a) above.

ANSYS, INC. AND SUBSIDIARIES
Reconciliation of Non-GAAP Measures
For the three months ended September 30, 2004
(in thousands, except per share data)
(Unaudited)

	As Reported	Adjustments	Adjusted Results
	-----	-----	-----
Revenue:			
Software licenses	\$ 16,585	-	\$ 16,585
Maintenance and service	15,733	-	15,733
Total revenue	32,318	-	32,318
Cost of sales:			
Software licenses	1,162	-	1,162
Amortization of software and acquired technology	758	(610)(a)	148
Maintenance and service	3,521	-	3,521
Total cost of sales	5,441	(610)	4,831
Gross profit	26,877	610	27,487
Operating expenses:			
Selling and marketing	5,757	-	5,757
Research and development	6,611	-	6,611
Amortization	285	(285)(a)	-
General and administrative	3,763	-	3,763
Total operating expenses	16,416	(285)	16,131
Operating income	10,461	895	11,356
Other income	415	-	415
Income before income tax provision	10,876	895	11,771
Income tax provision	3,277	314(b)	3,591
Net income	\$ 7,599	\$ 581	\$ 8,180
Earnings per share - basic:			
Basic earnings per share	\$ 0.24		\$ 0.26
Weighted average shares - basic	31,075		31,075
Earnings per share - diluted:			
Diluted earnings per share	\$ 0.23		\$ 0.25
Weighted average shares - diluted	33,231		33,231

(a) Amount represents amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list and non-compete agreements.

(b) Amount represents the income tax impact of the amortization expense adjustments referred to in (a) above.

ANSYS, INC. AND SUBSIDIARIES
Reconciliation of Non-GAAP Measures
For the nine months ended September 30, 2005
(in thousands, except per share data)
(Unaudited)

	As Reported -----	Adjustments -----	Adjusted Results -----
Revenue:			
Software licenses	\$ 61,247	-	\$ 61,247
Maintenance and service	53,068	-	53,068
Total revenue	114,315	-	114,315
Cost of sales:			
Software licenses	3,747	-	3,747
Amortization of software and acquired technology	2,665	(2,258)(a)	407
Maintenance and service	11,476	-	11,476
Total cost of sales	17,888	(2,258)	15,630
Gross profit	96,427	2,258	98,685
Operating expenses:			
Selling and marketing	19,003	-	19,003
Research and development	22,486	-	22,486
Amortization	1,009	(1,009)(a)	-
General and administrative	12,851	-	12,851
Total operating expenses	55,349	(1,009)	54,340
Operating income	41,078	3,267	44,345
Other income	2,800	-	2,800
Income before income tax provision	43,878	3,267	47,145
Income tax provision	13,246	1,143 (b)	14,389
Net income	\$ 30,632	\$ 2,124	\$ 32,756
Earnings per share - basic:			
Basic earnings per share	\$ 0.97		\$ 1.03
Weighted average shares - basic	31,670		31,670
Earnings per share - diluted:			
Diluted earnings per share	\$ 0.91		\$ 0.97
Weighted average shares - diluted	33,667		33,667

(a) Amount represents amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list and non-compete agreements.

(b) Amount represents the income tax impact of the amortization expense adjustments referred to in (a) above.

ANSYS, INC. AND SUBSIDIARIES
Reconciliation of Non-GAAP Measures
For the nine months ended September 30, 2004
(in thousands, except per share data)
(Unaudited)

	As Reported -----	Adjustments -----	Adjusted Results -----
Revenue:			
Software licenses	\$ 49,262	-	\$ 49,262
Maintenance and service	46,390	-	46,390
Total revenue	95,652	-	95,652
Cost of sales:			
Software licenses	3,678	-	3,678
Amortization of software and acquired technology	2,267	(1,829)(a)	438
Maintenance and service	9,649	-	9,649
Total cost of sales	15,594	(1,829)	13,765
Gross profit	80,058	1,829	81,887
Operating expenses:			
Selling and marketing	17,843	-	17,843
Research and development	19,441	-	19,441
Amortization	857	(857)(a)	-
General and administrative	10,808	-	10,808
Total operating expenses	48,949	(857)	48,092
Operating income	31,109	2,686	33,795
Other income	791	-	791
Income before income tax provision	31,900	2,686	34,586
Income tax provision	9,584	940(b)	10,524
Net income	\$ 22,316	\$ 1,746	\$ 24,062
Earnings per share - basic:			
Basic earnings per share	\$ 0.72		\$ 0.78
Weighted average shares - basic	30,835		30,835
Earnings per share - diluted:			
Diluted earnings per share	\$ 0.68		\$ 0.73
Weighted average shares - diluted	32,895		32,895

(a) Amount represents amortization expense associated with intangible assets acquired in business acquisitions, including amounts primarily related to acquired software, customer list and non-compete agreements.

(b) Amount represents the income tax impact of the amortization expense adjustments referred to in (a) above.

ANSYS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands)
(Unaudited)

	September 30, 2005	December 31, 2004
	-----	-----
ASSETS:		
Cash & short-term investments	\$ 174,472	\$ 138,446
Accounts receivable, net	16,448	18,792
Other assets	82,098	82,408
Total assets	\$ 273,018	\$ 239,646
LIABILITIES & STOCKHOLDERS' EQUITY:		
Deferred revenue	\$ 46,079	\$ 43,906
Other liabilities	17,903	20,271
Stockholders' equity	209,036	175,469
Total liabilities & stockholders' equity	\$ 273,018	\$ 239,646

SOURCE ANSYS, Inc.

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11/03/2005

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<http://www.ansys.com/corporate/investors.asp> /