

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

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

(State or other jurisdiction of incorporation or organization)

2600 ANSYS Drive, Canonsburg, PA

(Address of principal executive offices)

04-3219960

(I.R.S. Employer Identification No.)

15317

(Zip Code)

844-462-6797

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.01 par value per share

(Title of each class)

The NASDAQ Stock Market, LLC

(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by a check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in PART III of this Form 10-K, or any amendment to this Form 10-K.

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2). (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Indicate by a check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based upon the closing sale price of the Common Stock on June 30, 2016 as reported on the NASDAQ Global Select Market, was \$6,086,000,000. Shares of Common Stock held by each officer and director, and each shareholder who owns 5% or more of the outstanding Common Stock have been excluded in that such shareholders may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the Registrant's Common Stock, par value \$.01 per share, outstanding as of February 14, 2017 was 85,373,363 shares.

Documents Incorporated By Reference:

Portions of the Proxy Statement for the Registrant's 2017 Annual Meeting of Stockholders are incorporated by reference into Part III.

ANSYS, Inc.
ANNUAL REPORT ON FORM 10-K FOR FISCAL YEAR 2016
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Important Factors Regarding Future Results

Information provided by ANSYS, Inc. (hereafter the "Company" or "ANSYS"), in this Annual Report on Form 10-K, may contain forward-looking statements concerning such matters as projected financial performance, market and industry segment growth, product development and commercialization, acquisitions or other aspects of future operations. Such statements, made pursuant to the safe harbor established by the securities laws, are 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, those discussed in Item 1A. Risk Factors, may cause the Company's future results to differ materially from those projected in any forward-looking statement. All information presented is as of December 31, 2016, unless otherwise indicated.

PART I

ITEM 1. BUSINESS

ANSYS, a Delaware corporation formed in 1994, develops and globally markets engineering simulation software and services widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace and defense, automotive, industrial equipment, electronics, biomedical, energy, materials and chemical processing, and semiconductors. Headquartered south of Pittsburgh, Pennsylvania, the Company and its subsidiaries employed approximately 2,800 people as of December 31, 2016. 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 distributes its ANSYS® suite of simulation technologies through a global network of independent resellers and distributors (collectively, channel partners) and direct sales offices in strategic, global locations. It is the Company's intention to continue to maintain this hybrid sales and distribution model.

The Company's product portfolio consists of the following:

Simulation Platform: ANSYS Workbench™

ANSYS Workbench is the framework upon which the Company's suite of advanced engineering simulation technologies is built. The innovative project schematic view ties together the entire simulation process, guiding the user through complex multiphysics analyses with drag-and-drop simplicity. With bi-directional computer-aided design ("CAD") connectivity, powerful highly-automated meshing, a project-level update mechanism, pervasive parameter management and integrated optimization tools, the ANSYS Workbench platform delivers unprecedented productivity, enabling Simulation-Driven Product Development™.

Simulation Process and Data Management

ANSYS Engineering Knowledge Manager ("ANSYS EKM™") is a comprehensive solution for simulation-based process and data management challenges. ANSYS EKM provides solutions and benefits to all levels of a company, enabling an organization to address the critical issues associated with simulation data, including backup and archival, traceability and audit trail, process automation, collaboration and capture of engineering expertise, and intellectual property protection.

High-Performance Computing

The Company's high-performance computing ("HPC") product suite enables enhanced insight into product performance and improves the productivity of the design process. The HPC product suite delivers cross-physics parallel processing capabilities for the full spectrum of the Company's simulation software by supporting structures, fluids, thermal and electronics simulations. This product suite decreases turnaround time for individual simulations, allowing users to consider multiple design ideas and make the right design decisions early in the design cycle.

Geometry Interfaces

The Company offers comprehensive geometry handling solutions for engineering simulation in an integrated environment with direct interfaces to all major CAD systems, support of additional readers and translators, and an integrated geometry modeler exclusively focused on analysis.

Meshing

Creating a mesh that transforms a physical model into a mathematical model is a critical and foundational step in almost every engineering simulation study. Accurate meshing is especially challenging today with increasing product design complexity and heightened expectations of product performance. The Company's meshing technology provides a means to balance these requirements, obtaining the right mesh for each simulation in the most automated way possible. The technology is built on the strengths of world-class leading algorithms that are integrated in a single environment to produce extremely robust and reliable meshing.

Customization

ANSYS Workbench enables companies to create a customized simulation environment to deploy specialized simulation best practices and automations unique to their product development process or industry. With ANSYS ACT, end users or ANSYS partners can modify the user interface, process simulation data or embed third-party applications to create specialized tools based on ANSYS Workbench.

Structures

The Company's structural analysis product suite offers simulation tools for product design and optimization that increase productivity, minimize physical prototyping and help to deliver better and more innovative products in less time. These tools tackle real-world analysis problems by making product development less costly and more reliable. In addition, these tools have capabilities that cover a broad range of analysis types, elements, contacts, materials, equation solvers and coupled physics capabilities all targeted toward understanding and solving complex design problems.

Explicit Dynamics

The Company's explicit dynamics product suite simulates events involving short duration, large strain, large deformation, fracture, complete material failure or structural problems with complex interactions. This suite is ideal for simulating physical events that occur in a short period of time and may result in material damage or failure. Such events are often difficult or expensive to study experimentally.

Composites

Composites blend two or more materials that possess very different properties. The Company's composite analysis and optimization technology efficiently defines materials, plies and stacking sequences, and also offers a wide choice of state-of-the-art failure criteria. The Company's composite software provides all necessary functionalities for finite element analysis of layered composites structures.

Fluids

The Company's fluids product suite enables modeling of fluid flow and other related physical phenomena. Fluid flow analysis capabilities provide all the tools needed to design and optimize new fluids equipment and to troubleshoot already existing installations. The suite contains general-purpose computational fluid dynamics software and specialized products to address specific industry applications.

Electronics

The Company's electronics product suite provides field simulation software for designing high-performance electronic and electromechanical products. The software streamlines the design process and predicts performance of mobile communication and internet-access devices, broadband networking components and systems, integrated circuits ("ICs") and printed circuit boards ("PCBs"), as well as electromechanical systems such as automotive components and power electronics equipment, all prior to building a prototype.

Semiconductors

Advancements in semiconductor design and manufacturing enable smaller electronic architectures. Shrinking geometries, especially in the emerging 3D IC, FinFET and stacked-die architectures, reveal design challenges related to power and reliability. The Company's power analysis and optimization software suite manages the power budget, power delivery integrity and power-induced noise in an electronic design, from initial prototyping to system sign-off. These solutions deliver accuracy with correlation to silicon measurement; the capacity to handle an entire electronic system, including IC, package and PCB, efficiently for ease-of-debug and fast turnaround time; and comprehensiveness to facilitate cross-domain communications and electronic ecosystem enablement.

Multiphysics

The Company's Workbench framework allows engineers and designers to incorporate the compounding effects of multiple physics into a virtual prototype of their design and simulate its operation under real-world conditions. As product architectures become smaller, lighter and more complex, companies must be able to accurately predict how products will behave in real-world environments, where multiple types of physics interact in a coupled way. ANSYS multiphysics software enables engineers and scientists to simulate the interactions between structures, heat transfer, fluids and electronics all within a single, unified engineering simulation environment.

AIM®

AIM is a single-window application which integrates structural, fluids and electromagnetics simulation and includes all aspects of the simulation workflow. Its easy-to-use interface and guided workflows are designed for casual simulation users, and its integrated 3-D modeling and optimization tools are well-suited for exploring designs early in the product lifecycle. AIM's user interface is easily customized to comply with a company's standards for simulation or to create simulation templates for unique industry applications. AIM is based on the same, industry-proven solver technology from the fluids, structures and electronics suites and provides fast and accurate results.

Embedded Software

The Company's SCADE product suite is a comprehensive solution for embedded software simulation, code production and automated certification. It has been developed specifically for use in critical systems with high dependability requirements, including aerospace, rail transportation, nuclear, industrial and, more recently, automotive applications. SCADE software supports the entire development workflow, from requirements analysis and design, through verification, implementation and deployment. SCADE solutions easily integrate with each other and the rest of the ANSYS product suite, allowing for development optimization and increased communication among team members.

Systems

The Company delivers a unique and comprehensive system simulation capability that is ideal for the design of today's increasingly automated products. This collaborative environment leverages the Company's multiphysics, multibody dynamics, circuit and embedded software simulation capabilities, enabling users to simulate the complex interactions between components, circuits and control software within a single environment. These technologies provide a complete view into predicted product performance, which creates greater design confidence for engineers.

3-D Direct Modeling

The Company's 3-D direct modeling technology provides a CAD-neutral environment to modify and prepare geometry for simulation. This approach allows engineers to dramatically reduce the pre-processing step in simulation, and ultimately delivers product design insights much faster in the earliest stages of development.

Academic

The Company's academic product suite provides a highly scalable portfolio of academic products based on several usage tiers, including associate, research and teaching. Each tier includes various noncommercial products that bundle a broad range of physics and advanced coupled field solver capabilities. The academic product suite provides entry-level tools intended for class demonstrations and hands-on instruction. It includes flexible terms of use and more complex analysis suitable for doctoral and post-doctoral research projects. The Company also provides a special product at no cost to students that is suitable for use away from the classroom and in non-commercial applications.

PRODUCT DEVELOPMENT

The Company makes significant investments in research and development and emphasizes frequent, integrated product releases. The Company's product development strategy centers on ongoing development and innovation of new technologies to increase productivity and to provide engineering simulation solutions that customers can integrate into enterprise-wide product lifecycle management ("PLM") systems. The Company's product development efforts focus on extensions of the full product line with new functional modules, further integration with CAD, electronic CAD ("ECAD"), PLM products and the development of new products. The Company's products run on the most widely used engineering computing platforms and operating systems, including Windows, Linux and most UNIX workstations.

During the year ended December 31, 2016 and in the period from January 1, 2017 until the filing date, the Company completed the following major product development activities and releases:

- In January 2017, the Company announced the release of ANSYS 18.0 with major advancements in the entire product portfolio to create complete and accurate digital prototypes across the major physics areas. ANSYS 18.0 expanded the boundaries of simulation with new developments to enable simulation earlier in the product lifecycle, as well as downstream in the operation phase, using digital twins. A digital twin is a real-time, virtual copy of an actual operating machine that provides insight into individual product performance and maintenance. Additionally, ANSYS 18.0 introduced a new, comprehensive fluids product, which includes full versions of all ANSYS fluids solvers for customers solving the toughest and broadest range of fluid dynamics problems. New technology in the structures product line was delivered to design and optimize products for additive manufacturing methods, and a new automotive embedded software package was introduced for developing advanced driver assistance systems applications.
- In August 2016, ANSYS 17.2 was released with new functionality for antenna design to meet the growing demand of wireless devices and the Internet of Things, as well as enhanced multiphysics coupling for electronics and electric motors. ANSYS 17.2 also included improved links to other tools in the product development lifecycle. The embedded software suite added new interoperability with third-party requirement management tools, and the fluids suite was extended to allow detailed combustion models to be included in third-party 1-D simulation products.
- In May 2016, the Company announced the release of ANSYS 17.1 which featured enhancements to the electronics, semiconductor, structures and fluids product lines. AIM, the Company's immersive, multiphysics user environment, was enhanced to support magnetostatics and coupled magnetic-thermal-structural analysis to rapidly design electromechanical products. Polymer extrusion simulation was also added in AIM. With ANSYS 17.1, structures, electronics and embedded software customers gained access to entry-level system simulation capabilities to analyze how detailed component physics and embedded controls affect overall system design.
- In the second quarter of 2016, the Company announced ANSYS SeaScape™, a unique architecture which provides services for elastic computing, machine learning and big data analytics for engineering simulation applications. With the SeaScape architecture, computation can be easily scaled across commodity hardware to deliver broad and rapid simulation coverage. Additionally, SeaScape provides a high-level programming interface to perform data analytics on large simulation datasets to identify actionable design changes. ANSYS SeaHawk™ is the first new product to take advantage of the new architecture for electronic design automation. ANSYS SeaScape allows designers of advanced system-on-chip designs to assess more electromigration and voltage drop scenarios per day than with traditional architectures and develop a high level of confidence of their design prior to sign-off.
- In January 2016, the Company released ANSYS 17.0. Demonstrable order of magnitude speed-ups were made across fluids, structures and electromagnetic simulation with HPC solutions. Engineering teams can leverage this power from their desktop or Cloud environments. Significant innovation was delivered across all physics domains in ANSYS 17.0 as well as in the area of complete virtual prototyping, allowing for full systems simulations. The ANSYS Workbench platform expanded its integrated interface for customization to cover virtually the entire portfolio as well as third-party solutions, sustaining its leadership as the industry's broadest engineering simulation platform.

The Company's total research and development expenses were \$183.1 million, \$168.8 million and \$165.4 million in 2016, 2015 and 2014, respectively, or 18.5%, 17.9% and 17.7% of total revenue, respectively. As of December 31, 2016, the Company's product development staff consisted of approximately 1,000 employees, most of whom hold advanced degrees and have industry experience in engineering, mathematics, computer science or related disciplines. The Company has traditionally invested significant resources in research and development activities and intends to continue to make investments in expanding the ease of use and capabilities of its broad portfolio of simulation software products. More specifically, this includes the evolution of its ANSYS Workbench platform, expansion of high-performance computing capabilities, ANSYS AIM immersive user interface, offerings on ANSYS Enterprise Cloud™, robust design and ongoing integration of acquired technology.

PRODUCT QUALITY

The Company's employees generally perform product development tasks according to predefined quality plans, procedures and work instructions. Certain technical support tasks are also subject to a quality process. These plans define for each project the methods to be used, the responsibilities of project participants and the quality objectives to be met. The majority of software products are developed under a quality system that is certified to the ISO 9001:2008 standard. The Company establishes quality plans for its products and services, and subjects product designs to multiple levels of testing and verification in accordance with processes established under the Company's quality system.

SALES AND MARKETING

The Company distributes and supports its products through a global network of independent channel partners, as well as through its own direct sales offices. This channel partner network provides the Company with a cost-effective, highly-specialized channel of distribution and technical support. It also enables the Company to draw on business and technical expertise from a global network, provides relative stability to the Company's operations to offset geography-specific economic trends and provides the Company with an opportunity to take advantage of new geographic markets. The Company derived 24.4%, 24.2% and 24.9% of its total revenue through the indirect sales channel for the years ended December 31, 2016, 2015 and 2014, respectively.

The channel partners sell ANSYS products to new customers, expand installations within the existing customer base, offer training and consulting services, and provide the first line of ANSYS technical support. The Company's channel partner certification process helps to ensure that each channel partner has the ongoing capability to adequately represent the Company's expanding product lines and to provide an acceptable level of training, consultation and customer support.

The Company also has a direct sales management organization in place to develop an enterprise-wide, focused sales approach and to implement a worldwide major account strategy. The sales management organization also functions as a focal point for requests to ANSYS from the channel partners and provides additional support in strategic locations through the presence of direct sales offices.

During 2016, the Company continued to invest in its existing domestic and international strategic sales offices. In total, the Company's direct sales organization comprises 1,300 employees who are responsible for the sales, technical support, consulting services, marketing initiatives and administrative activities designed to support the Company's overall revenue growth and expansion strategies.

The Company's products are utilized by organizations ranging in size from small consulting firms to the world's largest industrial companies. No single customer accounted for more than 5% of the Company's revenue in 2016, 2015 or 2014.

Information with respect to foreign and domestic revenue may be found in Note 16 to the consolidated financial statements in Part IV, Item 15 of this Annual Report on Form 10-K and in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report on Form 10-K.

STRATEGIC ALLIANCES AND MARKETING RELATIONSHIPS

The Company has established and continues to pursue strategic alliances with advanced technology suppliers, hardware vendors, specialized application developers, and CAD, ECAD and PLM providers. The Company believes that these relationships facilitate accelerated incorporation of advanced technology into the Company's products, provide access to new customers, expand the Company's sales channels, develop specialized product applications and provide direct integration with leading CAD, electronic design automation ("EDA"), product data management and PLM systems.

The Company has technical and marketing relationships with leading CAD vendors, such as Autodesk, PTC and Siemens Product Lifecycle Management Software, to provide direct links between products. These links facilitate the transfer of electronic data models between the CAD systems and ANSYS products.

The Company also has a relationship with Spatial Corp. to provide the 3-D modeling kernel technology upon which the Company's in-house geometry modeling software solutions are built.

Similarly, the Company maintains marketing and software development relationships with leading EDA software companies, including Cadence Design Systems, Synopsys, Mentor Graphics, Zuken and National Instruments. These relationships support the transfer of data between electronics design and layout software and the ANSYS electronics simulation portfolio.

The Company has established various initiatives with partners to increase customers' engineering productivity by simplifying and increasing the adoption of HPC. For example, the Company has partnered with companies like Fujitsu, HPE and Lenovo, and developed turn-key HPC appliances which are out-of-the-box, plug-and-simulate, externally managed HPC clusters, optimized for ANSYS applications, and pre-configured with ANSYS software and job management software. In addition, the Company joined the OpenHPC community to enable customers to reduce risk and to save time with specifying, deploying and managing HPC systems. In 2015, ANSYS and Cray, working in conjunction with the NCSA and NERSC supercomputing centers, established a new simulation world record by scaling ANSYS Fluent® to 129,000 compute cores.

In the area of cloud computing, the Company has tightened its partnership with Amazon Web Services by providing enterprise customers a reference architecture for end-to-end simulation that can be globally deployed in a virtual private cloud on demand. The Company's open cloud strategy allows it to work with various public cloud providers and cloud hosting partners. Due to

the Company's participation in the AWS Partner Network, the Company was able to work with other partners who had extensive expertise running workloads in the Cloud, such as Cycle Computing and NICE Software, to develop the new ANSYS Enterprise Cloud solution. This solution makes it easy for customers to use the same work flows on-premise and on the Cloud. In addition, the Company strengthened its other cloud-hosting service partnerships by further improving best practices for executing engineering simulation in the Cloud.

The Company's Enhanced Solution Partner Program actively encourages specialized developers of software solutions to use the Company's technology as a development platform for their applications and provides customers with enhanced functionality related to their use of the Company's software. With over 100 active enhanced solution partnerships, spanning a wide range of technologies, including optimization, electronics, mechanical simulation, fluid simulation and CAD, this partner ecosystem extends the depth and breadth of the Company's technology offerings.

The Company has a software license agreement with Livermore Software Technology Corporation ("LSTC") whereby LSTC has provided LS-DYNA® software for explicit dynamics solutions used in applications such as crash test simulations in automotive and other industries. Under this arrangement, LSTC assists in the integration of the LS-DYNA software with the Company's pre- and post-processing capabilities and provides updates and problem resolution in return for royalties from sales of the ANSYS LS-DYNA® combined product.

The Company has a software license agreement with HBM that provides the advanced fatigue capabilities of nCode DesignLife™, a leading durability software from HBM. ANSYS nCode DesignLife™ technology leverages the open architecture of the ANSYS platform and enables mechanical engineers to more easily address complex product life and durability issues before a prototype is built.

The Company has a software license agreement with NICE that targets the emerging paradigm of data-center-based deployment of simulation. EnginFrame from NICE is bundled with ANSYS EKM and facilitates running interactive ANSYS applications on remote data centers.

COMPETITION

The Company believes that the principal factors affecting sales of its software include ease of use, breadth and depth of functionality, flexibility, quality, ease of integration with other software systems, file compatibility across computer platforms, range of supported computer platforms, performance, price and total cost of ownership, customer service and support, company reputation and financial viability, and effectiveness of sales and marketing efforts.

The Company continues to experience competition across all markets for its products and services. 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. The Company's current and possible future competitors also include firms that have or may in the future elect to compete by means of open source licensing. These competitive pressures may result in decreased sales volumes, price reductions and/or increased operating costs, and could result in lower revenues, margins and net income.

PROPRIETARY RIGHTS AND LICENSES

The Company regards its software as proprietary and relies on a combination of trade secret, copyright, patent and trademark laws, license agreements, nondisclosure and other contractual provisions, and technical measures to protect its proprietary rights in its products. The Company distributes its software products under software license agreements that grant customers nonexclusive licenses, which are typically nontransferable, for the use of the Company's products. License agreements for the Company's products are directly between the Company and end users. Use of the licensed software product is restricted to specified sites unless the customer obtains a multi-site license for its use of the software product. Software security measures are also employed to prevent unauthorized use of the Company's software products and the licensed software is subject to terms and conditions prohibiting unauthorized reproduction. Customers may purchase a perpetual license of the technology with the right to annually purchase ongoing maintenance, technical support and upgrades, or may lease the product on a fixed-term basis for a fee that includes the license, maintenance, technical support and upgrades.

The Company licenses its software products utilizing a combination of web-based and hard-copy license terms and forms. For certain software products, the Company primarily relies on "click-wrapped" licenses. The enforceability of these types of agreements under the laws of some jurisdictions is uncertain.

The Company also seeks to protect the source code of its software as a trade secret and as unpublished copyrighted work. The Company has obtained federal trademark registration protection for ANSYS and other marks in the U.S. and foreign countries. Additionally, the Company was awarded numerous patents by the U.S. Patent and Trademark Office, and has a number of

patent applications pending. To the extent the Company does not choose to seek patent protection for its intellectual property, the Company primarily relies on the protection of its source code as a trade secret.

Employees of the Company have signed agreements under which they have agreed not to disclose trade secrets or confidential information. These agreements, where legally permitted, restrict engagement in or connection with any business that is competitive with the Company anywhere in the world while employed by the Company (and, in some cases, for specified periods thereafter) and state that any products or technology created by employees during their term of employment are the property of the Company. In addition, the Company requires all channel partners to enter into agreements not to disclose the Company's trade secrets and other proprietary information.

Despite these precautions, there can be no assurance that misappropriation of the Company's technology and proprietary information (including source code) will be prevented. Further, there can be no assurance that copyright, trademark, patent and trade secret protection will be available for the Company's products in certain jurisdictions, or that restrictions on the ability of employees and channel partners to engage in activities competitive with the Company will be enforceable. Costly and time-consuming litigation could be necessary in the future to enforce the Company's rights to its trade secrets and proprietary information or to enforce its patent rights and copyrights, and it is possible that, in the future, the Company's competitors may be able to obtain the Company's trade secrets or to independently develop similar, unpatented technology.

The software development industry is characterized by rapid technological change. Therefore, the Company believes that factors such as the technological and creative skills of its personnel, new product developments, frequent product enhancements, name recognition and reliable product maintenance are also important to establishing and maintaining technology leadership in addition to the various legal protections of its technology that may be available.

The Company does not believe that any of its products infringe upon the proprietary rights of third parties. There can be no assurance, however, that third parties will not claim such infringement by the Company or its licensors or licensees with respect to current or future products. The Company expects that software suppliers will increasingly be subject to the risk of such claims as the number of products and suppliers continues to expand and the functionality of products continues to increase. Any such claims, with or without merit, could be time consuming, result in costly litigation, cause product release delays or require the Company to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Company.

SEASONAL VARIATIONS

The Company's business has experienced seasonality, including quarterly reductions in software sales resulting from slowdowns of customer activities during the summer months, particularly in Europe, as well as from the seasonal purchasing and budgeting patterns of the Company's global customers. The Company's revenue is typically highest in the fourth quarter.

DEFERRED REVENUE AND BACKLOG

Deferred revenue consists of billings made or payments received in advance of revenue recognition from software license and maintenance agreements. The deferred revenue on the Company's consolidated balance sheets does not represent the total value of annual or multi-year, noncancellable software license and maintenance agreements. The Company's backlog represents installment billings for periods beyond the current quarterly billing cycle and customer orders received but not processed. The Company's deferred revenue and backlog as of December 31, 2016 and 2015 consisted of the following:

<i>(in thousands)</i>	Balance at December 31, 2016		
	Total	Current	Long-Term
Deferred revenue	\$ 415,846	\$ 403,279	\$ 12,567
Backlog	221,994	64,361	157,633
Total	\$ 637,840	\$ 467,640	\$ 170,200

<i>(in thousands)</i>	Balance at December 31, 2015		
	Total	Current	Long-Term
Deferred revenue	\$ 379,740	\$ 364,644	\$ 15,096
Backlog	124,290	47,015	77,275
Total	\$ 504,030	\$ 411,659	\$ 92,371

Revenue associated with deferred revenue and backlog that will be recognized in the subsequent twelve months is classified as current in the table above.

EMPLOYEES

As of December 31, 2016, the Company employed approximately 2,800 people. At that date, there were also contract personnel and co-op students providing ongoing development services and technical support. Certain employees of the Company are subject to collective bargaining agreements and have local work councils.

ACQUISITIONS

The Company makes targeted acquisitions in order to support its long-term strategic direction, accelerate innovation, provide increased capabilities to its existing products, supply new products and services, expand its customer base and enhance its distribution channels.

During the twelve months ended December 31, 2016 and 2015, the Company completed various acquisitions to accelerate the development of new and innovative products to the marketplace while lowering design and engineering costs for customers. The acquisitions were not individually significant. The combined purchase prices of the acquisitions were approximately \$10.3 million and \$49.7 million for the years ended December 31, 2016 and 2015, respectively.

During the year ended December 31, 2014, the combined purchase price for acquisitions was \$104.0 million. These acquisitions are further described in the table below:

Date of Closing	Company	Details
April 30, 2014	SpaceClaim Corporation	SpaceClaim Corporation ("SpaceClaim"), a leading provider of 3-D modeling technology, was acquired for \$85.0 million. SpaceClaim's software provides customers with a powerful and intuitive 3-D direct modeling solution to author new concepts and then leverage the power of simulation to rapidly iterate on these designs to drive innovation.
January 3, 2014	Reaction Design	Reaction Design, a leading developer of chemistry simulation software, was acquired for \$19.1 million. Reaction Design's solutions enable transportation manufacturers and energy companies to rapidly achieve their clean technology goals by automating the analysis of chemical processes via computer simulation and modeling solutions.

For further information on the Company's business combinations, see Note 3 to the consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K.

AVAILABLE INFORMATION

The Company's website is www.ansys.com. The Company also maintains a presence on social media through its blog at www.ansys-blog.com, Facebook page at www.facebook.com/ANSYSInc, Twitter account at twitter.com/ANSYS, YouTube account at www.youtube.com/user/ansysinc and LinkedIn page at www.linkedin.com/company/ansys-inc. The Company makes available on its website, free of charge, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, interactive data files, Current Reports on Form 8-K, reports filed pursuant to Section 16 and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such materials are electronically filed or furnished to the Securities and Exchange Commission ("SEC"). The Company's reports may also be obtained by accessing the EDGAR database of the SEC's website at www.sec.gov. In addition, the Company has posted the charters for its Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, as well as the Company's Code of Business Conduct and Ethics, Standard Business Practices and Corporate Governance Guidelines on its website. Information posted on the Company's website or social media accounts is not incorporated by reference in this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

Information provided by the Company or its spokespersons, including information contained in this Annual Report on Form 10-K, may from time to time contain forward-looking statements concerning projected financial performance, market and industry sector 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.

Global Economic Conditions. The Company's operations and performance depend significantly on foreign and domestic economic conditions. Uncertainty in the macroeconomic environment, as well as geopolitical conditions, have resulted in significant volatility in credit, equity and foreign currency markets. This volatility and the related economic conditions may negatively impact the Company as customers defer spending in response to tighter credit, higher unemployment, financial market volatility, government austerity programs, negative financial news, declining valuations of investments and other factors. In addition, certain of the Company's customers' budgets may be constrained and they may be unable to purchase the Company's products at the same level as they have in prior periods. Customer spending levels may be impacted by decreased government spending in certain countries as concerns continue regarding economic conditions and government debt levels. These conditions may persist or further deteriorate for an extended period of time. As the global economy continues to experience volatility, the Company may be exposed to impairments of certain assets as their values deteriorate.

Tighter credit due to economic conditions may diminish the Company's future borrowing ability. The Company's customers' ability to pay for the Company's products and services may also be impaired, which may lead to an increase in the Company's allowance for doubtful accounts and write-offs of accounts receivable. Since the Company is exposed to the majority of major world markets, uncertainty in any significant market may negatively impact the Company's performance and results, particularly with respect to the Company's largest geographic customer bases. The Company is unable to predict the likely duration and severity of changing economic conditions or the likelihood of additional uncertainty arising in any of the Company's key markets. Should these economic conditions result in the Company not meeting its revenue growth objectives, the Company's operating results, cash flows and financial condition could be adversely affected.

Decline in Customers' Businesses. The Company's sales are based significantly on end-user demand for products in key industrial sectors. Many of these sectors periodically experience economic declines, which may be exacerbated by other economic factors. These factors may also adversely affect the Company's business by extending sales cycles and reducing revenue. These economic factors may cause the Company's customers to reduce the size of their workforce or cut back on operations and may lead to a reduction in renewals of licenses or maintenance contracts with the Company. The Company's customers may request discounts or extended payment terms on new products or seek to extend payment terms on existing contracts, all of which may cause fluctuations in the Company's future operating results. The Company may not be able to adjust its operating expenses to offset such fluctuations because a substantial portion of the Company's operating expenses is related to personnel, facilities and marketing programs. The level of personnel and related expenses may not be able to be adjusted quickly and is based, in significant part, on the Company's expectation for future revenue.

Risks Associated with International Activities. A majority of the Company's business comes from outside the United States and the Company has customers that supply a wide spectrum of goods and services in virtually all of the world's major economic regions. As the Company continues to expand its sales presence in international regions, the portion of its revenue, expenses, cash, accounts receivable and payment obligations denominated in foreign currencies continues to increase. If any of the foreign economies in which the Company does business deteriorate or suffer periods of uncertainty, the Company's business and performance may be negatively impacted through reduced customer spending, changes in purchasing cycles or timing, reduced access to credit for its customers, or other factors impacting the Company's international sales and collections. The Company's results may also be negatively impacted by geopolitical tensions, which may result in increased economic volatility.

As a result of its increasing international activities, the Company has revenue, expenses, cash, accounts receivable and payment obligations denominated in foreign currencies. As a result, the Company is subject to currency exchange risk. The Company's revenues and operating results are adversely affected when the U.S. Dollar strengthens relative to other currencies and are positively affected when the U.S. Dollar weakens. As a result, changes in currency exchange rates will affect the Company's financial position, results of operations and cash flows. In the event that there are economic declines in countries in which the Company conducts transactions, the resulting changes in currency exchange rates may affect the Company's financial position, results of operations and cash flows. The Company is most impacted by movements in and among the Japanese Yen, Euro, British Pound, South Korean Won, Indian Rupee, Canadian Dollar and U.S. Dollar. The Company seeks to reduce currency exchange transaction risks primarily through its normal operating and treasury activities, but there can be no assurance that it will be successful in reducing these risks.

In June 2016, the United Kingdom voted to leave the European Union. The long-term impact of the decision is uncertain. As a result, the Company's business in the United Kingdom and Europe could be adversely impacted due to political and economic instability, fluctuations in currency exchange rates, changes in laws and regulations, and other factors. These risks could negatively impact the Company's financial position, results of operations and cash flows.

In May 2018, a new set of data protection rules will go into effect in the European Union. These rules provide a unified and comprehensive set of requirements for data protection of individuals within the European Union. The Company will be subject to these requirements, which include potentially significant monetary penalties for noncompliance. If the Company fails to comply with the new regulations, its reputation may suffer and its financial position, results of operations and cash flows may be negatively impacted.

Additional risks inherent in the Company's international business activities include imposition of government controls; export license requirements; restrictions on the export of critical technology, products and services; the violation of anti-corruption laws and regulations, which are applicable to the Company, by third parties in countries where such conduct may be permissible or commonplace; political and economic instability; trade restrictions; changes in tariffs and taxes; difficulties in staffing and managing international operations; changes in data privacy regulations; longer accounts receivable payment cycles; and the burdens of complying with a wide variety of foreign laws and regulations. Effective patent, copyright, trademark and trade secret protection may not be available in every foreign country in which the Company sells its products and services. The Company's business, financial position, results of operations and cash flows could be materially, adversely affected by any of these risks.

Sales Forecasts. The Company makes many operational and strategic decisions based upon short- and long-term sales forecasts. The Company's sales personnel continually monitor the status of all proposals, including the estimated closing date and the value of the sale, in order to forecast quarterly sales. These forecasts are subject to significant estimation and are impacted by many external factors, including global economic conditions and the performance of the Company's customers. A variation in actual sales activity from that forecasted could cause the Company to plan or budget incorrectly and, therefore, could adversely affect the Company's business, financial position, results of operations and cash flows. The Company's management team forecasts macroeconomic trends and developments, and integrates them through long-range planning into budgets, research and development strategies and a wide variety of general management duties. Global economic conditions, and the effect those conditions and other disruptions in global markets have on the Company's customers, may have a significant impact on the accuracy of the Company's sales forecasts. These conditions may increase the likelihood or the magnitude of variations between actual sales activity and the Company's sales forecasts and, as a result, the Company's performance may be hindered because of a failure to properly match corporate strategy with economic conditions. This, in turn, may adversely affect the Company's business, financial position, results of operations and cash flows.

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. 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 financial markets or 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 Errors. The Company operates in an industry generally characterized by rapidly changing technology and frequent new product introductions, which 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, products acquired in acquisitions and new products to meet those changes. If the Company is unable to introduce new products and to respond quickly to industry changes, its business, financial position, results of operations and cash flows 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 the new products will adequately address the changing needs of the marketplace or that the Company will successfully manage the transition from existing products. Software products as complex as those offered by the Company may contain undetected errors 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 the frequency of its product releases. There can be no assurance that errors will not be found in any new or enhanced products after the commencement of commercial shipments. Certain products require a higher level of sales and support expertise. Failure of the Company's sales channel, particularly the indirect channel, to obtain this expertise and to sell the new product offerings effectively could have an adverse impact on the Company's sales in future periods. Any of these problems may result in the loss of or delay in customer acceptance, diversion of development resources, damage to the Company's reputation, or increased service and warranty costs, any of which could have a material adverse effect on the Company's business, financial position, results of operations and cash flows.

Product Quality. The Company has separate quality systems and registrations under the ISO 9001:2008 standard, in addition to other governmental and industrial regulations. The Company's continued compliance with quality standards and favorable outcomes in periodic examinations is important to retain current customers and vital to procure new sales. If the Company was determined not to be compliant with various regulatory or ISO 9001/9000 standards, its certificates of registration could be suspended, requiring remedial action and a time-consuming re-registration process. Product quality issues or failures could result in the Company's reputation becoming diminished, resulting in a material adverse impact on revenue, operating margins, net income, financial position and cash flows.

Competition. The Company continues to experience competition across all markets for its products and services. 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. The Company's current and possible future competitors also include firms that have competed or may in the future elect to compete by means of open source licensing. Parties among the Company's current or future strategic alliances may diminish or sever technical, software development and marketing relationships with the Company for competitive purposes. These competitive pressures may result in decreased sales volumes, price reductions and/or increased operating costs, and could result in lower revenues, margins and net income.

Changes in the Company's Pricing Models. The intense competition the Company faces in the sales of its products and services, and general economic and business conditions, can put pressure on the Company to adjust its prices. If the Company's competitors offer deep discounts on certain products or services, or develop products that the marketplace considers more valuable, the Company may need to lower prices or offer discounts or other favorable terms in order to compete successfully. Any such changes may reduce operating margins and could adversely affect operating results. The Company's maintenance products, which include software license updates and product support fees, are generally priced as a percentage of its new software license fees. The Company's competitors may offer lower percentage pricing on product updates and support that could put pressure on the Company to further discount its new license or product support prices.

Any broad-based change to the Company's prices and pricing policies could cause new software license and service revenues to decline or be delayed as its sales force implements and its customers adjust to the new pricing policies. Some of the Company's competitors may bundle software products for promotional purposes or as a long-term pricing strategy or provide guarantees of prices, product implementations or wider geographical license usage provisions. These practices could, over time, significantly constrain the prices that the Company can charge for certain products. If the Company does not adapt its pricing models to reflect changes in customer use of its products or changes in customer demand, the Company's new software license revenues could decrease. Additionally, increased distribution of applications through application service providers, including software-as-a-service providers, may reduce the average price for the Company's products or adversely affect other sales of the Company's products, reducing new software license revenues unless the Company can offset price reductions with volume increases. The increase in open source software distribution may also cause the Company to adjust its pricing models.

Dependence on Senior Management and Key Technical Personnel. The Company's success depends upon the continued services of the Company's senior executives, key technical employees and other employees. Each of the Company's executive officers, key technical personnel and other employees could terminate his or her relationship with the Company at any time. The loss of any of the Company's senior executives might significantly delay or prevent the achievement of the Company's business objectives and could materially harm the Company's business and customer relationships.

In addition, because of the highly technical nature of the Company's products, the Company must attract and retain highly skilled engineering and development personnel, many of whom are recruited from outside of the United States. The market for this talent is highly competitive. The Company is limited in its ability to recruit internationally by restrictive domestic immigration laws. If the immigration laws become stricter or if the Company has less success in recruiting and retaining key personnel, the Company's business, reputation and operating results could be materially and adversely affected.

Dependence on Proprietary Technology. The Company's success is highly dependent upon its proprietary technology. The Company generally relies on contracts and the laws of copyrights, patents, trademarks and trade secrets to protect its technology. The Company maintains a trade secrets program, enters into confidentiality agreements with its employees and channel partners, 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. Costly and time-consuming litigation could be necessary to enforce and determine the scope of trade secret rights and related confidentiality and nondisclosure provisions. 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.

Risks Associated with Security of the Company's Products, Source Code and IT Systems. The Company makes significant efforts to maintain and improve the security and integrity of its products, source code, computer systems and data. Despite significant efforts to create security barriers to such programs, it is virtually impossible for the Company to entirely mitigate this risk. There appears to be an increasing number of computer “hackers” developing and deploying a variety of destructive software programs (such as viruses, worms and the like) that could attack the Company's products and computer systems. Because the techniques used to obtain unauthorized access to networks or to sabotage systems change frequently and generally are not recognized until launched against a target, the Company may be unable to anticipate these techniques or to implement adequate preventative measures. Like all software products, the Company's software is vulnerable to such attacks. The impact of such an attack could disrupt the proper functioning of the Company's software products, cause errors in the output of its customers' work, allow unauthorized access to sensitive, proprietary or confidential information of the Company or its customers and result in other destructive outcomes. If this were to occur, the Company's reputation may suffer, customers may stop buying products, the Company could face lawsuits and potential liability, and the Company's financial performance could be negatively impacted.

There is also a danger of industrial espionage, cyber-attacks, misuse, theft of information or assets (including source code), or damage to assets by people who have gained unauthorized access to the Company's facilities, systems or information. Such cybersecurity breaches, misuse or other disruptions could lead to the disclosure of portions of the Company's product source code or other confidential information, improper usage and distribution of the Company's products without compensation, illegal usage of the Company's products which could jeopardize the security of information stored in and transmitted through its computer systems, and theft, manipulation and destruction of private and proprietary data, resulting in defective products and production downtimes. Although the Company actively employs measures to combat unlicensed copying, access and use of software and intellectual property through a variety of techniques, preventing unauthorized use or infringement of the Company's rights is inherently difficult. These events could adversely affect the Company's financial results or could result in significant claims for damages against it. Participating in lawsuits to protect against any such unauthorized access to, usage of or disclosure of any of the Company's products or any portion of the Company's product source code, or in prosecutions in connection with any such cybersecurity breach, could be costly and time-consuming, and may divert management's attention and adversely affect the market's perception of the Company and its products.

Policing the unauthorized distribution and use of the Company's products is difficult, and software piracy (including online piracy) is a persistent problem. The proliferation of technology designed to circumvent typical software protection measures used in the Company's products, and the possibility of methods that circumvent the techniques it employs in its products, may lead to an expansion in piracy or misuse of its products and intellectual property. As a result, and despite the Company's efforts to prevent such activities and to prosecute instances of such activities, the Company may nonetheless lose significant revenue due to illegal use of its software, and management's attention may be diverted to address specific instances of piracy or misuse, or to address piracy and misuse in general.

A number of the Company's core processes, such as software development, sales and marketing, customer service and financial transactions, rely on its IT infrastructure and applications. The Company also relies upon third-party products, which are exposed to various security vulnerabilities. Malicious software, sabotage and other cybersecurity breaches of the types discussed above could cause an outage of the Company's infrastructure, which could lead to a substantial denial of service and ultimately to production downtime, recovery costs and customer claims. This could have a significant negative impact on the Company's business, financial position, profit and cash flows.

The Company has implemented a number of measures designed to ensure the security of its information, IT resources and other assets. Nonetheless, unauthorized users could gain access to its systems through cyber-attacks and steal, use without authorization, and sabotage the Company's intellectual property and confidential data. Any breach of its IT security, misuse or theft could lead to loss of production, recovery costs or litigation brought by employees, customers or business partners, which could have a significant negative impact on the Company's business, financial position, profit, cash flows and reputation.

Implementation of IT Systems. The Company is currently implementing a new Customer Relationship Management (CRM) system and moving the billing and revenue recognition processes from the Company's existing ERP accounting system to an application of the new CRM system. While these systems, along with the re-design of the processes described above, are anticipated to simplify the sales and order processing efforts and to enhance customer service and aid in the application of the new revenue accounting standard, there is a risk that the project will not achieve the anticipated benefits or that the benefits will not be achieved as quickly as anticipated. The project implementation timeline and scope may change and become longer and broader as new facets of the design and implementation efforts are undertaken. This may take the attention of key operational management away from other aspects of the business, including the integration of acquisitions, and also result in increased consulting and software costs. These factors may have a significant negative impact on the Company's business, financial position, profit, cash flows and reputation.

Dependence on Channel Partners. The Company continues to distribute a meaningful portion of its products through its global network of independent, regional channel partners. The channel partners sell the Company's software products to new and existing customers, expand installations within the existing customer base, offer consulting services and provide the first line of technical support. Consequently, in certain geographies, the Company is highly dependent upon the efforts of the channel partners. Difficulties in ongoing relationships with channel partners, such as 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 channel partner for any reason, including a channel partner's decision to sell competing products rather than the Company's products, could have a material adverse effect on the Company. Moreover, the Company's future success will depend substantially on the ability and willingness of its channel partners to continue to dedicate the resources necessary to promote the Company's portfolio of products and to support a larger installed base of the Company's products. If the channel partners are unable or unwilling to do so, the Company may be unable to sustain revenue growth.

The Company has been increasing its number of channel partners, particularly in international locations. The business relationships with these channel partners are recently established and could result in additional compliance burdens for the Company. These partners also have a less-established payment history with the Company and revenue from these partners could come with a higher rate of bad debt expense.

During times of significant fluctuations in world currencies, certain channel partners may have solvency issues to the extent that effective hedge transactions are not employed or there is not sufficient working capital. In particular, if the U.S. Dollar strengthens relative to other currencies, certain channel partners who pay the Company in U.S. Dollars may have trouble paying the Company on time or may have trouble distributing the Company's products due to the impact of the currency exchange fluctuation on such channel partner's cash flows. This may impact the Company's ability to distribute its products into certain regions and markets, and may have an adverse effect on the Company's results of operations and cash flows.

Reliance on Perpetual Licenses. Although the Company has historically maintained stable recurring revenue from the sale of software lease licenses and software maintenance subscriptions, it also has relied on sales of perpetual licenses that involve the payment of a single, up-front fee. Historically, these licenses have been more typical in the computer software industry and remain as the preferred licensing approach in certain markets. While revenue generated from software lease licenses and software maintenance subscriptions currently represents a portion of the Company's revenue, to the extent that perpetual license revenue continues to represent a significant percentage of total revenue, the Company's revenue in any period will depend significantly on sales completed during that period. If customer purchasing patterns shift toward a stronger preference for lease licenses and fewer perpetual licenses, as the Company has recently experienced, there could be a short-term, adverse impact on the Company's revenue and profitability.

Renewal Rates for Annual Lease and Maintenance Contracts. A substantial portion of the Company's license and maintenance revenue is derived from annual lease and maintenance contracts. These contracts are generally renewed on an annual basis and typically have a high rate of customer renewal. In addition to the recurring revenue base associated with these contracts, a majority of customers purchasing new perpetual licenses also purchase related annual maintenance contracts. If the rate of renewal for these contracts is adversely affected by economic or other factors, the Company's license and maintenance growth will be adversely affected over the term that the revenue for those contracts would have otherwise been recognized. As a result, the Company's business, financial position, results of operations and cash flows may also be adversely impacted during those periods.

Risks Associated with Acquisitions. Historically, the Company has consummated acquisitions in order to support the Company's long-term strategic direction, accelerate innovation, provide increased capabilities to existing products, supply new products and services, expand its customer base and enhance its distribution channels. The Company has completed a number of acquisitions in recent years and expects to make additional acquisitions in the future, but may not be able to identify suitable acquisition candidates or, if suitable candidates are identified, the Company may not be able to complete the business combination on commercially acceptable terms. The process of exploring and pursuing acquisition opportunities may result in devotion of significant management and financial resources.

Even if the Company is able to consummate acquisitions that it believes will be successful, such transactions present many risks including, among others, difficulty in integrating the management teams, strategies, cultures and operations of the companies; failing to achieve anticipated synergies and revenue increases; difficulty incorporating and integrating the acquired technologies or products with the Company's existing product lines; difficulty in coordinating, establishing or expanding sales, distribution and marketing functions, as necessary; difficulty in training the global sales team to sell the acquired products; failure to develop new products and services that utilize the technologies and resources of the companies; disruption of the Company's ongoing business and diversion of management's attention to transition or integration issues; unanticipated and unknown liabilities; the loss of key employees, customers, partners and channel partners of the Company or of the acquired

company, resulting in the loss of key information, expertise or know-how, and unanticipated additional recruitment and training costs; and difficulties implementing and maintaining sufficient controls, policies and procedures over the systems, products and processes of the acquired company. If the Company does not achieve the anticipated benefits of its acquisitions as rapidly or to the extent anticipated by the Company's management and financial or industry analysts, there could be a material adverse effect on the Company's stock price, business, financial position, results of operations and cash flows.

In addition, for companies acquired, limited experience will exist for several quarters following the acquisition relating to how the acquired company's sales pipelines will convert into sales or revenues, and the conversion rate post-acquisition may be quite different than the historical conversion rate. Because a substantial portion of the Company's sales are completed in the latter part of a quarter, and its cost structure is largely fixed in the short-term, revenue shortfalls may have a negative impact on the Company's profitability. A delay in a small number of large, new software license transactions could cause the Company's quarterly software license revenues to fall significantly short of its predictions.

The Company may periodically be involved in business combinations with enterprises that are developmental in nature. While these entities have leading-edge technology, they may not have developed direct or indirect distribution channels and may not have software revenues which cover the ongoing expenses. Therefore, the Company may have a decrease in operating margin and profitability while these types of acquisitions are integrated and the distribution channel incorporates the new product offerings.

Disruption of Operations or Infrastructure Failures. A significant portion of the Company's software development personnel, source code and computer equipment is located at operating facilities in the United States, Canada, India, Japan and throughout Europe. The occurrence of a natural disaster or other unforeseen catastrophe at any of these facilities could cause interruptions in the Company's operations, services and product development activities. Additionally, if the Company experiences problems that impair its business infrastructure, such as a computer virus, telephone system failure or an intentional disruption of its information technology systems by a third party, these interruptions could have a material adverse effect on the Company's business, financial position, results of operations, cash flows and the ability to meet financial reporting deadlines. Further, because the Company's sales are not generally linear during any quarterly period, the potential adverse effects resulting from any of the events described above or any other disruption of the Company's business could be accentuated if it occurs close to the end of a fiscal quarter.

Risks Associated with Significant Sales to Existing Customers. A significant portion of the Company's sales includes follow-on sales to existing customers that invest in the Company's broad suite of engineering simulation software and services. If a significant number of current customers were to become dissatisfied with the Company's products and services, or choose to license or utilize competitive offerings, the Company's follow-on sales, and recurring lease and maintenance revenues, could be materially, adversely impacted, resulting in reduced revenue, operating margins, net income and cash flows.

Industry Consolidation. Consolidation in industries that utilize the Company's software may result in combined workforces where economies of scale and synergies are achieved, and fewer ANSYS software licenses are required. Consolidation may also result in the newly combined/surviving entity wanting the most favorable pricing from the former contracts and expecting larger volume discounts on future purchases. If a customer is acquired by an entity that does not utilize ANSYS in favor of a competing product, the Company may not have future orders from the enterprise. Further, consolidation of the Company's competitors may result in synergies that allow those competitors to benefit from broader sales channels and increased access to capital. Any of these impacts could adversely affect the Company's business, financial position, results of operations and cash flows.

Periodic Reorganization of Sales Force. The Company relies heavily on its direct sales force. From time to time, the Company reorganizes and makes adjustments to its sales leadership and/or its sales force in response to such factors as management changes, performance issues, market opportunities and other considerations. These changes may result in a temporary lack of sales production and may adversely impact revenue in future quarters. There can be no assurance that the Company will not restructure its sales force in future periods or that the transition issues associated with such a restructuring will not occur.

Income Tax Estimates. The Company makes significant estimates in determining its worldwide income tax provision. These estimates involve complex tax regulations in a number of jurisdictions across the Company's global operations and are subject to many transactions and calculations in which the ultimate tax outcome is uncertain. The final outcome of tax matters could be different than the estimates reflected in the historical income tax provision and related accruals. Such differences could have a material impact on income tax expense and net income in the periods in which such determinations are made.

The amount of income tax paid by the Company is subject to ongoing audits by federal, state and foreign tax authorities. These audits can result in additional assessments, including interest and penalties. The Company's estimate for liabilities associated with uncertain tax positions is highly judgmental and actual future outcomes may result in favorable or unfavorable adjustments to the Company's estimated tax liabilities, including estimates for uncertain tax positions, in the period the

assessments are made or resolved, audits are closed or when statutes of limitation on potential assessments expire. As a result, the Company's effective tax rate may fluctuate significantly on a quarterly or annual basis.

The Company allocates a portion of its purchase price to goodwill and intangible assets. Impairment charges associated with goodwill are generally not tax-deductible and will result in an increased effective income tax rate in the period the impairment is recorded. The Company has recorded significant deferred tax liabilities related to acquired intangible assets that are not deductible for tax purposes. These deferred tax liabilities are based on future statutory tax rates in the locations in which the intangible assets are recorded. Any future changes in statutory tax rates would be recorded as an adjustment to the deferred tax liabilities in the period the change is announced, and could have a material impact on the Company's effective tax rate during that period.

Regulatory Compliance. Like all other public companies, the Company is subject to the rules and regulations of the SEC, including those that require the Company to report on and receive an attestation from its independent registered public accounting firm regarding the Company's internal control over financial reporting. Compliance with these requirements causes the Company to incur additional expenses and causes management to divert time from the day-to-day operations of the Company. While the Company anticipates being able to fully comply with these requirements, if it is not able to comply with the reporting or attestation requirements relating to internal control over financial reporting, the Company may be subject to sanctions by the SEC or NASDAQ. Such sanctions could divert the attention of the Company's management from implementing its business plan and could have an adverse effect on the Company's business and results of operations.

As the Company's stock is listed on the NASDAQ Global Select Market, the Company is subject to the ongoing financial and corporate governance requirements of NASDAQ. While the Company anticipates being able to fully comply with these requirements, if it is not able to comply, the Company's name may be published on NASDAQ's daily Non-Compliant Companies list until NASDAQ determines that it has regained compliance or the Company no longer trades on NASDAQ. If the Company were unable to return to compliance with the governance requirements of NASDAQ, the Company may be delisted from the NASDAQ Global Select Market, which could have an adverse effect on the market value of the Company's equity securities and the ability to raise additional capital.

Governmental Revenue Sources. The Company's sales to the United States government must comply with Federal Acquisition Regulations. Failure to comply with these regulations could result in penalties being assessed against the Company or an order preventing the Company from making future sales to the United States government. Further, the Company's international activities must comply with the export control laws of the United States and other countries, the Foreign Corrupt Practices Act, the United Kingdom Bribery Act of 2010 and a variety of other laws and regulations of the United States and other countries in which the Company operates. Failure to comply with any of these laws and regulations could adversely affect the Company's business, financial position, results of operations and cash flows.

In certain circumstances, the United States government, state and local governments and their respective agencies, and certain foreign governments may have the right to terminate contractual arrangements at any time, without cause. The United States, European Union and certain other government contracts, as well as the Company's state and local level contracts, are subject to the approval of appropriations or funding authorizations. Certain of these contracts permit the imposition of various civil and criminal penalties and administrative sanctions, including, but not limited to, termination of contracts, refund of a portion of fees received, forfeiture of profits, suspension of payments, fines and suspensions or debarment from future government business, any of which could have an adverse effect on the Company's results of operations and cash flows.

Contingencies. The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including commercial disputes, labor and employment matters, tax audits, alleged infringement of intellectual property rights and other matters. Each of these matters is subject to various uncertainties, and it is possible that an unfavorable resolution of one or more of these matters could materially affect the Company's results of operations, cash flows and financial position.

Changes in Existing Financial Accounting Standards. Changes in existing accounting rules or practices, new accounting pronouncements, or varying interpretations of current accounting pronouncements could have a significant adverse effect on the Company's results of operations or the manner in which the Company conducts its business.

In addition, the Company could incur significant costs for changes to its business systems, processes and internal controls as a result of the transition. These costs could have a significant adverse impact on the Company's results of operations and cash flows. The transition could also cause management to divert time from the day-to-day operations of the Company, which could impact the Company's business. If the Company is unable to successfully transition its business systems, processes and internal controls before the guidance effective date, it could impact the ability to meet financial reporting deadlines. For further information on the impact of recently issued accounting guidance on the Company, see Note 2 to the consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K.

Of particular importance to the Company's business, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, effective for annual periods beginning after December 15, 2017, which supersedes most current revenue recognition guidance, including industry-specific guidance. This update is expected to affect the timing and amounts of revenue recognized, which could have an adverse impact on the Company's revenue and results of operations. The Company could also incur significant costs for implementing the new guidance, including costs to change internal controls, systems, processes and customer contracts. Efforts to implement the guidance by the effective date could divert management's attention from other aspects of the business, which could have a significant adverse impact on the Company's results of operations, cash flows and financial position.

Changes in Tax Law. The Company's operations are subject to income and transaction taxes in the United States and in multiple foreign jurisdictions. A change in the tax law in the jurisdictions in which the Company does business, including an increase in tax rates, an adverse change in the treatment of an item of income or expense, or a decrease in tax rates in a jurisdiction in which the Company has significant deferred tax assets, could result in a material increase in tax expense. Currently, a substantial portion of the Company's revenue is generated from customers located outside the United States, and a substantial portion of assets are located outside the United States. United States income taxes and foreign withholding taxes have not been provided on undistributed earnings for non-United States subsidiaries to the extent such earnings are considered to be indefinitely reinvested in the operations of those subsidiaries. Changes in existing taxation rules or practices, new taxation rules, or varying interpretations of current taxation practices could have a material adverse effect on the Company's results of operations or the manner in which the Company conducts its business.

The Company has significant operations in India. There have been court rulings concerning certain Indian tax laws that have been inconsistent with tax positions taken by the Company and inconsistent with the advice provided to the Company by its tax advisors.

An Indian subsidiary of the Company has several service tax audits pending that have resulted in formal inquiries being received on transactions through mid-2012. The Company could incur tax charges and related liabilities, including those related to the service tax audit case, of approximately \$7 million. The service tax issues raised in the Company's notices and inquiries are very similar to the case, *M/s Microsoft Corporation (I) (P) Ltd. Vs Commissioner of Service Tax, New Delhi*, wherein the Delhi Customs, Excise and Service Tax Appellate Tribunal (CESTAT) has passed a favorable ruling to Microsoft. The Company can provide no assurances on whether the Microsoft case's favorable ruling will be challenged in higher courts or on the impact that the present Microsoft case's decision will have on the Company's cases. The Company is uncertain as to when these service tax matters will be concluded.

Other court cases are pending in India that could have a material impact on the Company's financial position, results of operations and cash flows if the ultimate outcome of those cases is similarly inconsistent with tax positions taken by the Company.

A French subsidiary of the Company received notice that the French taxing authority rejected the Company's 2012 research and development credit. The Company has contested the decision. However, if the Company does not receive a favorable outcome, it could incur charges of approximately \$0.8 million. In addition, an unfavorable outcome could result in the authorities reviewing or rejecting \$3.8 million of similar research and development credits for 2013 through the current year that are currently reflected as an asset. The Company can provide no assurances on the timing or outcome of this matter.

ITEM 1B. UNRESOLVED STAFF COMMENTS

The Company has received no written comments regarding our periodic or current reports from the staff of the SEC that were issued 180 days or more preceding the end of our fiscal year 2016 and that remain unresolved.

ITEM 2. PROPERTIES

The Company's executive offices and those related to certain domestic product development, marketing, production and administration are located in a 186,000 square foot office facility in Canonsburg, Pennsylvania. The lease for this facility was effective as of September 14, 2012. The term of the lease is 183 months, beginning on October 1, 2014.

The Company owns: a 65,000 square foot office facility in Lebanon, New Hampshire; a 62,000 square foot office building near its current Canonsburg headquarters; and a 59,000 square foot facility in Pune, India.

The Company and its subsidiaries also lease office space in various locations throughout the world. The Company owns substantially all equipment used in its facilities. Management believes that, in most geographic locations, its facilities allow for sufficient space to support present and future foreseeable needs, including such expansion and growth as the business may require. In other geographic locations, the Company expects that it will be required to expand capacity beyond that which it currently owns or leases.

The Company's properties and equipment are in good operating condition and are adequate for the Company's current needs. The Company does not anticipate difficulty in renewing existing leases as they expire or in finding alternative facilities.

ITEM 3. LEGAL PROCEEDINGS

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including commercial disputes, labor and employment matters, tax audits, alleged infringement of intellectual property rights and other matters. In the opinion of the Company, the resolution of pending matters is not expected to have a material adverse effect on the Company's consolidated results of operations, cash flows or financial position. However, each of these matters is subject to various uncertainties and it is possible that an unfavorable resolution of one or more of these proceedings could, in the future, materially affect the Company's results of operations, cash flows or financial position.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The Company's common stock trades on the NASDAQ Global Select Market tier of the NASDAQ Stock Market under the symbol: "ANSS". The following table sets forth the low and high sale prices of the Company's common stock in each of the Company's last eight fiscal quarters:

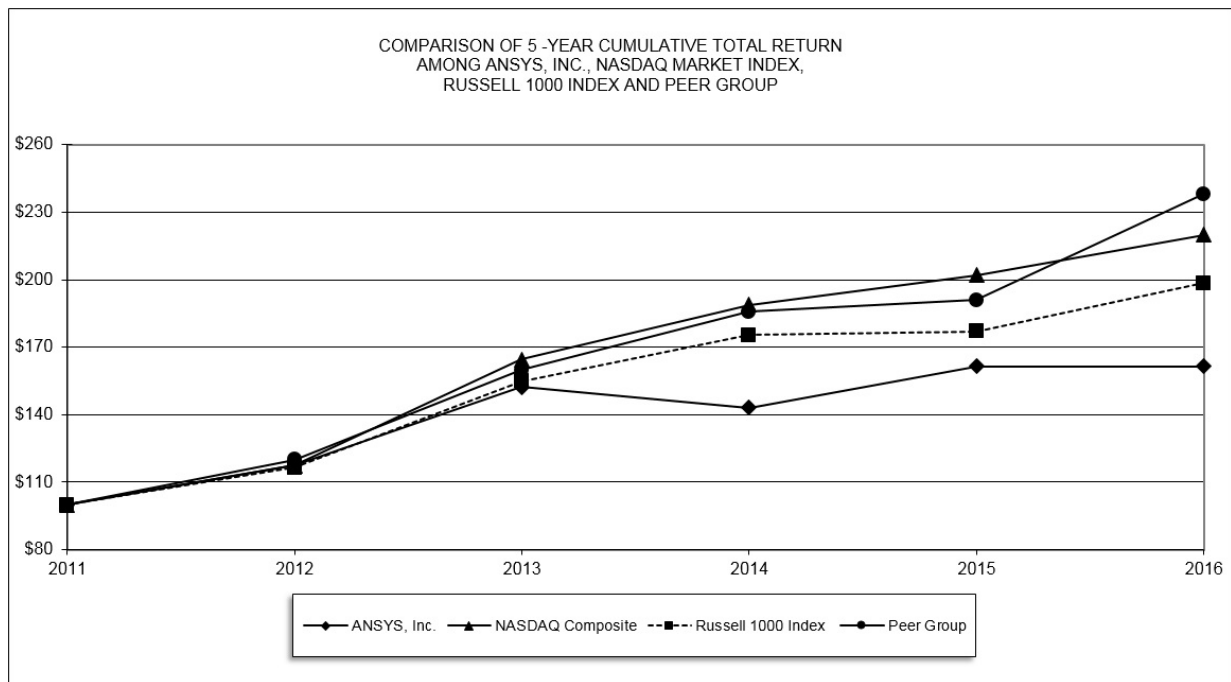
	Fiscal Quarter Ended 2016		Fiscal Quarter Ended 2015	
	Low Sale Price	High Sale Price	Low Sale Price	High Sale Price
December 31	\$ 82.28	\$ 96.21	\$ 85.33	\$ 98.39
September 30	\$ 88.30	\$ 98.99	\$ 84.90	\$ 97.59
June 30	\$ 81.41	\$ 92.48	\$ 84.09	\$ 92.46
March 31	\$ 80.51	\$ 91.62	\$ 78.76	\$ 88.96

On February 14, 2017, there were 151 stockholders of record and 63,151 beneficial holders of the Company's common stock.

The Company has not paid cash dividends on its common stock as it has retained earnings primarily for acquisitions, for future business opportunities and to repurchase stock when authorized by the Board of Directors and when such repurchase meets the Company's objectives. The Company reviews its policy with respect to the payment of dividends from time to time; however, there can be no assurance that any dividends will be paid in the future.

Performance Graph

Set forth below is a line graph comparing the yearly percentage change in the cumulative total stockholder return on the Company's common stock, based on the market price of the Company's common stock, with the total return of companies included within the Russell 1000 Index, the NASDAQ Composite Stock Market Index and an industry peer group of four companies (Autodesk, Inc., PTC Inc., Cadence Design Systems, Inc. and Synopsys, Inc.) selected by the Company pursuant to Item 201(e) of Regulation S-K, for the period commencing January 1, 2012 and ending December 31, 2016. The calculation of total cumulative returns assumes a \$100 investment in the Company's common stock, the Russell 1000 Index, the NASDAQ Composite Stock Market Index and the peer group on January 1, 2012, and the reinvestment of all dividends, and accounts for all stock splits. The historical information set forth below is not necessarily indicative of future performance.



ASSUMES \$100 INVESTED ON JANUARY 1, 2012

ASSUMES DIVIDENDS REINVESTED

FIVE FISCAL YEARS ENDING DECEMBER 31, 2016

Equity Compensation Plan Information as of December 31, 2016

Plan Category	(a)	(b)	(c)
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
Equity Compensation Plans Approved by Security Holders			
1996 Stock Option and Grant Plan	2,900,006	\$ 58.54	10,134,170 ⁽³⁾
Ansoft Corporation 2006 Stock Incentive Plan	150,675	\$ 35.77	—
Apache Design Solutions, Inc. 2001 Stock/Option Issuance Plan	71,229	\$ 19.27	—
SpaceClaim Corporation 2005 Stock Incentive Plan	7,698	\$ 23.75	—
Gear Design Solutions, Inc. Stock Incentive Plan	6,328	\$ 12.26	—
1996 Employee Stock Purchase Plan	(1)	(2)	350,772
Equity Compensation Plans Not Approved by Security Holders			
None			
Total	3,135,936		10,484,942

(1) The number of shares issuable with respect to the current offering period is not determinable until the end of the period.

(2) The per share purchase price of shares issuable with respect to the current offering period is not determinable until the end of the period.

(3) The number of securities remaining available for future issuance assumes attainment of 100% for awards with a performance condition or a market condition.

Unregistered Sale of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under Plans or Programs ⁽¹⁾
October 1 - October 31, 2016	—	\$ —	—	2,300,000
November 1 - November 30, 2016	640,331	\$ 92.62	640,331	1,659,669
December 1 - December 31, 2016	359,669	\$ 93.80	359,669	1,300,000
Total	1,000,000	\$ 93.05	1,000,000	1,300,000

⁽¹⁾ The Company initially announced its stock repurchase program in February 2000, and subsequently announced various amendments to the program. The most recent amendment to the program, authorizing the repurchase of up to 5,000,000 shares, was approved by the Company's Board of Directors in February 2017. There is no expiration date to this amendment.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected financial data as of and for the year ended December 31 for each of the last five years. This selected financial data should be read in conjunction with the consolidated financial statements and related notes included in Part IV, Item 15 of this Annual Report on Form 10-K.

<i>(in thousands, except per share data)</i>	Year Ended December 31,				
	2016	2015	2014	2013	2012
Total revenue	\$ 988,465	\$ 942,753	\$ 936,021	\$ 861,260	\$ 798,018
Operating income	376,242	353,679	347,450	321,863	294,253
Net income	265,636	252,521	254,690	245,327	203,483
Earnings per share – basic	\$ 3.05	\$ 2.82	\$ 2.77	\$ 2.65	\$ 2.20
Weighted average shares – basic	87,227	89,561	92,067	92,691	92,622
Earnings per share – diluted	\$ 2.99	\$ 2.76	\$ 2.70	\$ 2.58	\$ 2.14
Weighted average shares – diluted	88,969	91,502	94,194	95,139	94,954
Total assets	\$ 2,800,526	\$ 2,729,904	\$ 2,752,879	\$ 2,702,097	\$ 2,589,641
Working capital	630,301	592,280	617,240	601,183	414,043
Long-term liabilities	53,021	51,331	70,303	125,469	173,372
Stockholders' equity	2,208,405	2,194,427	2,217,501	2,136,246	1,940,291
Cash provided by operating activities	356,827	367,523	385,307	332,983	298,415

In the table above, the comparability of information among the years presented is impacted by the Company's acquisitions. The operating results of the Company's acquisitions have been included in the results of operations since their respective acquisition dates. For further information, see the "Acquisitions" section of Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 and Note 3 to the consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Overview**

The Company's GAAP results for the year ended December 31, 2016 reflect growth in revenue of 4.8%, operating income of 6.4% and diluted earnings per share of 8.3% as compared to the year ended December 31, 2015. The Company experienced higher revenue in 2016 due to growth in lease license and maintenance revenue, partially offset by decreased perpetual license revenue. The Company also experienced increased operating expenses primarily due to increased personnel costs. Reductions in amortization expense partially offset these cost increases.

The Company's non-GAAP results for the year ended December 31, 2016 reflect growth in revenue of 4.7%, operating income of 3.6% and diluted earnings per share of 6.1% as compared to the year ended December 31, 2015. The non-GAAP results exclude the income statement effects of the acquisition accounting adjustment to deferred revenue, stock-based compensation, acquisition-related amortization of intangible assets, restructuring charges and transaction costs related to business combinations. For further disclosure regarding non-GAAP results, see the section titled "Non-GAAP Results" preceding the section titled "Liquidity and Capital Resources".

The Company incurred \$3.4 million in restructuring charges, or \$2.4 million net of tax, during the year ended December 31, 2016. The Company expects to incur additional charges of \$10 million - \$15 million, or \$7 million - \$10 million net of tax, primarily during the first quarter of 2017. These charges are excluded from the Company's non-GAAP results.

The Company's comparative financial results were impacted by fluctuations in the U.S. Dollar during the year ended December 31, 2016 as compared to the year ended December 31, 2015. The impacts on the Company's revenue and operating income due to currency fluctuations are reflected in the table below.

The amounts in the table represent the difference between the actual 2016 results and the same results calculated at the 2015 exchange rates. Amounts in brackets indicate a net adverse impact from currency fluctuations.

<i>(in thousands)</i>	Twelve Months Ended December 31, 2016	
	GAAP	Non-GAAP
Revenue	\$ (2,247)	\$ (2,247)
Operating income	\$ 923	\$ 1,016

In constant currency⁽¹⁾, the Company's growth rates were as follows:

	Twelve Months Ended December 31, 2016	
	GAAP	Non-GAAP
Revenue	5.1%	4.9%
Operating income	6.1%	3.3%

⁽¹⁾ Constant currency amounts exclude the effect of foreign currency fluctuations on the reported results. To present this information, the results for 2016 for entities whose functional currency is a currency other than the U.S. Dollar were converted to U.S. Dollars at rates that were in effect for 2015, rather than the actual exchange rates in effect for 2016.

The Company's financial position includes \$822.9 million in cash and short-term investments, and working capital of \$630.3 million as of December 31, 2016.

During the year ended December 31, 2016, the Company repurchased 3.7 million shares for \$336.3 million at an average price of \$90.90 per share under the Company's stock repurchase program.

Business

On August 29, 2016, the Board of Directors (the "Board") of the Company appointed Dr. Ajei S. Gopal, a member of the Board, as President and Chief Operating Officer of the Company, effective as of such date. In addition, effective as of January 1, 2017, Dr. Gopal assumed the role of Chief Executive Officer of the Company and Mr. James E. Cashman III, who was the Chief Executive Officer of the Company as of December 31, 2016, became Chairman of the Board. In connection therewith, Ronald W. Hovsepian, the Chairman of the Board as of December 31, 2016, became the Board's Lead Independent Director.

ANSYS develops and globally markets engineering simulation software and services widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace and defense, automotive, industrial equipment, electronics, biomedical, energy, materials and chemical processing, and semiconductors. Headquartered south of Pittsburgh, Pennsylvania, the Company employed approximately 2,800 people as of December 31, 2016. ANSYS 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 distributes its suite of simulation technologies through a global network of independent channel partners and direct sales offices in strategic, global locations. It is the Company's intention to continue to maintain this hybrid sales and distribution model.

The Company licenses its technology to businesses, educational institutions and governmental agencies. Growth in the Company's revenue is affected by the strength of global economies, general business conditions, currency exchange rate fluctuations, customer budgetary constraints and the competitive position of the Company's products. Please see Item 1A. Risk Factors for a complete discussion of factors that might impact the Company's financial condition and operating results. The Company believes that the features, functionality and integrated multiphysics capabilities of its software products are as strong as they have ever been. However, the software business is generally characterized by long sales cycles. These long sales cycles increase the difficulty of predicting sales for any particular quarter. The Company makes many operational and strategic decisions based upon short- and long-term sales forecasts that are impacted not only by these long sales cycles, but also by current global economic conditions. As a result, the Company believes that its overall performance is best measured by fiscal year results rather than by quarterly results. Please see the sub-section entitled "Sales Forecasts" under Item 1A. Risk Factors for a complete discussion of the potential impact of the Company's sales forecasts on the Company's financial condition, cash flows and operating results.

The Company's management considers the competition and price pressure that it faces in the short- and long-term by focusing on expanding the breadth, depth, ease of use and quality of the technologies, features, functionality and integrated multiphysics capabilities of its software products as compared to its competitors; investing in research and development to develop new and innovative products and increase the capabilities of its existing products; supplying new products and services; focusing on customer needs, training, consulting and support; and enhancing its distribution channels. From time to time, the Company also considers acquisitions to supplement its global engineering talent, product offerings and distribution channels.

Geographic Trends

The following table presents the Company's geographic constant currency revenue growth during the year ended December 31, 2016 as compared to the year ended December 31, 2015:

	Twelve Months Ended December 31, 2016
North America	3.7%
Europe	2.9%
Asia-Pacific	9.0%
Total	5.1%

In North America, results were impacted by a combination of factors, including a partial shift in the preference for time-based licenses. Aerospace and defense performed well due to a robust commercial sector, loosening defense spending and the aggressive space race. Automotive companies continued to invest in research and development to support ongoing fuel economy, emissions requirements and accelerated development of autonomous driving systems. The renewable energy and nuclear sectors remained strong, but were offset by the negative impact of the oil and gas sector.

The Company continues to focus on a number of sales improvement activities across the geographic regions, including sales hiring, pipeline building, productivity initiatives and customer engagement activities.

Note About Forward-Looking Statements

The following discussion should be read in conjunction with the audited consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to fair values of stock awards, bad debts, contract revenue, the valuation of goodwill and other intangible assets, deferred compensation, income taxes, uncertain tax positions, tax valuation reserves, and useful lives for depreciation and amortization, and contingencies and litigation. The Company bases its estimates on historical experience, market experience, estimated future cash flows and various other assumptions that management believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

This Annual Report on Form 10-K 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, but not limited to, the following statements, as well as statements that contain such words as "anticipates," "intends," "believes," "plans" and other similar expressions:

- The Company's intentions regarding its hybrid sales and distribution model.
- The Company's intentions related to investments in research and development, particularly as it relates to expanding the ease of use and capabilities of its broad portfolio of simulation software products. More specifically, this includes the evolution of its ANSYS Workbench platform, expansion of high-performance computing capabilities, ANSYS AIM immersive user interface, offerings on ANSYS Enterprise Cloud, robust design and ongoing integration of acquired technology.
- The Company's expectations regarding the accelerated development of new and innovative products to the marketplace while lowering design and engineering costs for customers as a result of the Company's acquisitions.
- The Company's statements regarding the impact of global economic conditions.
- The Company's expectations regarding the outcome of its service tax audit case.
- The Company's expectations regarding the realization of the French research and development credit.
- The Company's belief that, in most geographical locations, its facilities allow for sufficient space to support present and future foreseeable needs, including such expansion and growth as the business may require.
- The Company's expectation that it can renew existing facility leases as they expire or find alternative facilities without difficulty, as needed.
- The Company's assessment of the ultimate liabilities arising from various investigations, claims and legal proceedings.
- The Company's expectations regarding future restructuring charges.
- The Company's statement regarding the strength of the features, functionality and integrated multiphysics capabilities of its software products.
- The Company's belief that its overall performance is best measured by fiscal-year results rather than by quarterly results.
- The Company's expectations regarding the adverse impact on license and maintenance revenue growth in the near term due to an increased customer preference for time-based licenses.

- The Company's expectation that it will continue to make targeted investments in its global sales and marketing organizations and its global business infrastructure to enhance and support its revenue-generating activities.
- The Company's intention to repatriate previously taxed earnings and to reinvest all other earnings of its non-U.S. subsidiaries.
- The Company's plans related to future capital spending.
- The sufficiency of existing cash and cash equivalent balances to meet future working capital and capital expenditure requirements.
- The Company's belief that the best uses of its excess cash are to invest in the business and repurchase stock in order to both offset dilution and return capital, in excess of its requirements, to stockholders with the goal of increasing stockholder value.
- The Company's intentions related to investments in complementary companies, products, services and technologies.
- The Company's expectations regarding future claims related to indemnification obligations.
- The Company's estimates regarding total compensation expense associated with granted stock-based awards for future years.
- The Company's expectations regarding the impacts of new accounting guidance.
- The Company's assessment of its ability to realize deferred tax assets.

Forward-looking statements should not be unduly relied upon because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the Company's control. The Company's actual results could differ materially from those set forth in the forward-looking statements. Certain factors that might cause such a difference include risks and uncertainties detailed in Item 1A. Risk Factors.

Acquisitions

During the twelve months ended December 31, 2016 and 2015, the Company completed various acquisitions to accelerate the development of new and innovative products to the marketplace while lowering design and engineering costs for customers. The acquisitions were not individually significant. The combined purchase prices of the acquisitions were approximately \$10.3 million and \$49.7 million for the years ended December 31, 2016 and 2015, respectively.

During the year ended December 31, 2014, the combined purchase price for acquisitions was \$104.0 million. The acquisitions during 2014 are further described in the table below:

Date of Closing	Company	Details
April 30, 2014	SpaceClaim Corporation	SpaceClaim, a leading provider of 3-D modeling technology, was acquired for \$85.0 million. SpaceClaim's software provides customers with a powerful and intuitive 3-D direct modeling solution to author new concepts and then leverage the power of simulation to rapidly iterate on these designs to drive innovation.
January 3, 2014	Reaction Design	Reaction Design, a leading developer of chemistry simulation software, was acquired for \$19.1 million. Reaction Design's solutions enable transportation manufacturers and energy companies to rapidly achieve their clean technology goals by automating the analysis of chemical processes via computer simulation and modeling solutions.

For further information on the Company's business combinations, see Note 3 to the consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K.

Results of Operations

For purposes of the following discussion and analysis, the table below sets forth certain consolidated financial data for the years 2016, 2015 and 2014. The operating results of the Company's acquisitions have been included in the results of operations since their respective acquisition dates.

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
Revenue:			
Software licenses	\$ 568,174	\$ 555,105	\$ 564,502
Maintenance and service	420,291	387,648	371,519
Total revenue	988,465	942,753	936,021
Cost of sales:			
Software licenses	28,860	29,105	30,607
Amortization	38,092	38,755	37,653
Maintenance and service	79,908	79,386	85,126
Total cost of sales	146,860	147,246	153,386
Gross profit	841,605	795,507	782,635
Operating expenses:			
Selling, general and administrative	269,515	253,603	246,376
Research and development	183,093	168,831	165,421
Amortization	12,755	19,394	23,388
Total operating expenses	465,363	441,828	435,185
Operating income	376,242	353,679	347,450
Interest expense	(221)	(325)	(779)
Interest income	4,209	2,829	3,002
Other income (expense), net	85	582	(1,534)
Income before income tax provision	380,315	356,765	348,139
Income tax provision	114,679	104,244	93,449
Net income	\$ 265,636	\$ 252,521	\$ 254,690

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015Revenue:

<i>(in thousands, except percentages)</i>	Year Ended December 31,		Change	
	2016	2015	Amount	%
Revenue:				
Lease licenses	\$ 340,331	\$ 316,367	\$ 23,964	7.6
Perpetual licenses	227,843	238,738	(10,895)	(4.6)
Software licenses	568,174	555,105	13,069	2.4
Maintenance	394,745	364,591	30,154	8.3
Service	25,546	23,057	2,489	10.8
Maintenance and service	420,291	387,648	32,643	8.4
Total revenue	\$ 988,465	\$ 942,753	\$ 45,712	4.8

The Company's revenue increased 4.8% during the year ended December 31, 2016 as compared to the year ended December 31, 2015, while revenue grew 5.1% in constant currency. The growth rate was favorably impacted by the Company's continued investment in its global sales, support and marketing organizations and was adversely impacted by a recent shift in the licensing preference of certain customers from perpetual licenses to lease licenses. Lease license revenue increased 7.6% as compared to the prior year. Perpetual license revenue, which is derived primarily from new sales, decreased 4.6% as compared to the prior year. Annual maintenance contracts that were sold with new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous years, contributed to maintenance revenue growth of 8.3%.

With respect to revenue, on average for the year ended December 31, 2016, the U.S. Dollar was 0.5% stronger, when measured against the Company's primary foreign currencies, than for the year ended December 31, 2015. The net overall strengthening resulted in decreased revenue of \$2.2 million during the year ended December 31, 2016 as compared to the year ended December 31, 2015. The impact on revenue was primarily driven by \$5.6 million, \$3.9 million, \$1.7 million and \$0.9 million of adverse impact due to a weaker Euro, British Pound, South Korean Won and Indian Rupee, respectively, partially offset by \$10.4 million of favorable impact due to a stronger Japanese Yen. The fluctuations in the U.S. Dollar resulted in increased operating income of \$0.9 million during the year ended December 31, 2016 as compared to the year ended December 31, 2015.

A substantial portion of the Company's license and maintenance revenue is derived from annual lease and maintenance contracts. These contracts are generally renewed on an annual basis and typically have a high rate of customer renewal. In addition to the recurring revenue base associated with these contracts, a majority of customers purchasing new perpetual licenses also purchase related annual maintenance contracts. As a result of the significant recurring revenue base, the Company's license and maintenance revenue growth rate in any period does not necessarily correlate to the growth rate of new license and maintenance contracts sold during that period. To the extent the rate of customer renewal for lease and maintenance contracts is high, incremental lease contracts, and maintenance contracts sold with new perpetual licenses, will result in license and maintenance revenue growth in constant currency. Conversely, if the rate of renewal for these contracts is adversely affected by economic or other factors, the Company's license and maintenance growth will be adversely affected over the term that the revenue for those contracts would have otherwise been recognized.

The Company is starting to experience an increased interest by some of its larger customers in enterprise agreements that often include longer-term, time-based licenses involving a larger number of the Company's software products. While these arrangements typically involve a higher overall transaction price, the revenue from these contracts is typically deferred and recognized over the period of the contract, resulting in increased deferred revenue and backlog. To the extent these types of contracts replace sales of perpetual licenses, there could be a near-term adverse impact on software license and maintenance revenue growth. The Company is similarly experiencing a shifting preference from perpetual licenses to time-based licenses across a broader spectrum of its customers, particularly in the more mature geographic markets, such as the U.S. and Japan. To the extent this shift continues or becomes more prevalent, the result could be a similar and incremental near-term adverse impact on software license and maintenance revenue growth.

International and domestic revenues, as a percentage of total revenue, were 62.8% and 37.2%, respectively, during the year ended December 31, 2016, and 62.4% and 37.6%, respectively, during the year ended December 31, 2015. The Company derived 24.4% and 24.2% of its total revenue through the indirect sales channel for the years ended December 31, 2016 and 2015, respectively.

In valuing deferred revenue on the balance sheets of the Company's recent acquisitions as of their respective acquisition dates, the Company applied the fair value provisions applicable to the accounting for business combinations, resulting in a reduction of deferred revenue as compared to its historical carrying amount. As a result, the Company's post-acquisition revenue will be less than the sum of what would have otherwise been reported by ANSYS and each acquiree absent the acquisitions. The impacts on reported revenue for the years ended December 31, 2016 and 2015 were \$0.1 million and \$1.7 million, respectively.

Cost of Sales and Gross Profit:

The table below reflects the Company's operating results as presented on the consolidated statements of income, which are inclusive of foreign currency translation impacts. Amounts included in the discussion that follows are provided in constant currency. The impact, where material, of foreign exchange translation on each expense line is provided separately.

<i>(in thousands, except percentages)</i>	Year Ended December 31,					
	2016		2015		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Cost of sales:						
Software licenses	\$ 28,860	2.9	\$ 29,105	3.1	\$ (245)	(0.8)
Amortization	38,092	3.9	38,755	4.1	(663)	(1.7)
Maintenance and service	79,908	8.1	79,386	8.4	522	0.7
Total cost of sales	146,860	14.9	147,246	15.6	(386)	(0.3)
Gross profit	\$ 841,605	85.1	\$ 795,507	84.4	\$ 46,098	5.8

Software Licenses: Contributing to the minimal change in costs of software were the following two offsetting factors:

- Decreased salaries and other headcount-related costs of \$1.2 million, primarily due to a decrease in headcount.
- Increased third-party royalties of \$1.2 million.

Amortization: The net decrease in amortization expense was primarily due to a net decrease in the amortization of acquired technology, partially offset by a net increase in the amortization of trade names.

Maintenance and Service: The net increase in maintenance and service costs was primarily due to the following:

- Net increase in salaries, incentive compensation and other headcount-related costs of \$3.5 million.
- Increased IT-related maintenance and software hosting costs of \$0.5 million.
- Decreased depreciation and severance costs, each of \$0.7 million.
- Decreased facility costs of \$0.4 million.
- Cost reduction related to foreign exchange translation of \$0.4 million due to a stronger U.S. Dollar.
- Decreased business travel and stock-based compensation, each of \$0.3 million.

The improvement in gross profit was a result of the increase in revenue and decrease in related cost of sales.

Operating Expenses:

The table below reflects the Company's operating results as presented on the consolidated statements of income, which are inclusive of foreign currency translation impacts. Amounts included in the discussion that follows are provided in constant currency. The impact, where material, of foreign exchange translation on each expense line is provided separately.

(in thousands, except percentages)	Year Ended December 31,					
	2016		2015		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Operating expenses:						
Selling, general and administrative	\$ 269,515	27.3	\$ 253,603	26.9	\$ 15,912	6.3
Research and development	183,093	18.5	168,831	17.9	14,262	8.4
Amortization	12,755	1.3	19,394	2.1	(6,639)	(34.2)
Total operating expenses	\$ 465,363	47.1	\$ 441,828	46.9	\$ 23,535	5.3

Selling, General and Administrative: The increase in selling, general and administrative costs was primarily due to the following:

- \$4.7 million of costs associated with an employment-related settlement agreement.
- Increased severance costs of \$3.2 million.
- Net increase in salaries, incentive compensation and other headcount-related costs of \$2.1 million.
- Increased IT-related maintenance and software hosting costs of \$2.1 million.
- Increased government charges and taxes of \$1.4 million.
- Increased marketing costs of \$1.2 million.

The Company anticipates that it will continue to make targeted investments in its global sales and marketing organizations and its global business infrastructure to enhance and support its revenue-generating activities.

Research and Development: The net increase in research and development costs was primarily due to the following:

- Increased salaries, incentive compensation and other headcount-related costs of \$10.6 million.
- Increased IT-related maintenance and software hosting costs of \$2.1 million.
- Increased stock-based compensation of \$0.9 million.
- Cost reduction due to foreign exchange translation of \$1.6 million.

The Company has traditionally invested significant resources in research and development activities and intends to continue to make investments in expanding the ease of use and capabilities of its broad portfolio of simulation software products. More specifically, this includes the evolution of its ANSYS Workbench platform, expansion of high-performance computing capabilities, ANSYS AIM immersive user interface, offerings on ANSYS Enterprise Cloud, robust design and ongoing integration of acquired technology.

Amortization: The decrease in amortization expense was primarily due to a decrease in the amortization of acquired customer lists that became fully amortized.

Interest Income: Interest income for the year ended December 31, 2016 was \$4.2 million as compared to \$2.8 million for the year ended December 31, 2015. Interest income increased as a result of an increase in both the Company's average invested cash balances and the average rate of return on those balances.

Other Income, net: The Company's other income consists of the following:

<i>(in thousands)</i>	Year Ended December 31,	
	2016	2015
Foreign currency gains, net	\$ 77	\$ 486
Other	8	96
Total other income, net	\$ 85	\$ 582

Income Tax Provision: The Company recorded income tax expense of \$114.7 million and had income before income taxes of \$380.3 million for the year ended December 31, 2016, representing an effective tax rate of 30.2%. During the year ended December 31, 2015, the Company recorded income tax expense of \$104.2 million and had income before income taxes of \$356.8 million, representing an effective tax rate of 29.2%.

The increase in the effective tax rate from the prior year is primarily due to tax benefits related to the merger of the Company's Japan subsidiaries in 2010 recognized in 2015 that did not recur in 2016, partially offset by tax benefits from restructuring activities in 2016. When compared to the federal and state combined statutory rate, the effective tax rates for the years ended December 31, 2016 and 2015 were favorably impacted by the domestic manufacturing deduction and research and development credits. The quarterly benefit of approximately \$3.1 million associated with the merger of the Company's Japan subsidiaries was fully amortized in the third quarter of 2015. There will be no additional ongoing benefit from this transaction. The rates were also favorably impacted by the recurring item of lower statutory tax rates in many of the Company's foreign jurisdictions.

Net Income: The Company's net income for the year ended December 31, 2016 was \$265.6 million as compared to net income of \$252.5 million for the year ended December 31, 2015. Diluted earnings per share was \$2.99 for the year ended December 31, 2016 and \$2.76 for the year ended December 31, 2015. The weighted average shares used in computing diluted earnings per share were 89.0 million and 91.5 million for the years ended December 31, 2016 and 2015, respectively.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014Revenue:

<i>(in thousands, except percentages)</i>	Year Ended December 31,		Change	
	2015	2014	Amount	%
Revenue:				
Lease licenses	\$ 316,367	\$ 318,041	\$ (1,674)	(0.5)
Perpetual licenses	238,738	246,461	(7,723)	(3.1)
Software licenses	555,105	564,502	(9,397)	(1.7)
Maintenance	364,591	346,698	17,893	5.2
Service	23,057	24,821	(1,764)	(7.1)
Maintenance and service	387,648	371,519	16,129	4.3
Total revenue	\$ 942,753	\$ 936,021	\$ 6,732	0.7

The Company's revenue increased 0.7% during the year ended December 31, 2015 as compared to the year ended December 31, 2014, while revenue grew 7.8% in constant currency. The growth rate was favorably impacted by the Company's continued investment in its global sales, support and marketing organizations. Annual maintenance contracts that were sold with new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous years, contributed to maintenance revenue growth of 5.2%. This growth was primarily due to maintenance contracts sold with electronics products. Perpetual license revenue, which is derived primarily from new sales, decreased 3.1% as compared to the prior year. While lease licenses, perpetual licenses and service revenue declined as compared to the prior year, all were higher in constant currency.

With respect to revenue, on average for the year ended December 31, 2015, the U.S. Dollar was 12.5% stronger, when measured against the Company's primary foreign currencies, than for the year ended December 31, 2014. The net overall strengthening resulted in decreased revenue of \$65.9 million during the year ended December 31, 2015 as compared to the year ended December 31, 2014. The impact on revenue was primarily driven by \$42.7 million, \$14.6 million, \$2.9 million and \$2.9 million of adverse impact due to a weaker Euro, Japanese Yen, South Korean Won and British Pound, respectively. The net overall stronger U.S. Dollar also resulted in decreased operating income of \$38.0 million during the year ended December 31, 2015 as compared to the year ended December 31, 2014.

International and domestic revenues, as a percentage of total revenue, were 62.4% and 37.6%, respectively, during the year ended December 31, 2015, and 65.8% and 34.2%, respectively, during the year ended December 31, 2014. The Company derived 24.2% and 24.9% of its total revenue through the indirect sales channel for the years ended December 31, 2015 and 2014, respectively.

In valuing deferred revenue on the balance sheets of the Company's recent acquisitions as of their respective acquisition dates, the Company applied the fair value provisions applicable to the accounting for business combinations, resulting in a reduction of deferred revenue as compared to its historical carrying amount. As a result, the Company's post-acquisition revenue will be less than the sum of what would have otherwise been reported by ANSYS and each acquiree absent the acquisitions. The impacts on reported revenue for the years ended December 31, 2015 and 2014 were \$1.7 million and \$5.4 million, respectively.

Cost of Sales and Gross Profit:

The table below reflects the Company's operating results as presented on the consolidated statements of income, which are inclusive of foreign currency translation impacts. Amounts included in the discussion that follows are provided in constant currency. The impact, where material, of foreign exchange translation on each expense line is provided separately.

<i>(in thousands, except percentages)</i>	Year Ended December 31,					
	2015		2014		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Cost of sales:						
Software licenses	\$ 29,105	3.1	\$ 30,607	3.3	\$ (1,502)	(4.9)
Amortization	38,755	4.1	37,653	4.0	1,102	2.9
Maintenance and service	79,386	8.4	85,126	9.1	(5,740)	(6.7)
Total cost of sales	147,246	15.6	153,386	16.4	(6,140)	(4.0)
Gross profit	\$ 795,507	84.4	\$ 782,635	83.6	\$ 12,872	1.6

Software Licenses: The net decrease in costs of software licenses was primarily due to the following:

- Decreased stock-based compensation of \$1.0 million.
- Cost reduction from foreign exchange translation of \$0.9 million.
- Decreased salaries and incentive compensation of \$0.9 million.
- Increased SpaceClaim-related costs of software licenses of \$0.6 million, primarily as a result of twelve months of SpaceClaim activity in 2015 as compared to eight months of activity in 2014.
- Increased facilities and IT-related maintenance of \$0.4 million.
- Increased third-party royalties of \$0.2 million.

Amortization: The net increase in amortization expense was primarily due to an increase in the amortization of trade names, partially offset by a cost reduction related to foreign exchange translation.

Maintenance and Service: The net decrease in maintenance and service costs was primarily due to the following:

- Cost reduction related to foreign exchange translation of \$7.6 million.
- Increased salaries and severance costs, each of \$0.7 million.
- Increased third-party technical support costs of \$0.6 million.

The improvement in gross profit was a result of the increase in revenue and decrease in related cost of sales.

Operating Expenses:

The table below reflects the Company's operating results as presented on the consolidated statements of income, which are inclusive of foreign currency translation impacts. Amounts included in the discussion that follows are provided in constant currency. The impact, where material, of foreign exchange translation on each expense line is provided separately.

<i>(in thousands, except percentages)</i>	Year Ended December 31,					
	2015		2014		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Operating expenses:						
Selling, general and administrative	\$ 253,603	26.9	\$ 246,376	26.3	\$ 7,227	2.9
Research and development	168,831	17.9	165,421	17.7	3,410	2.1
Amortization	19,394	2.1	23,388	2.5	(3,994)	(17.1)
Total operating expenses	\$ 441,828	46.9	\$ 435,185	46.5	\$ 6,643	1.5

Selling, General and Administrative: The net increase in selling, general and administrative costs was primarily due to the following:

- Increased salaries, incentive compensation and other headcount-related costs of \$18.4 million, primarily due to an increase in headcount.
- Increased third-party commissions of \$1.7 million.
- Increased business travel and meals of \$1.6 million.
- Increased consulting costs of \$1.4 million.
- Increased office lease and utility costs of \$1.0 million.
- Cost reduction due to foreign exchange translation of \$13.2 million.
- Decreased severance costs of \$3.1 million.

Research and Development: The net increase in research and development costs was primarily due to the following:

- Increased salaries and other headcount-related costs of \$7.5 million.
- Increased SpaceClaim-related research and development costs of \$1.8 million, primarily as a result of twelve months of SpaceClaim activity in 2015 as compared to eight months of activity in 2014.
- Increased office lease and utility costs of \$0.6 million.
- Increased facilities and IT-related maintenance of \$0.6 million.
- Cost reduction due to foreign exchange translation of \$5.4 million.
- Decreased stock-based compensation of \$1.8 million.

Amortization: The decrease in amortization expense was primarily due to a net decrease in the amortization of acquired customer lists and a cost reduction related to foreign exchange translation.

Other Income (Expense), net: The Company's other income (expense) consists of the following:

<i>(in thousands)</i>	Year Ended December 31,	
	2015	2014
Foreign currency gains (losses), net	\$ 486	\$ (1,649)
Other	96	115
Total other income (expense), net	\$ 582	\$ (1,534)

Income Tax Provision: The Company recorded income tax expense of \$104.2 million and had income before income taxes of \$356.8 million for the year ended December 31, 2015, representing an effective tax rate of 29.2%. During the year ended

December 31, 2014, the Company recorded income tax expense of \$93.4 million and had income before income taxes of \$348.1 million, representing an effective tax rate of 26.8%.

The increase in the effective tax rate from the prior year is primarily due to a decrease in benefits related to legal entity restructuring activities. When compared to the federal and state combined statutory rate, the effective tax rates for the years ended December 31, 2015 and 2014 were favorably impacted by the domestic manufacturing deduction, research and development credits and tax benefits associated with the merger of the Company's Japan subsidiaries in 2010. The quarterly benefit of approximately \$3.1 million associated with the merger of the Company's Japan subsidiaries was fully amortized in the third quarter of 2015. There will be no additional ongoing benefit from this transaction. The rates were also favorably impacted by the recurring item of lower statutory tax rates in many of the Company's foreign jurisdictions.

Net Income: The Company's net income for the year ended December 31, 2015 was \$252.5 million as compared to net income of \$254.7 million for the year ended December 31, 2014. Diluted earnings per share was \$2.76 for the year ended December 31, 2015 and \$2.70 for the year ended December 31, 2014. The weighted average shares used in computing diluted earnings per share were 91.5 million and 94.2 million for the years ended December 31, 2015 and 2014, respectively.

Non-GAAP Results

The Company provides non-GAAP revenue, non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share as supplemental measures to GAAP regarding the Company's operational performance. These financial measures exclude the impact of certain items and, therefore, have not been calculated in accordance with GAAP. A detailed explanation and a reconciliation of each non-GAAP financial measure to its most comparable GAAP financial measure are described below.

<i>(in thousands, except percentages and per share data)</i>	Year Ended December 31,					
	2016			2015		
	As Reported	Adjustments	Non-GAAP Results	As Reported	Adjustments	Non-GAAP Results
Total revenue	\$ 988,465	\$ 103 ⁽¹⁾	\$ 988,568	\$ 942,753	\$ 1,725 ⁽⁴⁾	\$ 944,478
Operating income	376,242	88,114 ⁽²⁾	464,356	353,679	94,665 ⁽⁵⁾	448,344
Operating profit margin	38.1%		47.0%	37.5%		47.5%
Net income	\$ 265,636	\$ 57,286 ⁽³⁾	\$ 322,922	\$ 252,521	\$ 60,854 ⁽⁶⁾	\$ 313,375
Earnings per share – diluted:						
Earnings per share	\$ 2.99		\$ 3.63	\$ 2.76		\$ 3.42
Weighted average shares	88,969		88,969	91,502		91,502

- (1) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with the accounting for deferred revenue in business combinations.
- (2) Amount represents \$50.8 million of amortization expense associated with intangible assets acquired in business combinations, \$33.3 million of stock-based compensation expense, the \$0.1 million adjustment to revenue as reflected in (1) above, \$3.4 million of restructuring charges and \$0.4 million of transaction expenses related to business combinations.
- (3) Amount represents the impact of the adjustments to operating income referred to in (2) above, adjusted for the related income tax impact of \$30.8 million.
- (4) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with the accounting for deferred revenue in business combinations.
- (5) Amount represents \$58.1 million of amortization expense associated with intangible assets acquired in business combinations, \$34.0 million of stock-based compensation expense, the \$1.7 million adjustment to revenue as reflected in (4) above and \$0.8 million of transaction expenses related to business combinations.
- (6) Amount represents the impact of the adjustments to operating income referred to in (5) above, adjusted for the related income tax impact of \$33.8 million.

<i>(in thousands, except percentages and per share data)</i>	Year Ended December 31,					
	2015			2014		
	As Reported	Adjustments	Non-GAAP Results	As Reported	Adjustments	Non-GAAP Results
Total revenue	\$ 942,753	\$ 1,725 ⁽¹⁾	\$ 944,478	\$ 936,021	\$ 5,421 ⁽⁴⁾	\$ 941,442
Operating income	353,679	94,665 ⁽²⁾	448,344	347,450	104,403 ⁽⁵⁾	451,853
Operating profit margin	37.5%		47.5%	37.1%		48.0%
Net income	\$ 252,521	\$ 60,854 ⁽³⁾	\$ 313,375	\$ 254,690	\$ 68,719 ⁽⁶⁾	\$ 323,409
Earnings per share – diluted:						
Earnings per share	\$ 2.76		\$ 3.42	\$ 2.70		\$ 3.43
Weighted average shares	91,502		91,502	94,194		94,194

- (1) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with the accounting for deferred revenue in business combinations.
- (2) Amount represents \$58.1 million of amortization expense associated with intangible assets acquired in business combinations, \$34.0 million of stock-based compensation expense, the \$1.7 million adjustment to revenue as reflected in (1) above and \$0.8 million of transaction expenses related to business combinations.
- (3) Amount represents the impact of the adjustments to operating income referred to in (2) above, adjusted for the related income tax impact of \$33.8 million.
- (4) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with the accounting for deferred revenue in business combinations.
- (5) Amount represents \$61.0 million of amortization expense associated with intangible assets acquired in business combinations, \$36.9 million of stock-based compensation expense, the \$5.4 million adjustment to revenue as reflected in (4) above and \$1.1 million of transaction expenses related to business combinations.
- (6) Amount represents the impact of the adjustments to operating income referred to in (5) above, adjusted for the related income tax impact of \$35.7 million.

Non-GAAP Measures

Management uses non-GAAP financial measures (a) to evaluate the Company's historical and prospective financial performance as well as its performance relative to its competitors, (b) to set internal sales targets and spending budgets, (c) to allocate resources, (d) to measure operational profitability and the accuracy of forecasting, (e) to assess financial discipline over operational expenditures and (f) as an important factor in determining variable compensation for management and its employees. In addition, many financial analysts that follow the Company focus on and publish both historical results and future projections based on non-GAAP financial measures. The Company believes that it is in the best interest of its investors to provide this information to analysts so that they accurately report the non-GAAP financial information. Moreover, investors have historically requested and the Company has historically reported these non-GAAP financial measures as a means of providing consistent and comparable information with past reports of financial results.

While management believes that these non-GAAP financial measures provide useful supplemental information to investors, there are limitations associated with the use of these non-GAAP financial measures. These non-GAAP financial measures are not prepared in accordance with GAAP, are not reported by all of the Company's competitors and may not be directly comparable to similarly titled measures of the Company's competitors due to potential differences in the exact method of calculation. The Company compensates for these limitations by using these non-GAAP financial measures as supplements to GAAP financial measures and by reviewing the reconciliations of the non-GAAP financial measures to their most comparable GAAP financial measures.

The adjustments to these non-GAAP financial measures, and the basis for such adjustments, are outlined below:

Acquisition accounting for deferred revenue and its related tax impact. Historically, the Company has consummated acquisitions in order to support its strategic and other business objectives. In accordance with the fair value provisions applicable to the accounting for business combinations, acquired deferred revenue is often recorded on the opening balance sheet at an amount that is lower than the historical carrying value. Although this acquisition accounting requirement has no impact on the Company's business or cash flow, it adversely impacts the Company's reported GAAP revenue in the reporting periods following an acquisition. In order to provide investors with financial information that facilitates comparison of both historical and future results, the Company provides non-GAAP financial measures which exclude the impact of the acquisition accounting adjustment. The Company believes that this non-GAAP financial adjustment is useful to investors because it allows investors to (a) evaluate the effectiveness of the methodology and information used by management in its financial and operational decision-making, and (b) compare past and future reports of financial results of the Company as the revenue reduction related to acquired deferred revenue will not recur when related annual lease licenses and software maintenance contracts are renewed in future periods.

Amortization of intangible assets from acquisitions and its related tax impact. The Company incurs amortization of intangible assets, included in its GAAP presentation of amortization expense, related to various acquisitions it has made. Management excludes these expenses and their related tax impact for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company because these costs are fixed at the time of an acquisition, are then amortized over a period of several years after the acquisition and generally cannot be changed or influenced by management after the acquisition. Accordingly, management does not consider these expenses for purposes of evaluating the performance of the Company during the applicable time period after the acquisition, and it excludes such expenses when making decisions to allocate resources. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the effectiveness of the methodology and information used by management in its financial and operational decision-making, and (b) compare past reports of financial results of the Company as the Company has historically reported these non-GAAP financial measures.

Stock-based compensation expense and its related tax impact. The Company incurs expense related to stock-based compensation included in its GAAP presentation of cost of software licenses; cost of maintenance and service; research and development expense; and selling, general and administrative expense. Stock-based compensation expense (benefit) incurred in connection with the Company's deferred compensation plan held in a rabbi trust includes an offsetting benefit (charge) recorded in other income (expense). Although stock-based compensation is an expense of the Company and viewed as a form of compensation, management excludes these expenses for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company. Management similarly excludes income (expense) related to assets held in a rabbi trust in connection with the Company's deferred compensation plan. Specifically, the Company excludes stock-based compensation and income related to assets held in the deferred compensation plan rabbi trust during its annual budgeting process and its quarterly and annual assessments of the Company's and management's performance. The annual budgeting process is the primary mechanism whereby the Company allocates resources to various initiatives and operational requirements. Additionally, the annual review by the board of directors during which it compares the Company's historical business model and profitability to the planned business model and profitability for the forthcoming year excludes the impact of stock-based compensation. In evaluating the performance of senior management and department managers, charges related to stock-based compensation are excluded from expenditure and profitability results. In fact, the Company records stock-based compensation expense into a stand-alone cost center for which no single operational manager is responsible or accountable. In this way, management is able to review, on a period-to-period basis, each manager's performance and assess financial discipline over operational expenditures without the effect of stock-based compensation. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the Company's operating results and the effectiveness of the methodology used by management to review the Company's operating results, and (b) review historical comparability in the Company's financial reporting as well as comparability with competitors' operating results.

Restructuring charges and the related tax impact. The Company occasionally incurs expenses for restructuring its workforce included in its GAAP presentation of cost of software licenses; cost of maintenance and service; research and development expense; and selling, general and administrative expense. Management excludes these expenses for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company, as it generally generally does not incur these expenses as a part of its operations. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the Company's operating results and the effectiveness of the methodology used by management to review the Company's operating results, and (b) review historical comparability in the Company's financial reporting as well as comparability with competitors' operating results.

Transaction costs related to business combinations. The Company incurs expenses for professional services rendered in connection with business combinations, which are included in its GAAP presentation of selling, general and administrative expense. These expenses are generally not tax-deductible. Management excludes these acquisition-related transaction expenses for the purpose of calculating non-GAAP operating income, non-GAAP operating profit margin, non-GAAP net income and non-GAAP diluted earnings per share when it evaluates the continuing operational performance of the Company, as it generally would not have otherwise incurred these expenses in the periods presented as a part of its operations. The Company believes that these non-GAAP financial measures are useful to investors because they allow investors to (a) evaluate the Company's operating results and the effectiveness of the methodology used by management to review the Company's operating results, and (b) review historical comparability in the Company's financial reporting as well as comparability with competitors' operating results.

Non-GAAP financial measures are not in accordance with, or an alternative for, GAAP. The Company's non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP financial measures, and should be read only in conjunction with the Company's consolidated financial statements prepared in accordance with GAAP.

The Company has provided a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures as listed below:

GAAP Reporting Measure

Revenue
Operating Income
Operating Profit Margin
Net Income
Diluted Earnings Per Share

Non-GAAP Reporting Measure

Non-GAAP Revenue
Non-GAAP Operating Income
Non-GAAP Operating Profit Margin
Non-GAAP Net Income
Non-GAAP Diluted Earnings Per Share

Liquidity and Capital Resources

<i>(in thousands, except percentages)</i>	As of December 31,		Change	
	2016	2015	Amount	%
Cash, cash equivalents and short-term investments	\$ 822,860	\$ 784,614	\$ 38,246	4.9
Working capital	\$ 630,301	\$ 592,280	\$ 38,021	6.4

Cash, Cash Equivalents and Short-Term Investments

Cash and cash equivalents consist primarily of highly liquid investments such as money market funds and deposits held at major banks. Short-term investments consist primarily of deposits held by certain foreign subsidiaries of the Company with original maturities of three months to one year. The following table presents the Company's foreign and domestic holdings of cash, cash equivalents and short-term investments:

<i>(in thousands, except percentages)</i>	As of December 31,			
	2016	% of Total	2015	% of Total
Domestic	\$ 593,348	72.1	\$ 539,031	68.7
Foreign	229,512	27.9	245,583	31.3
Total	\$ 822,860		\$ 784,614	

If the foreign balances were repatriated to the U.S., unless previously taxed in the U.S., they would be subject to domestic tax, resulting in a tax obligation in the period of repatriation. In general, it is the practice and intention of the Company to repatriate previously taxed earnings and to reinvest all other earnings of its non-U.S. subsidiaries. The amount of cash, cash equivalents and short-term investments held by foreign subsidiaries is subject to translation adjustments caused by changes in foreign currency exchange rates as of the end of each respective reporting period, the offset to which is recorded in accumulated other comprehensive loss on the Company's consolidated balance sheet.

Cash Flows from Operating Activities

<i>(in thousands)</i>	Year Ended December 31,			Change	
	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
Net cash provided by operating activities	\$ 356,827	\$ 367,523	\$ 385,307	\$ (10,696)	\$ (17,784)

Fiscal year 2016 as compared to fiscal year 2015

Net cash provided by operating activities decreased during the current fiscal year due to decreased net cash flows from operating assets and liabilities of \$19.0 million, partially offset by increased net income (net of non-cash operating adjustments) of \$8.3 million. The Company experienced an increase in net tax payments of \$8.5 million in 2016 as compared to 2015 as the current year benefited less from prior year overpayments.

Fiscal year 2015 as compared to fiscal year 2014

Net cash provided by operating activities decreased during the prior fiscal year due to decreased net cash flows from operating assets and liabilities of \$18.2 million, primarily due to a \$26.8 million refund received in 2014 related to the Company's 2009 and 2010 federal income tax years.

Cash Flows from Investing Activities

(in thousands)	Year Ended December 31,			Change	
	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
Net cash used in investing activities	\$ (32,173)	\$ (62,032)	\$ (129,270)	\$ 29,859	\$ 67,238

Fiscal year 2016 as compared to fiscal year 2015

Net cash used in investing activities decreased during the current fiscal year due primarily to decreased acquisition-related net cash outlays of \$38.2 million and decreased capital expenditures of \$3.7 million, partially offset by increased net cash outlays of \$12.1 million for other investing activities. The Company currently plans capital spending of \$15 million to \$20 million during fiscal year 2017 as compared to the \$12.4 million that was spent in 2016. The level of spending will be dependent upon various factors, including growth of the business and general economic conditions.

Fiscal year 2015 as compared to fiscal year 2014

Net cash used in investing activities decreased during the prior fiscal year due primarily to decreased acquisition-related net cash outlays of \$56.9 million and decreased capital expenditures of \$9.9 million.

Cash Flows from Financing Activities:

(in thousands)	Year Ended December 31,			Change	
	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
Net cash used in financing activities	\$ (279,477)	\$ (291,751)	\$ (185,642)	\$ 12,274	\$ (106,109)

Fiscal year 2016 as compared to fiscal year 2015

Net cash used in financing activities decreased during the current fiscal year due primarily to increased proceeds from shares issued for stock-based compensation of \$10.2 million.

Fiscal year 2015 as compared to fiscal year 2014

Net cash used in financing activities increased during the prior fiscal year due primarily to increased stock repurchases of \$104.1 million.

Other Cash Flow Information

The Company believes that existing cash and cash equivalent balances of \$822.5 million, together with cash generated from operations, will be sufficient to meet the Company's working capital and capital expenditure requirements through the next twelve months. 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.

Under the Company's stock repurchase program, the Company repurchased shares as follows:

(in thousands, except per share data)	Year Ended December 31,		
	2016	2015	2014
Number of shares repurchased	3,700	3,833	2,977
Average price paid per share	\$ 90.90	\$ 88.16	\$ 78.54
Total cost	\$ 336,335	\$ 337,910	\$ 233,793

In February 2017, the Company's Board of Directors increased the number of shares authorized for repurchase to a total of 5.0 million shares under the stock repurchase program. As of December 31, 2016, 1.3 million shares remained available for repurchase under the program.

The Company continues to generate positive cash flows from operating activities and believes that the best uses of its excess cash are to invest in the business and repurchase stock in order to both offset dilution and return capital, in excess of its requirements, to stockholders with the goal of increasing stockholder value. Additionally, the Company has in the past, and expects in the future, to acquire or make investments in complementary companies, products, services and technologies. Any future acquisitions may be funded by available cash and investments, cash generated from operations, credit facilities, or the issuance of additional securities.

Off-Balance-Sheet Arrangements

The Company does not have any special-purpose entities or off-balance-sheet financing.

Contractual Obligations

The Company's significant contractual obligations as of December 31, 2016 are summarized below:

<i>(in thousands)</i>	Payments Due by Period				
	Total	Within 1 year	2 – 3 years	4 – 5 years	After 5 years
Global headquarters operating lease ⁽¹⁾	\$ 40,859	\$ 4,278	\$ 8,556	\$ 8,928	\$ 19,097
Other operating leases ⁽²⁾	29,808	9,861	12,814	4,752	2,381
Unconditional purchase obligations ⁽³⁾	37,415	14,134	20,012	3,269	—
Obligations related to uncertain tax positions, including interest and penalties ⁽⁴⁾	2	2	—	—	—
Other long-term obligations ⁽⁵⁾	30,846	13,292	11,472	1,763	4,319
Total contractual obligations	\$ 138,930	\$ 41,567	\$ 52,854	\$ 18,712	\$ 25,797

- (1) On September 14, 2012, the Company entered into a lease agreement for 186,000 square feet of rentable space located in an office facility in Canonsburg, Pennsylvania, which serves as the Company's headquarters. The lease was effective as of September 14, 2012, but because the leased premises were under construction, the Company was not obligated to pay rent until three months following the date that the leased premises were delivered to ANSYS, which occurred on October 1, 2014. The term of the lease is 183 months, beginning on October 1, 2014. The Company has a one-time right to terminate the lease effective upon the last day of the tenth full year following the date of possession (December 31, 2024) by providing the landlord with at least 18 months' prior written notice of such termination.
- (2) Other operating leases primarily include noncancellable lease commitments for the Company's other domestic and international offices as well as certain operating equipment.
- (3) Unconditional purchase obligations primarily include software licenses and long-term purchase contracts for network, communication and office maintenance services, which are unrecorded as of December 31, 2016.
- (4) The Company has \$18.4 million of unrecognized tax benefits, including estimated interest and penalties, that have been recorded as liabilities in accordance with income tax accounting guidance for which the Company is uncertain as to if or when such amounts may be settled. As a result, such amounts are excluded from the table above.
- (5) Other long-term obligations primarily include third-party commissions of \$15.0 million, deferred compensation of \$7.4 million (including estimated imputed interest of \$161,000 within 1 year and \$87,000 within 2-3 years) and post-employment benefits, including pension obligations, of \$6.5 million for certain foreign locations of the Company. These amounts include the related current portions when applicable.

Critical Accounting Policies and Estimates

The Company believes that the following critical accounting policies affect the more significant judgments and estimates used in the preparation of its consolidated financial statements.

Revenue Recognition: Revenue is derived principally from the licensing of computer software products and from related maintenance contracts. Revenue from perpetual licenses is classified as license revenue and is recognized upon delivery of the licensed product and the utility that enables the customer to access authorization keys, provided that acceptance has occurred and a signed contractual obligation has been received, the price is fixed and determinable, and collectibility of the receivable is probable. The Company determines the fair value of post-contract customer support ("PCS") sold together with perpetual licenses based on the rate charged for PCS when sold separately. Revenue from PCS contracts is classified as maintenance and service revenue and is recognized ratably over the term of the contract.

Revenue for software lease licenses is classified as license revenue and is recognized over the period of the lease contract. Typically, the Company's software leases include PCS which, due to the short term (principally one year or less) of the Company's software lease licenses, cannot be separated from lease revenue for accounting purposes. As a result, both the lease licenses and PCS are recognized ratably over the lease period. Due to the short-term nature of the software lease licenses and the frequency with which the Company provides major product upgrades (typically annually), the Company does not believe that a significant portion of the fee paid under the arrangement is attributable to the PCS component of the arrangement and, as a result, includes the revenue for the entire arrangement within software license revenue in the consolidated statements of income.

Many of the Company's semiconductor products are typically licensed via longer term leases of 24–36 months. The Company recognizes revenue for these licenses over the term of the lease contract. Because the Company does not have vendor-specific objective evidence of the fair value of these leases, the Company also recognizes revenue from perpetual licenses over the term of the lease contract during the infrequent occurrence of these licenses being sold with semiconductor leases in multiple-element arrangements.

Revenue from training, support and other services is recognized as the services are performed. The Company applies the specific performance method to contracts in which the service consists of a single act, such as providing a training class to a customer, and the proportional performance method to other service contracts that are longer in duration and often include multiple acts (for example, both training and consulting). In applying the proportional performance method, the Company typically utilizes output-based estimates for services with contractual billing arrangements that are not based on time and materials, and estimates output based on the total tasks completed as compared to the total tasks required for each work contract. Input-based estimates are utilized for services that involve general consultations with contractual billing arrangements based on time and materials, utilizing direct labor as the input measure.

The Company also executes arrangements through independent channel partners in which the channel partners are authorized to market and distribute the Company's software products to end users of the Company's products and services in specified territories. In sales facilitated by channel partners, the channel partner bears the risk of collection from the end-user customer. The Company recognizes revenue from transactions with channel partners when the channel partner submits a written purchase commitment, collectibility from the channel partner is probable, a license agreement signed by the end-user customer is received and delivery has occurred, provided that all other revenue recognition criteria are satisfied. Revenue from channel partner transactions is the amount remitted to the Company by the channel partners. This amount includes a fee for PCS that is compensation for providing technical enhancements and the second level of technical support to the end user, which is based on the rate charged for PCS when sold separately, and is recognized over the period that PCS is to be provided. The Company does not offer right of return, product rotation or price protection to any of its channel partners.

Non-income related taxes collected from customers and remitted to governmental authorities are recorded on the consolidated balance sheet as accounts receivable and accrued expenses. The collection and payment of these amounts are reported on a net basis in the consolidated statements of income and do not impact reported revenues or expenses.

The Company warrants to its customers that its software will substantially perform as specified in the Company's most current user manuals. The Company has not experienced significant claims related to software warranties beyond the scope of maintenance support, which the Company is already obligated to provide. Consequently, the Company has not established reserves for warranty obligations.

The Company's agreements with its customers generally require it to indemnify the customer against claims that the Company's software infringes third-party patent, copyright, trademark or other proprietary rights. Such indemnification obligations are generally limited in a variety of industry-standard respects, including the Company's right to replace an infringing product. As of December 31, 2016, the Company had not experienced any losses related to these indemnification obligations and no claims with respect thereto were outstanding. The Company does not expect significant claims related to these indemnification obligations, and, consequently, the Company has not established any related reserves.

Allowance for Doubtful Accounts: The Company makes judgments as to its ability to collect outstanding receivables and provides allowances for a portion of receivables when collection becomes doubtful. Provisions are made based upon a specific review of all significant outstanding invoices from both value and delinquency perspectives. For those invoices not specifically reviewed, provisions are provided at differing rates based upon the age of the receivable and the geographic area of origin. In determining these percentages, the Company considers its historical collection experience and current economic trends in the customer's industry and geographic region. If the historical data used to calculate the allowance for doubtful accounts does not reflect the future ability to collect outstanding receivables, additional provisions for doubtful accounts may be needed and future results of operations could be materially affected.

Income Taxes: The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period of the enactment date.

The Company records net deferred tax assets to the extent it believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event the Company determines that it will be able to realize deferred tax assets for which a valuation allowance was used to reduce their carrying value, the adjustment to the valuation allowance will be recorded as a reduction to the provision for income taxes.

Tax benefits related to uncertain tax positions taken or expected to be taken on a tax return are recorded when such benefits meet a more-likely-than-not threshold. Otherwise, these tax benefits are recorded when a tax position has been effectively settled, which means that the statute of limitations has expired or the appropriate taxing authority has completed their examination even though the statute of limitations remains open. The Company recognizes interest and penalties related to income taxes within the income tax expense line in the consolidated statements of income. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets.

Goodwill and Indefinite-Lived Intangible Assets: The Company tests goodwill and indefinite-lived intangible assets for impairment at least annually by performing a quantitative assessment of whether the fair value of each reporting unit or asset exceeds its carrying amount. Goodwill is tested at the reporting unit level and indefinite-lived intangible assets are tested at the individual asset level. This requires the Company to assess and make judgments regarding a variety of factors which impact the fair value of the reporting unit or asset being tested, including business plans, anticipated future cash flows, economic projections and other market data. Because there are inherent uncertainties involved in these factors, significant differences between these estimates and actual results could result in future impairment charges and could materially impact the Company's future financial results. During the first quarter of 2016, the Company completed the annual impairment test for goodwill and the indefinite-lived intangible asset and determined that these assets had not been impaired as of the test date, January 1, 2016. No other events or circumstances changed during the twelve months ended December 31, 2016 that would indicate that the fair values of the Company's reporting unit and indefinite-lived intangible asset are below their carrying values.

Contingencies: The Company is involved in various investigations, claims and legal proceedings that arise in the ordinary course of business, including commercial disputes, labor and employment matters, tax audits, alleged infringement of intellectual property rights and other matters. The Company reviews the status of these matters, assesses its financial exposure and records a related accrual if the potential loss from an investigation, claim or legal proceeding is probable and the amount is reasonably estimable. Significant judgment is involved in the determination of probability and in the determination of whether an exposure is reasonably estimable. As a result of the uncertainties involved in making these estimates, the Company may have to revise its estimates as facts and circumstances change. The revision of these estimates could have a material impact on the Company's financial position and results of operations.

Stock-Based Compensation: The Company grants options and other stock awards to employees and directors under the Company's stock option and grant plan. Eligible employees can also purchase shares of the Company's common stock at a

discount under the Company's employee stock purchase plan. The benefits provided under these plans are share-based payments subject to the provisions of share-based payment accounting guidance. The Company uses the fair value method to apply the provisions of share-based payment accounting guidance. Stock-based compensation expense for 2016, 2015 and 2014 was \$33.3 million, \$34.0 million and \$36.9 million, respectively. As of December 31, 2016, total unrecognized estimated compensation expense related to unvested stock options and awards granted prior to that date was \$65.1 million, which is expected to be recognized over a weighted-average period of 1.9 years.

The value of each stock option award was estimated on the date of grant, or date of acquisition for options issued in a business combination, using the Black-Scholes option pricing model ("Black-Scholes model"). The determination of the fair value of share-based payment awards using an option pricing model is affected by the Company's stock price as well as assumptions regarding a number of complex and subjective variables. These variables include the Company's expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rates and expected dividends. The table below presents the weighted-average input assumptions used and resulting fair values for options granted or issued in business combinations during each respective year. The stock-based compensation expense for options is recorded ratably over the requisite service period. The interest rate assumptions were determined by using the five-year U.S. Treasury Note yield on the date of grant or date of acquisition.

	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rate	1.19% to 1.93%	1.18% to 1.65%	1.49% to 1.76%
Expected dividend yield	—%	—%	—%
Expected volatility	24%	25%	35%
Expected term	5.7 years	5.6 years	5.7 years
Weighted-average fair value per share	\$23.96	\$30.83	\$32.26

The Company issues various restricted stock awards which contain a market condition, a performance condition, a service condition, or any combination of the three. Restricted stock awards are valued based on the grant-date fair value of the award. Stock compensation expense is recognized over the employee's requisite service period for awards with only a service condition. For awards with a performance condition, stock-based compensation expense is recorded from the service inception date through the conclusion of the measurement period based on management's estimates concerning the probability of vesting.

Vesting of restricted stock awards with a market condition is based on the Company's performance as measured by total shareholder return relative to the appreciation of a specified stock index over the measurement period, subject to each participant's continued employment with the Company through the conclusion of the measurement period. The fair value of the restricted stock awards with a market condition is estimated using a Monte Carlo simulation model. The determination of the fair value of the awards is affected by the grant date and a number of variables, each of which has been identified in the chart below for awards granted during each respective period. Share-based compensation expense based on the fair value of the award is being recorded from the grant date through the conclusion of the measurement period.

Assumptions used in Monte Carlo lattice pricing model	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rate	1.0%	1.1%	0.7%
Expected dividend yield	—%	—%	—%
Expected volatility—ANSYS stock price	21%	23%	25%
Expected volatility—NASDAQ Composite Index	16%	14%	15%
Expected term	2.8 years	2.8 years	2.8 years
Correlation factor	0.65	0.60	0.70
Weighted-average fair value per share	\$78.71	\$81.61	\$65.94

The Company also grants deferred stock awards to non-affiliate Independent Directors, which are rights to receive shares of common stock upon termination of service as a Director. In 2015 and prior, the deferred stock awards were issued quarterly in arrears and vested immediately upon grant. In 2016, the Company issued the deferred stock awards immediately, but the awards vest in full on the one-year anniversary of the grant.

To the extent the Company changes the terms of its stock-based compensation programs, experiences market volatility in the pricing of its common stock that increases the implied volatility assumption used in the Black-Scholes model, refines different

assumptions in future periods such as forfeiture rates that differ from current estimates, or assumes stock awards from acquired companies that are different in nature than the Company's stock award arrangements, among other potential impacts, the stock-based compensation expense recorded in future periods and the related tax benefits may differ significantly from what was recorded in previous reporting periods.

Estimates of stock-based compensation expense are significant to the Company's financial statements, but this expense is based on the aforementioned option valuation models and will never result in the payment of cash by the Company. For this reason, and because the Company does not view stock-based compensation as related to its operational performance, the Board of Directors and management exclude stock-based compensation expense when evaluating the Company's underlying business performance.

Recent Accounting Guidance

For information regarding recent accounting guidance and the impact of this guidance on the Company's consolidated financial statements, see Note 2 to the consolidated financial statements in Part IV, Item 15 of this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Income Rate Risk. Changes in the overall level of interest rates affect the interest income that is generated from the Company's cash, cash equivalents and short-term investments. For the year ended December 31, 2016, total interest income was \$4.2 million. Cash and cash equivalents consist primarily of highly liquid investments such as money market funds and deposits held at major banks. Short-term investments consist primarily of deposits held by certain foreign subsidiaries of the Company with original maturities of three months to one year.

Foreign Currency Transaction Risk. As the Company operates in international regions, a portion of its revenue, expenses, cash, accounts receivable and payment obligations are denominated in foreign currencies. As a result, changes in currency exchange rates will affect the Company's financial position, results of operations and cash flows. The Company is most impacted by movements in and among the Japanese Yen, Euro, British Pound, South Korean Won, Indian Rupee, Canadian Dollar and U.S. Dollar.

With respect to revenue, on average for the year ended December 31, 2016, the U.S. Dollar was 0.5% stronger, when measured against the Company's primary foreign currencies, than for the year ended December 31, 2015. The net overall strengthening resulted in decreased revenue of \$2.2 million during the year ended December 31, 2016 as compared to the year ended December 31, 2015. The impact on revenue was primarily driven by \$5.6 million, \$3.9 million, \$1.7 million and \$0.9 million of adverse impact due to a weaker Euro, British Pound, South Korean Won and Indian Rupee, respectively, partially offset by \$10.4 million of favorable impact due to a stronger Japanese Yen. The fluctuations in the U.S. Dollar resulted in increased operating income of \$0.9 million during the year ended December 31, 2016 as compared to the year ended December 31, 2015.

The most significant currency impacts on revenue and operating income are typically attributable to U.S. Dollar exchange rate changes against the British Pound, Euro, Japanese Yen and South Korean Won as reflected in the charts below:

As of	Period End Exchange Rates			
	GBP/USD	EUR/USD	USD/JPY	USD/KRW
December 31, 2013	1.656	1.375	105.263	1,055.743
December 31, 2014	1.557	1.210	119.703	1,094.930
December 31, 2015	1.474	1.086	120.337	1,176.886
December 31, 2016	1.234	1.051	116.918	1,208.313

Twelve Months Ended	Average Exchange Rates			
	GBP/USD	EUR/USD	USD/JPY	USD/KRW
December 31, 2014	1.648	1.329	105.592	1,052.715
December 31, 2015	1.528	1.110	121.018	1,131.542
December 31, 2016	1.355	1.107	108.530	1,160.699

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following tables set forth selected unaudited quarterly information. The Company believes that the amounts stated below present fairly the results of such periods when read in conjunction with the consolidated financial statements and related notes included in Part IV, Item 15 of this Annual Report on Form 10-K.

Other information required by this Item is included in Part IV, Item 15 of this Annual Report on Form 10-K.

<i>(in thousands, except per share data)</i>	Fiscal Quarter Ended			
	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016
Revenue	\$ 270,628	\$ 245,862	\$ 246,069	\$ 225,906
Gross profit	231,650	210,276	209,058	190,621
Operating income	96,966	100,099	94,155	85,022
Net income	69,983	69,557	69,628	56,468
Earnings per share – basic	\$ 0.81	\$ 0.80	\$ 0.79	\$ 0.64
Earnings per share – diluted	\$ 0.80	\$ 0.78	\$ 0.78	\$ 0.63

<i>(in thousands, except per share data)</i>	Fiscal Quarter Ended			
	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Revenue	\$ 251,647	\$ 237,840	\$ 235,485	\$ 217,781
Gross profit	214,655	201,259	197,700	181,893
Operating income	96,943	90,183	86,495	80,058
Net income	68,021	66,033	62,335	56,132
Earnings per share – basic	\$ 0.77	\$ 0.74	\$ 0.69	\$ 0.62
Earnings per share – diluted	\$ 0.75	\$ 0.72	\$ 0.68	\$ 0.61

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective, as defined in Rule 13a-15(e) of the Exchange Act.

The Company has a Disclosure Review Committee to assist in the quarterly evaluation of the Company's internal disclosure controls and procedures and in the review of the Company's periodic filings under the Exchange Act. The membership of the Disclosure Review Committee consists of the Company's Chief Executive Officer; Chief Financial Officer; Global Controller; General Counsel; Senior Director, Global Investor Relations; Vice President of Worldwide Sales and Support; Vice President of Human Resources; Vice President of Marketing; and Chief Product Officer. This committee is advised by external counsel, particularly on SEC-related matters. Additionally, other members of the Company's global management team advise the committee with respect to disclosure via a sub-certification process.

The Company believes, based on its knowledge, that the financial statements and other financial information included in this report fairly present, in all material respects, the financial condition, results of operations and cash flows of the Company as of and for the periods presented in this report. The Company is committed to both a sound internal control environment and to good corporate governance.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

From time to time, the Company reviews the disclosure controls and procedures, and may periodically make changes to enhance their effectiveness and to ensure that the Company's systems evolve with its business.

Report on Internal Control over Financial Reporting. The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company has conducted an evaluation of the effectiveness of its internal control over financial reporting based upon the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's internal control over financial reporting was effective at December 31, 2016.

Additionally, Deloitte & Touche LLP, an independent registered public accounting firm, has issued an attestation report on the Company's internal control over financial reporting. This report is included in Item 15 of this Annual Report on Form 10-K.

Changes in Internal Controls. There were no changes in the Company's internal controls over financial reporting that occurred during the three months ended December 31, 2016 that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is incorporated by reference to the Company's 2017 Proxy Statement and is set forth under "Our Board of Directors", "Our Executive Officers" and "Ownership of Our Common Stock" therein.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the Company's 2017 Proxy Statement and is set forth under "Our Board of Directors" and "Our Executive Officers" therein.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT, AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference to the Company's 2017 Proxy Statement and is set forth under "Ownership of Our Common Stock" therein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference to the Company's 2017 Proxy Statement and is set forth under "Our Board of Directors" therein.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference to the Company's 2017 Proxy Statement and is set forth under "Independent Registered Public Accounting Firm" therein.

PART IV**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES***(a) Documents Filed as Part of this Annual Report on Form 10-K:*

1. *Financial Statements:* The following consolidated financial statements and reports of independent registered public accounting firm are filed as part of this report:

- Management's Report on Internal Control over Financial Reporting	54
- Reports of Independent Registered Public Accounting Firm	55
- Consolidated Balance Sheets as of December 31, 2016 and 2015	57
- Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014	58
- Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014	59
- Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014	60
- Consolidated Statements of Stockholders' Equity for the years ended December 31, 2016, 2015 and 2014	61
- Notes to Consolidated Financial Statements	62

2. *Financial Statement Schedule:* The following financial statement schedule is filed as part of this report and should be read in conjunction with the consolidated financial statements.

- Schedule II - Valuation and Qualifying Accounts	86
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Schedules not listed above have been omitted because they are not applicable, are not required or the information required to be set forth therein is included in the consolidated financial statements or notes thereto.

3. *Exhibits:* The exhibits listed in the accompanying Exhibit Index immediately following the financial statement schedule are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

(b) Exhibits:

The Company hereby files as part of this Annual Report on Form 10-K the exhibits listed in the Exhibit Index immediately following the financial statement schedule of this Annual Report on Form 10-K.

(c) Financial Statement Schedule:

The Company hereby files as part of this Annual Report on Form 10-K the financial statement schedule listed in Item 15(a)(2) as set forth above.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting for the Company. In order to evaluate the effectiveness of internal control over financial reporting, management has conducted an assessment, including testing, using the financial reporting criteria in the *Internal Control - Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company's system of internal control over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the reliability of financial records used in preparation of the Company's published financial statements. As all internal control systems have inherent limitations, even systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Based on its assessment, management has concluded that the Company maintained an effective system of internal control over financial reporting as of December 31, 2016. Deloitte & Touche LLP, an independent registered public accounting firm, has audited the Company's internal control over financial reporting as of December 31, 2016, as stated in their report which appears in Part IV, Item 15 of this Annual Report on Form 10-K.

/s/ AJEI S. GOPAL

Ajei S. Gopal
President and Chief Executive Officer
February 23, 2017

/s/ MARIA T. SHIELDS

Maria T. Shields
Chief Financial Officer
February 23, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of ANSYS, Inc.
Canonsburg, Pennsylvania

We have audited the accompanying consolidated balance sheets of ANSYS, Inc. and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of ANSYS, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2017 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP
Pittsburgh, Pennsylvania
February 23, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of ANSYS, Inc.
Canonsburg, Pennsylvania

We have audited the internal control over financial reporting of ANSYS, Inc. and subsidiaries (the "Company") as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2016 of the Company and our report dated February 23, 2017 expressed an unqualified opinion on those financial statements and financial statement schedule.

/s/ Deloitte & Touche LLP
Pittsburgh, Pennsylvania
February 23, 2017

ANSYS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<i>(in thousands, except share and per share data)</i>	December 31,	
	2016	2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 822,479	\$ 784,168
Short-term investments	381	446
Accounts receivable, less allowance for doubtful accounts of \$5,700 and \$5,200, respectively	107,192	91,579
Other receivables and current assets	239,349	200,233
Total current assets	1,169,401	1,076,426
Property and equipment, net	54,677	61,924
Goodwill	1,337,215	1,332,348
Other intangible assets, net	172,619	220,553
Other long-term assets	24,287	5,757
Deferred income taxes	42,327	32,896
Total assets	\$ 2,800,526	\$ 2,729,904
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 7,395	\$ 4,865
Accrued bonuses and commissions	49,487	46,141
Accrued income taxes	5,263	4,695
Other accrued expenses and liabilities	73,676	63,801
Deferred revenue	403,279	364,644
Total current liabilities	539,100	484,146
Long-term liabilities:		
Deferred income taxes	2,259	2,091
Other long-term liabilities	50,762	49,240
Total long-term liabilities	53,021	51,331
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; zero shares issued or outstanding	—	—
Common stock, \$.01 par value; 300,000,000 shares authorized; 93,236,023 shares issued	932	932
Additional paid-in capital	883,010	894,469
Retained earnings	2,057,665	1,792,029
Treasury stock, at cost: 7,548,188 and 5,096,505 shares, respectively	(675,550)	(440,839)
Accumulated other comprehensive loss	(57,652)	(52,164)
Total stockholders' equity	2,208,405	2,194,427
Total liabilities and stockholders' equity	\$ 2,800,526	\$ 2,729,904

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

ANSYS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

<i>(in thousands, except per share data)</i>	Year Ended December 31,		
	2016	2015	2014
Revenue:			
Software licenses	\$ 568,174	\$ 555,105	\$ 564,502
Maintenance and service	420,291	387,648	371,519
Total revenue	988,465	942,753	936,021
Cost of sales:			
Software licenses	28,860	29,105	30,607
Amortization	38,092	38,755	37,653
Maintenance and service	79,908	79,386	85,126
Total cost of sales	146,860	147,246	153,386
Gross profit	841,605	795,507	782,635
Operating expenses:			
Selling, general and administrative	269,515	253,603	246,376
Research and development	183,093	168,831	165,421
Amortization	12,755	19,394	23,388
Total operating expenses	465,363	441,828	435,185
Operating income	376,242	353,679	347,450
Interest expense	(221)	(325)	(779)
Interest income	4,209	2,829	3,002
Other income (expense), net	85	582	(1,534)
Income before income tax provision	380,315	356,765	348,139
Income tax provision	114,679	104,244	93,449
Net income	\$ 265,636	\$ 252,521	\$ 254,690
Earnings per share – basic:			
Earnings per share	\$ 3.05	\$ 2.82	\$ 2.77
Weighted average shares	87,227	89,561	92,067
Earnings per share – diluted:			
Earnings per share	\$ 2.99	\$ 2.76	\$ 2.70
Weighted average shares	88,969	91,502	94,194

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

ANSYS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
Net income	\$ 265,636	\$ 252,521	\$ 254,690
Other comprehensive loss:			
Foreign currency translation adjustments	(5,488)	(20,410)	(29,110)
Comprehensive income	<u>\$ 260,148</u>	<u>\$ 232,111</u>	<u>\$ 225,580</u>

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

ANSYS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
Cash flows from operating activities:			
Net income	\$ 265,636	\$ 252,521	\$ 254,690
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	69,587	77,670	81,924
Deferred income tax benefit	(10,921)	(15,196)	(18,859)
Provision for bad debts	2,009	1,304	2,104
Stock-based compensation expense	33,347	33,951	36,861
Excess tax benefits from stock-based compensation	(9,153)	(8,176)	(14,531)
Other	1,290	1,413	868
Changes in operating assets and liabilities:			
Accounts receivable	(17,388)	6,044	(5,554)
Other receivables and current assets	(39,644)	(17,662)	(877)
Other long-term assets	(7,167)	273	(1,838)
Accounts payable, accrued expenses and current liabilities	16,919	(6,993)	8,208
Accrued income taxes	9,052	5,770	12,102
Deferred revenue	41,430	40,566	35,548
Other long-term liabilities	1,830	(3,962)	(5,339)
Net cash provided by operating activities	356,827	367,523	385,307
Cash flows from investing activities:			
Acquisitions, net of cash acquired	(7,891)	(46,117)	(103,016)
Capital expenditures	(12,443)	(16,145)	(26,023)
Other investing activities	(11,839)	230	(231)
Net cash used in investing activities	(32,173)	(62,032)	(129,270)
Cash flows from financing activities:			
Purchase of treasury stock	(336,335)	(337,910)	(233,793)
Restricted stock withholding taxes paid in lieu of issued shares	(5,057)	(4,446)	(5,108)
Contingent consideration payments	(1,048)	(1,173)	(4,504)
Proceeds from shares issued for stock-based compensation	53,811	43,623	43,323
Excess tax benefits from stock-based compensation	9,153	8,176	14,531
Other financing activities	(1)	(21)	(91)
Net cash used in financing activities	(279,477)	(291,751)	(185,642)
Effect of exchange rate fluctuations on cash and cash equivalents	(6,866)	(17,636)	(24,817)
Net increase (decrease) in cash and cash equivalents	38,311	(3,896)	45,578
Cash and cash equivalents, beginning of period	784,168	788,064	742,486
Cash and cash equivalents, end of period	\$ 822,479	\$ 784,168	\$ 788,064
Supplemental disclosures of cash flow information:			
Income taxes paid	\$ 118,455	\$ 107,218	\$ 118,004
Interest paid	\$ 822	\$ 620	\$ 643
Fair value of stock options and restricted stock awards assumed in connection with acquisitions	\$ —	\$ 3,528	\$ 68
Construction-in-progress - leased facility	\$ —	\$ —	\$ (18,136)

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

ANSYS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

<i>(in thousands)</i>	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount			Shares	Amount		
Balance, January 1, 2014	93,236	\$ 932	\$ 926,031	\$ 1,284,818	918	\$ (72,891)	\$ (2,644)	\$ 2,136,246
Treasury shares acquired					2,977	(233,793)		(233,793)
Stock-based compensation activity, including tax benefit of \$14,970			(20,628)		(1,424)	110,674		90,046
Other comprehensive loss							(29,110)	(29,110)
Net income for the year				254,690				254,690
Acquisition-related activity			(578)					(578)
Balance, December 31, 2014	93,236	932	904,825	1,539,508	2,471	(196,010)	(31,754)	2,217,501
Treasury shares acquired					3,833	(337,910)		(337,910)
Stock-based compensation activity, including tax benefit of \$6,068			(8,434)		(1,139)	87,631		79,197
Other comprehensive loss							(20,410)	(20,410)
Net income for the year				252,521				252,521
Acquisition-related activity			(1,922)		(68)	5,450		3,528
Balance, December 31, 2015	93,236	932	894,469	1,792,029	5,097	(440,839)	(52,164)	2,194,427
Treasury shares acquired					3,700	(336,335)		(336,335)
Stock-based compensation activity, including tax benefit of \$8,065			(11,459)		(1,249)	101,624		90,165
Other comprehensive loss							(5,488)	(5,488)
Net income for the year				265,636				265,636
Balance, December 31, 2016	93,236	\$ 932	\$ 883,010	\$ 2,057,665	7,548	\$ (675,550)	\$ (57,652)	\$ 2,208,405

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

ANSYS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2016

1. Organization

ANSYS, Inc. (hereafter the "Company" or "ANSYS") develops and globally markets engineering simulation software and technologies widely used by engineers, designers, researchers and students across a broad spectrum of industries and academia, including aerospace and defense, automotive, industrial equipment, electronics, biomedical, energy, materials and chemical processing, and semiconductors.

As defined by the accounting guidance for segment reporting, the Company operates as one segment.

Given the integrated approach to the multi-discipline problem-solving needs of the Company's customers, a single sale of software may contain components from multiple product areas and include combined technologies. The Company also has a multi-year product and integration strategy that will result in new, combined products or changes to the historical product offerings. As a result, it is impracticable for the Company to provide accurate historical or current reporting among its various product lines.

2. Accounting Policies

Accounting Principles

The financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the amounts of revenue and expenses during the reported periods. Significant estimates included in these consolidated financial statements include:

- Allowances for doubtful accounts receivable
- Income tax accruals
- Uncertain tax positions
- Tax valuation reserves
- Fair value of stock-based compensation
- Contract revenue
- Useful lives for depreciation and amortization
- Valuations of goodwill and other intangible assets
- Contingent consideration
- Deferred compensation
- Loss contingencies

Actual results could differ from these estimates. Changes in estimates are recorded in the results of operations in the period that the changes occur.

Revenue Recognition

Revenue is derived principally from the licensing of computer software products and from related maintenance contracts. Revenue from perpetual licenses is classified as license revenue and is recognized upon delivery of the licensed product and the utility that enables the customer to access authorization keys, provided that acceptance has occurred and a signed contractual obligation has been received, the price is fixed and determinable, and collectibility of the receivable is probable. The Company determines the fair value of PCS sold together with perpetual licenses based on the rate charged for PCS when sold separately. Revenue from PCS contracts is classified as maintenance and service revenue and is recognized ratably over the term of the contract.

Revenue for software lease licenses is classified as license revenue and is recognized over the period of the lease contract. Typically, the Company's software leases include PCS which, due to the short term (principally one year or less) of the Company's software lease licenses, cannot be separated from lease revenue for accounting purposes. As a result, both the lease licenses and PCS are recognized ratably over the lease period. Due to the short-term nature of the software lease licenses and the frequency with which the Company provides major product upgrades (typically annually), the Company does not believe that a significant portion of the fee paid under the arrangement is attributable to the PCS component of the arrangement and, as a result, includes the revenue for the entire arrangement within software license revenue in the consolidated statements of income.

Many of the Company's semiconductor products are typically licensed via longer term leases of 24–36 months. The Company recognizes revenue for these licenses over the term of the lease contract. Because the Company does not have vendor-specific objective evidence of the fair value of these leases, the Company also recognizes revenue from perpetual licenses over the term of the lease contract during the infrequent occurrence of these licenses being sold with semiconductor leases in multiple-element arrangements.

Revenue from training, support and other services is recognized as the services are performed. The Company applies the specific performance method to contracts in which the service consists of a single act, such as providing a training class to a customer, and the proportional performance method to other service contracts that are longer in duration and often include multiple acts (for example, both training and consulting). In applying the proportional performance method, the Company typically utilizes output-based estimates for services with contractual billing arrangements that are not based on time and materials, and estimates output based on the total tasks completed as compared to the total tasks required for each work contract. Input-based estimates are utilized for services that involve general consultations with contractual billing arrangements based on time and materials, utilizing direct labor as the input measure.

The Company also executes arrangements through independent channel partners in which the channel partners are authorized to market and distribute the Company's software products to end users of the Company's products and services in specified territories. In sales facilitated by channel partners, the channel partner bears the risk of collection from the end-user customer. The Company recognizes revenue from transactions with channel partners when the channel partner submits a written purchase commitment, collectibility from the channel partner is probable, a license agreement signed by the end-user customer is received and delivery has occurred, provided that all other revenue recognition criteria are satisfied. Revenue from channel partner transactions is the amount remitted to the Company by the channel partners. This amount includes a fee for PCS that is compensation for providing technical enhancements and the second level of technical support to the end user, which is based on the rate charged for PCS when sold separately, and is recognized over the period that PCS is to be provided. The Company does not offer right of return, product rotation or price protection to any of its channel partners.

Non-income related taxes collected from customers and remitted to governmental authorities are recorded on the consolidated balance sheet as accounts receivable and accrued expenses. The collection and payment of these amounts are reported on a net basis in the consolidated statements of income and do not impact reported revenues or expenses.

The Company warrants to its customers that its software will substantially perform as specified in the Company's most current user manuals. The Company has not experienced significant claims related to software warranties beyond the scope of maintenance support, which the Company is already obligated to provide. Consequently, the Company has not established reserves for warranty obligations.

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of highly liquid investments such as deposits held at major banks and money market funds with original maturities of three months or less. Cash equivalents are carried at cost, which approximates fair value. The Company's cash and cash equivalents balances comprise the following:

<i>(in thousands, except percentages)</i>	December 31, 2016		December 31, 2015	
	Amount	% of Total	Amount	% of Total
Cash accounts	\$ 488,504	59.4	\$ 427,244	54.5
Money market funds	333,975	40.6	356,924	45.5
Total	\$ 822,479		\$ 784,168	

The Company's money market fund balances are held in various funds of a single issuer.

Property and Equipment

Property and equipment is stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets, which range from one to forty years. Repairs and maintenance are charged to expense as incurred. Gains or losses from the sale or retirement of property and equipment are included in operating income.

Research and Development

Research and development costs, other than certain capitalized software development costs, are expensed as incurred.

Software Development Costs

Internally developed software costs required to be capitalized as defined by the accounting guidance are not material to the Company's consolidated financial statements.

Business Combinations

When the Company consummates an acquisition, the assets acquired and the liabilities assumed are recognized separately from goodwill at their acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of the fair value of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While best estimates and assumptions are used to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, the Company's estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill as the Company obtains new information about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date. Upon the earlier of the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, any subsequent adjustments are recorded in the consolidated statements of income.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the consideration transferred over the fair value of net identifiable assets acquired. Other intangible assets consist of trade names, customer lists, contract backlog and acquired software and technology. Intangible assets that are not considered to have an indefinite useful life are amortized over their useful lives, which are generally two to fifteen years. Amortization expense for intangible assets was \$50.8 million, \$58.1 million and \$61.0 million for the years ended December 31, 2016, 2015 and 2014, respectively.

The Company tests goodwill and indefinite-lived intangible assets for impairment at least annually by performing a quantitative assessment of whether the fair value of each reporting unit or asset exceeds its carrying amount. Goodwill is tested at the reporting unit level and indefinite-lived intangible assets are tested at the individual asset level. This requires the Company to assess and make judgments regarding a variety of factors which impact the fair value of the reporting unit or asset being tested, including business plans, anticipated future cash flows, economic projections and other market data.

The Company performs its annual impairment tests for goodwill and indefinite-lived intangible assets on January 1 of each year unless there is an indicator that would require a test during the year. The Company periodically reviews the carrying value

of other intangible assets and will recognize impairments when events or circumstances indicate that such assets may be impaired.

Concentrations of Credit Risk

The Company has a concentration of credit risk with respect to revenue and trade receivables due to the use of certain significant channel partners to market and sell the Company's products. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. The following table outlines concentrations of risk with respect to the Company's revenue:

<i>(as a % of revenue)</i>	Year Ended December 31,		
	2016	2015	2014
Revenue from channel partners	24%	24%	25%
Largest channel partner	5%	5%	4%
2 nd largest channel partner	2%	2%	2%

No single customer accounted for more than 5% of the Company's revenue in 2016, 2015 or 2014.

In addition to the concentration of credit risk with respect to trade receivables, the Company's cash and cash equivalents are also exposed to concentration of credit risk. The Company's cash and cash equivalent accounts are insured through various public and private bank deposit insurance programs, foreign and domestic; however, a significant portion of the Company's funds are not insured. The following table outlines concentrations of risk with respect to the Company's cash and cash equivalents:

<i>(in thousands)</i>	As of December 31,	
	2016	2015
Cash and cash equivalents held domestically	\$ 593,348	\$ 539,031
Cash and cash equivalents held by foreign subsidiaries	229,131	245,137
Cash and cash equivalents held in excess of deposit insurance, foreign and domestic	805,374	763,400
Largest balance of cash and cash equivalents held with one financial institution, foreign and domestic	377,602	440,650

Allowance for Doubtful Accounts

The Company makes judgments as to its ability to collect outstanding receivables and provides allowances for a portion of receivables when collection becomes doubtful. Provisions are made based upon a specific review of all significant outstanding invoices from both value and delinquency perspectives. For those invoices not specifically reviewed, provisions are estimated at differing rates based upon the age of the receivable and the geographic area of origin. In determining these percentages, the Company considers its historical collection experience and current economic trends in the customer's industry and geographic region. The Company recorded provisions for doubtful accounts of \$2.0 million, \$1.3 million and \$2.1 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period of the enactment date.

The Company records net deferred tax assets to the extent it believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event the Company determines that it will be able to realize deferred tax assets for which a valuation allowance was used to reduce their carrying value, the adjustment to the valuation allowance will be recorded as a reduction to the provision for income taxes.

Tax benefits related to uncertain tax positions taken or expected to be taken on a tax return are recorded when such benefits meet a more-likely-than-not threshold. Otherwise, these tax benefits are recorded when a tax position has been effectively

settled, which means that the statute of limitations has expired or the appropriate taxing authority has completed their examination even though the statute of limitations remains open. The Company recognizes interest and penalties related to income taxes within the income tax expense line in the accompanying consolidated statements of income. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets.

Foreign Currencies

Certain of the Company's sales and intercompany transactions are denominated in foreign currencies. These transactions are translated to the functional currency at the exchange rate on the transaction date. Assets and liabilities denominated in a currency other than the Company's or subsidiary's functional currency are translated at the effective exchange rate on the balance sheet date. Gains and losses resulting from foreign exchange transactions are included in other income (expense), net. The Company recorded net foreign exchange gains of \$0.1 million and \$0.5 million for the years ended December 31, 2016 and 2015, respectively, and net foreign exchange losses of \$1.6 million for the year ended December 31, 2014.

The financial statements of the Company's foreign subsidiaries are translated from the functional (local) currency to U.S. Dollars. Assets and liabilities are translated at the exchange rates on the balance sheet date. Results of operations are translated at average exchange rates, which approximate rates in effect when the underlying transactions occurred.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss is composed entirely of foreign currency translation adjustments.

Earnings Per Share

Basic earnings per share ("EPS") amounts are computed by dividing earnings by the weighted average number of common shares outstanding during the period. Diluted EPS amounts assume the issuance of common stock for all potentially dilutive equivalents outstanding. To the extent stock options are anti-dilutive, they are excluded from the calculation of diluted EPS.

The details of basic and diluted EPS are as follows:

<i>(in thousands, except per share data)</i>	Year Ended December 31,		
	2016	2015	2014
Net income	\$ 265,636	\$ 252,521	\$ 254,690
Weighted average shares outstanding – basic	87,227	89,561	92,067
Dilutive effect of stock plans	1,742	1,941	2,127
Weighted average shares outstanding – diluted	88,969	91,502	94,194
Basic earnings per share	\$ 3.05	\$ 2.82	\$ 2.77
Diluted earnings per share	\$ 2.99	\$ 2.76	\$ 2.70
Anti-dilutive options	260	206	718

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with share-based payment accounting guidance. The guidance requires an entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost is recognized over the period during which an employee is required to provide service in exchange for the award, typically the vesting period.

Fair Value of Financial Instruments

The Company accounts for certain assets and liabilities at fair value in accordance with the accounting guidance applicable to fair value measurements and disclosures. The carrying values of cash, cash equivalents, short-term investments, accounts receivable, accounts payable, accrued expenses, other accrued liabilities and short-term obligations are deemed to be reasonable estimates of their fair values because of their short-term nature.

New Accounting Guidance

Business combinations: In January 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* (ASU 2017-01). This update narrows the definition of a business. If substantially all the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the acquiree is not a business. The update also requires a business to

include an input and a substantive process that significantly contributes to the ability to create outputs. This definition is expected to reduce the number of acquisitions accounted for as business combinations, which will impact the accounting treatment of certain items, including the accounting treatment of contingent consideration and transaction expenses. ASU 2017-01 is effective for annual periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is permitted and the update will be applied prospectively. The effect of the implementation will depend upon the nature of the Company's future acquisitions, if any. Historically, the Company has entered into acquisitions that would meet the definition of a business under ASU 2017-01.

Income taxes: In October 2016, the FASB issued Accounting Standards Update No. 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory* (ASU 2016-16). Previous guidance requires the tax effects from intra-entity asset transfers to be deferred until that asset is sold to a third party or recovered through use. ASU 2016-16 eliminates this deferral for all intra-entity asset transfers other than inventory. The standard is effective for annual periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is permitted and a modified retrospective transition is required upon adoption. The Company plans to adopt ASU 2016-16 beginning in 2018 and expects adoption to have an immaterial effect, if any, on its financial results.

Employee share-based payment accounting: In March 2016, the FASB issued Accounting Standards Update No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (ASU 2016-09). This update includes various areas for simplification related to aspects of the accounting for share-based payment transactions. One simplification is that the tax effects of share-based payment settlements will be recorded in the income statement. Prior guidance required tax windfalls at settlement, and tax shortfalls to the extent of previous windfalls, to be recorded in equity. This provision is required to be adopted prospectively. These tax effects will be reported as operating cash flows according to the new guidance as opposed to financing cash flows in the prior guidance. Other simplifications involve the classification of awards as either equity or liabilities and classification on the statements of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, including interim periods within that reporting period. The primary impact of adoption will be the recognition of excess tax benefits or deficiencies in the Company's provision for income taxes rather than paid-in capital, and the related change in classification of such benefits on the consolidated statements of cash flows.

Leases: In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 requires virtually all leases, other than leases that meet the definition of a short-term lease, to be recorded on the balance sheet with a right-of-use asset and corresponding lease liability. As a result, the Company's assets and liabilities will increase upon adoption. Leases will be classified as either operating or finance leases based on certain criteria. This classification will determine the timing and presentation of expenses on the income statement, as well as the presentation of related cash flows. The standard is effective for annual periods beginning after December 15, 2018, including interim periods within that reporting period. Early adoption is permitted and a modified retrospective transition is required upon adoption. The Company does not expect to early adopt and is currently in the data-gathering phase of implementation. The Company is currently evaluating the effect that implementation of this update will have on its financial results upon adoption.

Revenue from contracts with customers: In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09). ASU 2014-09 supersedes most current revenue recognition guidance, including industry-specific guidance. Previous guidance requires an entity to recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectibility is reasonably assured. Under the new guidance, an entity is required to evaluate revenue recognition by identifying a contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations in the contract and recognizing revenue when (or as) the entity satisfies a performance obligation. The standard also requires disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, delayed the effective date of ASU 2014-09 to annual periods beginning after December 15, 2017, including interim periods within that reporting period. This standard is effective for the Company on January 1, 2018. Entities have the option of using a full retrospective, cumulative effect or modified approach to adopt ASU 2014-09. The Company expects to utilize the full retrospective method to restate each prior period presented upon adoption.

This update will impact the timing and amounts of revenue recognized. The Company's preliminary assessment is that the adoption of this standard will have a material impact on the Company's consolidated financial statements. While the Company expects that the standard will impact various elements of its business, the Company's initial assessment is that the most significant impact will be on the recognition of revenue related to software lease licenses. These licenses include the right to use the software and PCS over the term of the license. These licenses are currently recognized as revenue ratably over the term

of the license. Under the new standard and the existing interpretations, the Company expects to recognize a meaningful portion of the revenue related to these licenses up-front at the time the license is delivered. However, the Company's preliminary assessment could change as additional interpretations relating to the new standard are provided and as issues identified by software industry groups are addressed.

3. Acquisitions

During the twelve months ended December 31, 2016 and 2015, the Company completed various acquisitions to accelerate the development of new and innovative products to the marketplace while lowering design and engineering costs for customers. The acquisitions were not individually significant. The combined purchase prices of the acquisitions were approximately \$10.3 million and \$49.7 million for the years ended December 31, 2016 and 2015, respectively.

The operating results of each acquisition have been included in the Company's consolidated financial statements since each respective date of acquisition. The effects of the business combinations were not material to the Company's consolidated results of operations individually or in the aggregate.

In valuing deferred revenue on the balance sheets of the Company's 2016 and 2015 acquisitions as of their respective acquisition dates, the Company applied the fair value provisions applicable to the accounting for business combinations, resulting in a reduction of deferred revenue as compared to the historical carrying amounts. During 2015, acquired deferred revenues with a combined historical carrying value of \$0.9 million were ascribed no fair value on the opening balance sheets. As a result, the Company's post-acquisition revenue will be less than the sum of what would have otherwise been reported by ANSYS and each acquiree absent the acquisitions. The impacts on reported revenue for the years ended December 31, 2016 and 2015 were \$0.1 million and \$0.8 million, respectively.

SpaceClaim Corporation

On April 30, 2014, the Company completed the acquisition of SpaceClaim, a leading provider of 3-D modeling technology. Under the terms of the agreement, ANSYS acquired SpaceClaim for a purchase price of \$85.0 million, which was paid almost entirely in cash.

SpaceClaim's software provides customers with a powerful and intuitive 3-D direct modeling solution to author new concepts and then leverage the power of simulation to rapidly iterate on these designs to drive innovation. The broad appeal of the SpaceClaim technology can help the Company deliver simulation tools to any engineer in any industry. The complementary combination accelerates the development of new and innovative products to the marketplace while lowering design and engineering costs for customers.

The operating results of SpaceClaim have been included in the Company's consolidated financial statements from April 30, 2014, the date of acquisition.

The assets and liabilities of SpaceClaim have been recorded based upon management's estimates of their fair market values as of the acquisition date. The following tables summarize the fair value of consideration transferred and the fair values of identified assets acquired and liabilities assumed at the acquisition date, as adjusted within the one-year measurement period:

Fair Value of Consideration Transferred:

<i>(in thousands)</i>		
Cash	\$	84,892
ANSYS replacement stock options		68
Total consideration transferred at fair value	\$	84,960

Recognized Amounts of Identifiable Assets Acquired and Liabilities Assumed:

<i>(in thousands)</i>		
Cash	\$	723
Accounts receivable and other tangible assets		1,857
Developed technology (10-year life)		15,800
Customer relationships (6-year life)		9,400
Trade name (6-year life)		1,300
Contract backlog (6-year life)		550
Non-compete agreement (2-year life)		300
Net deferred tax assets		9,288
Accounts payable and other liabilities		(2,011)
Deferred revenue		(700)
Total identifiable net assets	\$	36,507
Goodwill	\$	48,453

The goodwill, which is not tax-deductible, is attributed to intangible assets that do not qualify for separate recognition, including the assembled workforce of the acquired business and the synergies expected to arise as a result of the acquisition of SpaceClaim.

During the one-year measurement period since the SpaceClaim acquisition date, the Company adjusted the fair values of the assets acquired and liabilities assumed, with the offset recorded as a \$4.8 million decrease to goodwill. These adjustments were made as the Company obtained new information about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date.

In valuing deferred revenue on the SpaceClaim balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. Acquired deferred revenue with a historical carrying value of \$3.3 million was ascribed a fair value of \$0.7 million on the opening balance sheet. As a result, the Company's post-acquisition revenue was less than the sum of what would have otherwise been reported by ANSYS and SpaceClaim absent the acquisition. The impacts on reported revenue for the twelve months ended December 31, 2015 and 2014 were \$0.6 million and \$2.0 million, respectively.

Reaction Design

On January 3, 2014, the Company completed the acquisition of Reaction Design, a leading developer of chemistry simulation software. Under the terms of the agreement, ANSYS acquired Reaction Design for a purchase price of \$19.1 million in cash. Reaction Design's solutions enable transportation manufacturers and energy companies to rapidly achieve their clean technology goals by automating the analysis of chemical processes via computer simulation and modeling solutions.

The operating results of Reaction Design have been included in the Company's consolidated financial statements since the date of acquisition, January 3, 2014. The total consideration transferred was allocated to the assets and liabilities of Reaction Design based on management's estimates of the fair values of the assets acquired and the liabilities assumed. The allocation included \$7.0 million to identifiable intangible assets, including core technology, customer lists and trade names, to be amortized over periods between two and eleven years, and \$9.2 million to goodwill, which is not tax-deductible. These amounts include measurement-period adjustments. During the one-year measurement period since the Reaction Design acquisition date, the Company adjusted the fair values of the assets acquired and liabilities assumed, with the offset recorded as an increase to

goodwill of \$1.9 million and a reduction in noncontrolling interest of \$0.6 million. These adjustments were made as the Company obtained new information about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date.

In valuing deferred revenue on the Reaction Design balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. Acquired deferred revenue with a historical carrying value of \$2.3 million was ascribed no fair value on the opening balance sheet. As a result, the Company's post-acquisition revenue was less than the sum of what would have otherwise been reported by ANSYS and Reaction Design absent the acquisition. The impacts on reported revenue for the twelve months ended December 31, 2015 and 2014 were \$0.3 million and \$2.0 million, respectively.

4. Other Receivables and Current Assets

The Company's other receivables and current assets comprise the following balances:

<i>(in thousands)</i>	December 31,	
	2016	2015
Receivables related to unrecognized revenue	\$ 199,119	\$ 170,186
Income taxes receivable, including overpayments and refunds	15,718	7,877
Prepaid expenses and other current assets	24,512	22,170
Total other receivables and current assets	<u>\$ 239,349</u>	<u>\$ 200,233</u>

Receivables for unrecognized revenue represent the current portion of billings made for annual lease licenses and software maintenance that have not yet been recognized as revenue.

5. Property and Equipment

Property and equipment consists of the following:

<i>(in thousands)</i>	Estimated Useful Lives	December 31,	
		2016	2015
Equipment	1-10 years	\$ 78,614	\$ 78,932
Computer software	1-5 years	30,867	33,710
Buildings	10-40 years	25,472	25,041
Leasehold improvements	1-15 years	11,571	12,621
Furniture	1-13 years	8,618	8,601
Land		1,759	1,759
Property and equipment, gross		<u>156,901</u>	160,664
Less: Accumulated depreciation		<u>(102,224)</u>	(98,740)
Property and equipment, net		<u>\$ 54,677</u>	<u>\$ 61,924</u>

Depreciation expense related to property and equipment was \$18.7 million, \$19.5 million and \$20.9 million for the years ended December 31, 2016, 2015 and 2014, respectively.

6. Goodwill and Intangible Assets

Goodwill represents the excess of the fair value of the consideration transferred over the value of net tangible and identifiable intangible assets of acquired businesses. Identifiable intangible assets acquired in business combinations are recorded based on their fair values on the date of acquisition.

During the first quarter of 2016, the Company completed the annual impairment test for goodwill and the indefinite-lived intangible asset and determined that these assets had not been impaired as of the test date, January 1, 2016. No other events or circumstances changed during the twelve months ended December 31, 2016 that would indicate that the fair values of the Company's reporting unit and indefinite lived intangible asset are below their carrying values.

The Company's intangible assets and estimated useful lives are classified as follows:

<i>(in thousands)</i>	December 31, 2016		December 31, 2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Finite-lived intangible assets:				
Developed software and core technologies (3 – 11 years)	\$ 338,594	\$ (275,130)	\$ 336,262	\$ (251,201)
Customer lists and contract backlog (5 – 15 years)	159,549	(88,414)	159,885	(76,160)
Trade names (2 – 10 years)	127,952	(90,289)	127,903	(76,493)
Total	<u>\$ 626,095</u>	<u>\$ (453,833)</u>	<u>\$ 624,050</u>	<u>\$ (403,854)</u>
Indefinite-lived intangible assets:				
Trade names	<u>\$ 357</u>		<u>\$ 357</u>	

Amortization expense for the intangible assets reflected above was \$50.8 million, \$58.1 million and \$61.0 million for the years ended December 31, 2016, 2015 and 2014, respectively.

As of December 31, 2016, estimated future amortization expense for the intangible assets reflected above is as follows:

<i>(in thousands)</i>	
2017	\$ 47,937
2018	34,643
2019	21,332
2020	20,325
2021	16,199
Thereafter	31,826
Total intangible assets subject to amortization, net	<u>172,262</u>
Indefinite-lived trade name	357
Other intangible assets, net	<u>\$ 172,619</u>

The changes in goodwill during the years ended December 31, 2016 and 2015 are as follows:

<i>(in thousands)</i>	2016	2015
Beginning balance - January 1	\$ 1,332,348	\$ 1,312,182
Acquisitions	6,184	28,561
Adjustments ⁽¹⁾	(1)	(4,573)
Currency translation	(1,316)	(3,822)
Ending balance - December 31	<u>\$ 1,337,215</u>	<u>\$ 1,332,348</u>

⁽¹⁾ In accordance with the accounting for business combinations, the Company recorded adjustments to goodwill for the effect of changes in the provisional fair values of the assets acquired and liabilities assumed during the measurement period (up to one year from the acquisition date) as the Company obtained new information about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date.

7. Fair Value Measurement

The valuation hierarchy for disclosure of assets and liabilities reported at fair value prioritizes the inputs for such valuations into three broad levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; or
- Level 3: unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value.

A financial asset's or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following tables provide the assets and liabilities carried at fair value and measured on a recurring basis:

<i>(in thousands)</i>	December 31, 2016	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash equivalents	\$ 333,975	\$ 333,975	\$ —	\$ —
Short-term investments	\$ 381	\$ —	\$ 381	\$ —
Deferred compensation plan investments	\$ 459	\$ 459	\$ —	\$ —

<i>(in thousands)</i>	December 31, 2015	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash equivalents	\$ 356,924	\$ 356,924	\$ —	\$ —
Short-term investments	\$ 446	\$ —	\$ 446	\$ —
Liabilities				
Contingent consideration	\$ (1,376)	\$ —	\$ —	\$ (1,376)

The cash equivalents in the preceding tables represent money market funds.

The short-term investments in the preceding tables represent deposits held by certain foreign subsidiaries of the Company. The deposits have fixed interest rates with original maturities ranging from three months to one year.

The deferred compensation plan investments in the preceding table represent trading securities held in a rabbi trust for the benefit of the non-affiliate Independent Directors. These securities consist of mutual funds traded in an active market with quoted prices. As a result, the plan assets were classified as Level 1 in the fair value hierarchy. The plan assets are recorded within other long-term assets on the Company's consolidated balance sheet.

The contingent consideration in the table above represents the final payment related to the 2013 acquisition of EVEN - Evolutionary Engineering AG ("EVEN"). The net present value calculation for the contingent consideration, which was paid during the quarter ended March 31, 2016, included significant unobservable inputs as of December 31, 2015 in the assumption that the remaining payment would be made, and, therefore, the liability was classified as Level 3 in the fair value hierarchy. The liability was recorded within other accrued expenses and liabilities on the Company's consolidated balance sheet.

The following table presents the changes during the years ended December 31, 2016 and 2015 in the Company's Level 3 liability for contingent consideration that is measured at fair value on a recurring basis:

<i>(in thousands)</i>	Fair Value Measurement Using Significant Unobservable Inputs	
	Contingent Consideration	
Balance as of January 1, 2015	\$	2,621
Contingent payments		(1,456)
Interest expense and foreign exchange activity included in earnings		211
Balance as of December 31, 2015	\$	1,376
Contingent payments		(1,448)
Interest expense and foreign exchange activity included in earnings		72
Balance as of December 31, 2016	\$	—

The carrying values of cash, accounts receivable, accounts payable, accrued expenses, other accrued liabilities and short-term obligations approximate their fair values because of their short-term nature.

8. Income Taxes

Income before income taxes includes the following components:

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
Domestic	\$ 340,251	\$ 325,097	\$ 291,042
Foreign	40,064	31,668	57,097
Total	\$ 380,315	\$ 356,765	\$ 348,139

The provision for income taxes is composed of the following:

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
Current:			
Federal	\$ 99,783	\$ 93,853	\$ 80,620
State	8,338	7,733	7,192
Foreign	17,479	17,854	24,495
Deferred:			
Federal	(13,368)	(14,472)	(18,536)
State	(1,036)	(1,987)	(1,915)
Foreign	3,483	1,263	1,593
Total	\$ 114,679	\$ 104,244	\$ 93,449

The reconciliation of the U.S. federal statutory tax rate to the consolidated effective tax rate is as follows:

	Year Ended December 31,		
	2016	2015	2014
Federal statutory tax rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal benefit	1.6	1.1	1.2
Uncertain tax positions	(0.2)	(0.4)	(0.9)
Research and development credits	(1.0)	(1.1)	(1.1)
Benefit from restructuring activities	(2.2)	(2.7)	(4.1)
Domestic production activity benefit	(3.7)	(3.1)	(3.5)
Other	0.7	0.4	0.2
	30.2 %	29.2 %	26.8 %

In general, it is the practice and intention of the Company to repatriate previously taxed earnings and to reinvest all other earnings of its non-U.S. subsidiaries. The Company has not made a provision for U.S. taxes on approximately \$199 million, representing the excess of the amount for financial reporting over the tax bases of investments in foreign subsidiaries that are essentially permanent in duration. Generally, such amounts become subject to U.S. taxation upon the remittance of dividends and under certain other circumstances. The residual U.S. tax cost associated with this difference is estimated to be \$35 million.

The components of deferred tax assets and liabilities are as follows:

<i>(in thousands)</i>	December 31,	
	2016	2015
Deferred tax assets:		
Net operating loss carryforwards	\$ 32,969	\$ 40,939
Stock-based compensation	23,652	23,258
Employee benefits	17,187	17,044
Uncertain tax positions	11,562	10,233
Deferred revenue	6,382	8,603
Research and development credits	3,889	3,562
Allowance for doubtful accounts	2,078	1,888
Other	3,163	3,240
Valuation allowance	(1,625)	(603)
	99,257	108,164
Deferred tax liabilities:		
Other intangible assets	(56,195)	(73,933)
Property and equipment	(2,994)	(3,426)
	(59,189)	(77,359)
Net deferred tax assets	\$ 40,068	\$ 30,805

The Company excluded from the above table a \$13.2 million deferred tax asset associated with foreign net operating loss carryforwards and a corresponding \$13.2 million valuation allowance in a jurisdiction where the Company determined utilization is remote.

The net increase in the gross valuation allowance was \$1.0 million. This increase was primarily due to a change in circumstances related to the ability to utilize a net operating loss in a foreign jurisdiction. As of each reporting date, management considers new evidence, both positive and negative, that could affect the future realization of deferred tax assets. If management determines it is more likely than not that an asset, or a portion of an asset, will not be realized, a valuation allowance is recorded.

As of December 31, 2016, the Company had federal net operating loss carryforwards of \$28.7 million. These losses expire between 2020 - 2034, and are subject to limitations on their utilization. Deferred tax assets of \$1.2 million have been recorded for state operating loss carryforwards. These losses expire between 2017 - 2035, and are subject to limitations on their utilization. The Company had total foreign net operating loss carryforwards of \$76.9 million, of which \$28.2 million are not currently subject to expiration dates. The remainder, \$48.7 million, expires between 2019 - 2025. The Company had tax credit carryforwards of \$5.2 million, of which \$3.0 million are subject to limitations on their utilization. Approximately \$0.9 million of these tax credit carryforwards are not currently subject to expiration dates. The remainder, \$4.3 million, expires in various years between 2017 - 2036.

The following is a reconciliation of the total amounts of unrecognized tax benefits:

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
Unrecognized tax benefit as of January 1	\$ 16,067	\$ 16,342	\$ 19,590
Gross increases—tax positions in prior period	983	64	488
Gross decreases—tax positions in prior period	(2,502)	(850)	(3,715)
Gross increases—tax positions in current period	2,725	4,064	2,513
Reductions due to a lapse of the applicable statute of limitations	(927)	(2,808)	(1,924)
Changes due to currency fluctuation	(348)	(653)	(610)
Settlements	(789)	(92)	—
Unrecognized tax benefit as of December 31	\$ 15,209	\$ 16,067	\$ 16,342

The Company believes that it is reasonably possible that approximately \$0.1 million of uncertain tax positions may be resolved within the next twelve months as a result of settlement with a taxing authority or a lapse of the statute of limitations. Of the total unrecognized tax benefit as of December 31, 2016, \$9.2 million would affect the effective tax rate, if recognized.

The Company recognizes interest and penalties related to income taxes as income tax expense. During the year ended December 31, 2016, the Company recorded \$0.8 million of penalty expense and \$0.1 million of interest benefit. As of December 31, 2016, the Company accrued a liability for penalties of \$2.7 million and interest of \$2.8 million. As of December 31, 2015, the Company accrued a liability for penalties of \$1.9 million and interest of \$2.7 million.

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. In the U.S., the Company's only major tax jurisdiction, the 2013 - 2016 tax years are open to examination by the Internal Revenue Service.

9. Pension and Profit-Sharing Plans

The Company has a 401(k)/profit-sharing plan for all qualifying salaried domestic employees that permits participants to make contributions by salary reduction pursuant to Section 401(k) of the Internal Revenue Code. The Company makes matching contributions on behalf of each eligible participant in an amount equal to 100% of the first 3% and an additional 25% of the next 5%, for a maximum total of 4.25% of the employee's compensation. The Company may make a discretionary contribution based on the participant's eligible compensation, provided the employee is employed at the end of the year and has worked at least 1,000 hours. The Company also maintains various defined contribution and defined benefit pension arrangements for its international employees. The Company funds the foreign defined benefit and contribution plans based on the minimum required deposits according to the local statutory requirements. The unfunded portion of the defined benefit obligation for each plan is accrued in other long-term liabilities.

Expenses related to the Company's retirement programs were \$9.1 million in 2016, \$8.4 million in 2015 and \$8.9 million in 2014.

10. Non-Compete and Employment Agreements

Employees of the Company have signed agreements under which they have agreed not to disclose trade secrets or confidential information that, where legally permitted, restrict engagement in or connection with any business that is competitive with the Company anywhere in the world while employed by the Company (and, in some cases, for specified periods thereafter), and that any products or technology created by them during their term of employment are the property of the Company. In addition, the Company requires all channel partners to enter into agreements not to disclose the Company's trade secrets and other proprietary information.

The Company has an employment agreement with the Chief Executive Officer. This agreement provides for, among other things, in the case of termination for reasons other than death, disability or cause and subject to non-compete and non-solicit clauses, minimum severance payments equal to two times his base salary and target bonus paid out over two years from the date of termination and two years of health care coverage from the date of termination. The Chief Executive Officer is subject to a two-year restriction on competition and solicitation following termination of employment under the circumstances described in the contract.

The Company has a transition agreement with its Chairman of the Board. This agreement provides for, among other things, that the Chairman of the Board shall be employed by the Company until April 30, 2019 unless terminated earlier in accordance with the terms of the agreement. The Chairman of the Board shall receive salary paid in bi-monthly installments as specified in the transition agreement and restricted stock units vesting in part in February 2018 and the remainder at the end of the transition agreement, subject to the Chairman of the Board's continued employment, in accordance with the terms of the transition agreement. The Chairman of the Board will not be entitled to bonus payments during his employment pursuant to the transition agreement, but he will be eligible to participate in all of the Company's benefit plans subject to the terms of such plans. The transition agreement provides for an additional payment (less salary received and equity calculations as set forth in the transition agreement) in the event that the Chairman of the Board's employment is terminated without cause prior to April 30, 2019.

The Company also has employment agreements with several other employees, primarily in foreign jurisdictions. The terms of these employment agreements generally include annual compensation, severance payment provisions and non-compete clauses.

11. Stock-Based Compensation

The Company has a stock option and grant plan—the Fifth Amended and Restated 1996 Stock Option and Grant Plan ("Stock Plan"). The Stock Plan, as amended, authorizes the grant of up to 39.8 million shares of the Company's common stock in the form of: (i) incentive stock options ("ISOs"), (ii) nonqualified stock options, (iii) common stock with or without vesting or other restrictions, (iv) common stock upon the attainment of specified performance goals, (v) restricted stock awards, (vi) the right to receive cash dividends with the holders of the common stock as if the recipient held a specified number of shares of the common stock, (vii) deferred stock awards, (viii) restricted stock unit awards, (ix) stock appreciation rights and (x) cash-based awards.

The Stock Plan provides that: (i) the exercise price of an ISO must be no less than the fair value of the stock at the date of grant and (ii) the exercise price of an ISO held by an optionee who possesses more than 10% of the total combined voting power of all classes of stock must be no less than 110% of the fair market value of the stock at the time of grant. The Compensation Committee of the Board of Directors has the authority to set expiration dates no later than ten years from the date of grant (or five years for an optionee who meets the 10% criterion), payment terms, and other provisions for each grant. The majority of options granted have a four-year vesting period. Shares associated with unexercised options or reacquired shares of common stock (except those shares withheld as a result of tax withholding or net issuance) become available for option grants and common stock issuances under the Stock Plan. The Compensation Committee of the Board of Directors may, at its sole discretion, accelerate or extend the date or dates on which all or any particular award or awards granted under the Stock Plan may vest or be exercised.

In the event of a "sale event," defined in the Stock Plan as a "Transaction," all outstanding awards will be assumed or continued by the successor entity, with appropriate adjustment in the awards to reflect the transaction. In such event, except as the Compensation Committee may otherwise specify with respect to particular awards in the award agreements, if the service relationship of the holder of an award is terminated without cause within 18 months after the sale event, then all awards held by such holder will become fully vested and exercisable at that time. If there is a sale event in which the successor entity refuses to assume or continue outstanding awards, then subject to the consummation of the sale event, all awards with time-based vesting conditions will become fully vested and exercisable at the effective time of the sale event and all awards with performance-based vesting conditions may become vested and exercisable in accordance with the award agreements at the discretion of the Compensation Committee. If awards are not assumed or continued after a sale event, then all such awards will terminate at the time of the sale event. In the event of the termination of stock options or stock appreciation rights in connection with a sale event, the Compensation Committee may either make or provide for a cash payment to the holders of such awards equal to the difference between the per share transaction consideration and the exercise price of such awards or permit each holder to have at least a 15-day period to exercise such awards prior to their termination.

The Company currently issues shares related to exercised stock options or vested awards from its existing pool of treasury shares and has no specific policy to repurchase treasury shares as stock options are exercised or as awards vest. If the treasury pool is depleted, the Company will issue new shares.

The table below presents the weighted average input assumptions used and resulting fair values for options granted or issued in business combinations during each respective year:

	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rate	1.19% to 1.93%	1.18% to 1.65%	1.49% to 1.76%
Expected dividend yield	—%	—%	—%
Expected volatility	24%	25%	35%
Expected term	5.7 years	5.6 years	5.7 years
Weighted-average fair value per share	\$23.96	\$30.83	\$32.26

As stock-based compensation expense recognized in the consolidated statements of income is based on awards ultimately expected to vest, it must be reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The effect of pre-vesting forfeitures on the Company's recorded expense has historically been negligible due to the relatively low turnover of stock option holders.

The Company's determination of fair value of share-based payment awards on the date of grant using an option pricing model is affected by the Company's stock price as well as assumptions regarding a number of variables. The total estimated grant-date fair values of stock options that vested during the years ended December 31, 2016, 2015 and 2014 were \$7.4 million, \$12.3 million and \$19.5 million, respectively. As of December 31, 2016, total unrecognized estimated compensation cost related to unvested stock options granted prior to that date was \$8.2 million, which is expected to be recognized over a weighted-average period of 2.1 years. The total intrinsic values of stock options exercised during the years ended December 31, 2016, 2015 and 2014 were \$49.8 million, \$47.1 million and \$60.6 million, respectively. As of December 31, 2016, 0.4 million unvested options with an aggregate intrinsic value of \$1.4 million are expected to vest and have a weighted-average exercise price of \$90.12 and a weighted-average remaining contractual term of 8.9 years. The Company recorded cash received from the exercise of stock options of \$49.3 million and tax benefits related to stock activity of \$18.6 million for the year ended December 31, 2016.

Information regarding stock options outstanding as of December 31, 2016 is summarized below:

(options in thousands)	Options Outstanding			Options Exercisable	
	Options	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Range of Exercise Prices					
\$5.91 - \$40.89	874	2.35	\$ 34.25	868	\$ 34.39
\$41.33 - \$58.67	1,175	4.25	\$ 54.02	1,175	\$ 54.02
\$61.68 - \$69.70	641	5.71	\$ 67.38	641	\$ 67.38
\$73.45 - \$95.09	446	8.47	\$ 90.11	78	\$ 83.78

Under the terms of the ANSYS, Inc. Long-Term Incentive Plan, the Company issues various restricted stock awards, which may have a market condition, an operating performance condition or a service condition, or any combination of the three. The Company granted 35,000, 34,450 and 47,000 performance-based restricted stock units with a market condition in 2016, 2015 and 2014, respectively. The percentage of the award that vests is based on the Company's performance as measured by total shareholder return relative to the appreciation of a specified stock index over the measurement period, subject to each participant's continued employment with the Company through the conclusion of the measurement period. As of December 31, 2016, 5,973 units of the total 2014 awards granted were earned and will be issued in 2017. The measurement periods for the restricted stock units granted pursuant to the Long-Term Incentive Plan are one-, two- and three-year periods beginning January 1 of the year of the grant. Each restricted stock unit relates to one share of the Company's common stock. The weighted-average fair value of each restricted stock unit granted in 2016, 2015 and 2014 was estimated on the grant date to be \$78.71, \$81.61 and \$65.94, respectively. The fair value of the restricted stock units was estimated using a Monte Carlo simulation model. The determination of the fair value of the awards was affected by the grant date and a number of variables, each of which has been identified in the chart below. Share-based compensation expense based on the fair value of the award is being recorded from the grant date through the conclusion of the three-year measurement period. Total compensation expense associated with the market condition awards recorded for the years ended December 31, 2016, 2015 and 2014 was \$2.2 million, \$3.1 million and \$2.5 million, respectively.

Assumptions used in Monte Carlo lattice pricing model	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rate	1.0%	1.1%	0.7%
Expected dividend yield	—%	—%	—%
Expected volatility—ANSYS stock price	21%	23%	25%
Expected volatility—NASDAQ Composite Index	16%	14%	15%
Expected term	2.8 years	2.8 years	2.8 years
Correlation factor	0.65	0.60	0.70

The Company issued 35,000, 115,485 and 39,900 performance-based restricted stock awards during 2016, 2015 and 2014, respectively. Of the cumulative performance-based restricted stock awards issued, defined operating metrics were assigned to 63,462, 51,795 and 20,667 awards with grant-date fair values of \$84.61, \$86.38 and \$81.52 during 2016, 2015 and 2014, respectively. The grant-date fair value of the awards is being recorded from the grant date through the conclusion of the measurement period associated with each operating metric based on management's estimates concerning the probability of vesting. As of December 31, 2016, 7,625 units of the total 2014 awards granted were earned and will be issued in 2017. Total compensation expense associated with the awards recorded for the years ended December 31, 2016, 2015 and 2014 was \$0.4 million, \$0.4 million and \$0.1 million, respectively.

In addition, in 2016, 2015 and 2014, the Company granted restricted stock units of 488,622, 344,500 and 364,150, respectively, that will vest over a three- or four-year period with weighted-average grant-date fair values of \$88.51, \$86.34 and \$82.13, respectively. During 2016 and 2015, 162,019 and 85,713 shares vested and were released, respectively. As of December 31, 2016, 2015 and 2014, 838,327, 571,462 and 344,750 units were outstanding, respectively. Total compensation expense is being recorded over the service period and was \$19.1 million, \$12.5 million and \$5.8 million for the years ended December 31, 2016, 2015 and 2014, respectively.

In conjunction with a 2015 acquisition, ANSYS issued 68,451 shares of replacement restricted stock with a weighted-average grant-date fair value of \$90.48. Of the \$6.2 million grant-date fair value, \$3.5 million, related to partially vested awards, was recorded as non-cash purchase price consideration. The remaining fair value will be recognized as stock compensation expense through the conclusion of the service period. During the years ended December 31, 2016 and 2015, the Company recorded \$1.2 million and \$0.6 million, respectively, of stock compensation expense related to these awards.

In conjunction with a 2011 acquisition, the Company granted performance-based restricted stock awards. Vesting was determined based on the achievements of certain revenue and operating income targets of the entity post-acquisition. Total compensation expense associated with the awards recorded for the year ended December 31, 2014 was \$4.7 million.

The Company has granted deferred stock awards to non-affiliate Independent Directors, which are rights to receive shares of common stock upon termination of service as a Director. In 2015 and prior, the deferred stock awards were granted quarterly in arrears and vested immediately upon grant. Associated with these awards, the Company established a non-qualified 409(a) deferred compensation plan with assets held under a rabbi trust to provide Directors an opportunity to diversify their vested awards. During open trading windows and at their elective option, the Directors may convert their Company shares into a variety of non-Company-stock investment options in order to diversify their holdings. As of December 31, 2016, 5,000 shares have been diversified and 184,099 undiversified deferred stock awards have vested with the underlying shares remaining unissued until the service termination of the respective Director owners. In May 2016, the Company granted 38,400 deferred stock awards which will vest in full on the one-year anniversary of the grant. Total compensation expense associated with the awards recorded for the years ended December 31, 2016, 2015 and 2014 was \$1.9 million, \$4.0 million and \$3.5 million, respectively.

12. Stock Repurchase Program

Under the Company's stock repurchase program, the Company repurchased shares as follows:

<i>(in thousands, except per share data)</i>	Year Ended December 31,		
	2016	2015	2014
Number of shares repurchased	3,700	3,833	2,977
Average price paid per share	\$ 90.90	\$ 88.16	\$ 78.54
Total cost	\$ 336,335	\$ 337,910	\$ 233,793

In February 2017, the Company's Board of Directors increased the number of shares authorized for repurchase to a total of 5.0 million shares under the stock repurchase program. As of December 31, 2016, 1.3 million shares remained available for repurchase under the program.

13. Employee Stock Purchase Plan

The Company's 1996 Employee Stock Purchase Plan (the "Purchase Plan") was adopted by the Board of Directors on April 19, 1996 and was subsequently approved by the Company's stockholders. The stockholders approved an amendment to the Purchase Plan in May 2016 to increase the number of shares available for offerings to 1.8 million shares. The Purchase Plan is administered by the Compensation Committee. Offerings under the Purchase Plan commence on each February 1 and August 1, and have a duration of six months. An employee who owns or is deemed to own shares of stock representing in excess of 5% of the combined voting power of all classes of stock of the Company may not participate in the Purchase Plan.

During each offering, an eligible employee may purchase shares under the Purchase Plan by authorizing payroll deductions of up to 10% of his or her cash compensation during the offering period. The maximum number of shares that may be purchased by any participating employee during any offering period is limited to 3,840 shares (as adjusted by the Compensation Committee from time to time). Unless the employee has previously withdrawn from the offering, his or her accumulated payroll deductions will be used to purchase common stock on the last business day of the period at a price equal to 90% of the fair market value of the common stock on the first or last day of the offering period, whichever is lower. Under applicable tax rules, an employee may not accrue the right to purchase more than \$25,000 of common stock, based on the grant-date fair value, in any calendar year. As of December 31, 2016, 1.4 million shares of common stock had been issued under the Purchase Plan. The total compensation expense recorded under the Purchase Plan during the years ended December 31, 2016, 2015 and 2014 was \$1.2 million, \$1.0 million and \$0.9 million, respectively.

14. Leases

Office Space

The Company's executive offices and those related to certain domestic product development, marketing, production and administration are located in a 186,000 square foot office facility in Canonsburg, Pennsylvania. The lease was effective as of September 14, 2012, but because the leased premises were under construction, the Company was not obligated to pay rent until three months following the date that the leased premises were delivered to ANSYS, which occurred on October 1, 2014. The term of the lease is 183 months, beginning on October 1, 2014. Absent the exercise of options in the lease for additional rentable space or early lease termination, the Company's base rent (inclusive of property taxes and certain operating expenses) will be \$4.3 million per annum for the first five years of the lease term, \$4.5 million per annum for years six through ten and \$4.7 million per annum for years eleven through fifteen. The Company incurred \$4.4 million, \$4.4 million and \$0.8 million in lease expense related to this facility during the years ended December 31, 2016, 2015 and 2014, respectively.

The Company's corporate headquarters was previously located in a separate office facility, also in Canonsburg, Pennsylvania. The Company occupied this space until November 2014, and the lease term expired on December 31, 2014. Lease expense related to this facility was \$1.4 million during the year ended December 31, 2014.

The Company has entered into various other noncancellable operating leases for office space.

Office space lease expense totaled \$16.9 million, \$16.5 million and \$15.8 million for the years ended December 31, 2016, 2015 and 2014, respectively. Future minimum lease payments, including termination fees, under noncancellable operating leases for office space in effect at December 31, 2016 are as follows:

<i>(in thousands)</i>	
2017	\$ 12,516
2018	9,901
2019	9,178
2020	6,961
2021	6,132
Thereafter	21,204
Total	\$ 65,892

15. Royalty Agreements

The Company has entered into various renewable, nonexclusive license agreements under which the Company has been granted access to the licensor's technology and the right to sell the technology in the Company's product line. Royalties are payable to developers of the software at various rates and amounts, which generally are based upon unit sales, revenue or flat fees. Royalty fees are reported in cost of goods sold and were \$13.1 million, \$11.8 million and \$11.5 million for the years ended December 31, 2016, 2015 and 2014, respectively.

16. Geographic Information

Revenue to external customers is attributed to individual countries based upon the location of the customer. Revenue by geographic area is as follows:

<i>(in thousands)</i>	Year Ended December 31,		
	2016	2015	2014
United States	\$ 367,937	\$ 354,433	\$ 320,327
Japan	120,160	104,299	108,757
Germany	99,814	94,546	99,714
South Korea	56,790	55,142	55,606
France	49,294	49,444	58,785
Canada	13,284	13,314	14,034
Other European	139,813	145,985	159,011
Other international	141,373	125,590	119,787
Total revenue	\$ 988,465	\$ 942,753	\$ 936,021

Property and equipment by geographic area is as follows:

<i>(in thousands)</i>	December 31,	
	2016	2015
United States	\$ 43,810	\$ 47,971
Europe	4,753	6,808
India	3,033	3,286
Other international	3,081	3,859
Total property and equipment, net	\$ 54,677	\$ 61,924

17. Unconditional Purchase Obligations

The Company has entered into various unconditional purchase obligations which primarily include software licenses and long-term purchase contracts for network, communication and office maintenance services. The Company expended \$7.2 million, \$5.3 million and \$2.9 million related to unconditional purchase obligations that existed as of the beginning of each year for the years ended December 31, 2016, 2015 and 2014, respectively. Future expenditures under unconditional purchase obligations in effect as of December 31, 2016 are as follows:

<i>(in thousands)</i>		
2017	\$	14,134
2018		10,288
2019		9,724
2020		2,617
2021		652
Total	\$	<u>37,415</u>

18. Restructuring

During the fourth quarter of 2016, the Company initiated workforce realignment activities. The Company incurred \$3.4 million in restructuring charges, or \$2.4 million net of tax, during the year ended December 31, 2016. The Company expects to incur additional charges of \$10 million - \$15 million, or \$7 million - \$10 million net of tax, primarily during the first quarter of 2017.

19. Employment-Related Settlement

On February 15, 2017, the Company entered into an employment-related settlement agreement. In connection with the settlement agreement, the Company will make a lump-sum payment of \$4.7 million. The charges related to this agreement are included in selling, general and administrative expense in the 2016 consolidated statement of income. As part of the settlement agreement, all the claims initiated against the Company will be withdrawn and a general release of all claims in favor of the Company and all of its related entities was executed.

20. Contingencies and Commitments

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including commercial disputes, labor and employment matters, tax audits, alleged infringement of intellectual property rights and other matters. In the opinion of the Company, the resolution of pending matters is not expected to have a material adverse effect on the Company's consolidated results of operations, cash flows or financial position. However, each of these matters is subject to various uncertainties and it is possible that an unfavorable resolution of one or more of these proceedings could materially affect the Company's results of operations, cash flows or financial position.

An Indian subsidiary of the Company has several service tax audits pending that have resulted in formal inquiries being received on transactions through mid-2012. The Company could incur tax charges and related liabilities, including those related to the service tax audit case, of approximately \$7 million. The service tax issues raised in the Company's notices and inquiries are very similar to the case, M/s Microsoft Corporation (I) (P) Ltd. Vs Commissioner of Service Tax, New Delhi, wherein the Delhi Customs, Excise and Service Tax Appellate Tribunal (CESTAT) has passed a favorable ruling to Microsoft. The Company can provide no assurances on whether the Microsoft case's favorable ruling will be challenged in higher courts or on the impact that the present Microsoft case's decision will have on the Company's cases. The Company is uncertain as to when these service tax matters will be concluded.

A French subsidiary of the Company received notice that the French taxing authority rejected the Company's 2012 research and development credit. The Company has contested the decision. However, if the Company does not receive a favorable outcome, it could incur charges of approximately \$0.8 million. In addition, an unfavorable outcome could result in the authorities reviewing or rejecting \$3.8 million of similar research and development credits for 2013 through the current year that are currently reflected as an asset. The Company can provide no assurances on the timing or outcome of this matter.

The Company sells software licenses and services to its customers under proprietary software license agreements. Each license agreement contains the relevant terms of the contractual arrangement with the customer, and generally includes certain provisions for indemnifying the customer against losses, expenses and liabilities from damages that are incurred by or awarded against the customer in the event the Company's software or services are found to infringe upon a patent, copyright or other proprietary right of a third party. To date, the Company has not had to reimburse any of its customers for any losses related to these indemnification provisions and no material claims asserted under these indemnification provisions are outstanding as of December 31, 2016. For several reasons, including the lack of prior material indemnification claims, the Company cannot determine the maximum amount of potential future payments, if any, related to such indemnification provisions.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: February 23, 2017

By: _____ /s/ AJEI S. GOPAL

Ajei S. Gopal
President and Chief Executive Officer

Date: February 23, 2017

By: _____ /s/ MARIA T. SHIELDS

Maria T. Shields
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ajei S. Gopal, his or her attorney-in-fact, with the power of substitution, for such person in any and all capacities, to sign any amendments to this Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ AJEI S. GOPAL</u> Ajei S. Gopal	President and Chief Executive Officer (Principal Executive Officer)	February 23, 2017
<u>/s/ MARIA T. SHIELDS</u> Maria T. Shields	Chief Financial Officer (Principal Financial Officer and Accounting Officer)	February 23, 2017
<u>/s/ JAMES E. CASHMAN III</u> James E. Cashman III	Non-Executive Chairman of the Board of Directors	February 23, 2017
<u>/s/ GUY DUBOIS</u> Guy Dubois	Director	February 23, 2017
<u>/s/ RONALD W. HOVSEPIAN</u> Ronald W. Hovsepian	Lead Independent Director	February 23, 2017
<u>/s/ WILLIAM R. MCDERMOTT</u> William R. McDermott	Director	February 23, 2017
<u>/s/ BRADFORD C. MORLEY</u> Bradford C. Morley	Director	February 23, 2017
<u>/s/ BARBARA V. SCHERER</u> Barbara V. Scherer	Director	February 23, 2017
<u>/s/ MICHAEL C. THURK</u> Michael C. Thurk	Director	February 23, 2017
<u>/s/ PATRICK J. ZILVITIS</u> Patrick J. Zilvitis	Director	February 23, 2017

ANSYS, INC. AND SUBSIDIARIES
Valuation and Qualifying Accounts

<i>(in thousands)</i>	Description	Balance at Beginning of Year	Additions: Charges to Costs and Expenses	Deductions: Returns and Write-Offs	Balance at End of Year
Year ended December 31, 2016					
	Allowance for doubtful accounts	\$ 5,200	\$ 2,009	\$ 1,509	\$ 5,700
Year ended December 31, 2015					
	Allowance for doubtful accounts	\$ 5,500	\$ 1,304	\$ 1,604	\$ 5,200
Year ended December 31, 2014					
	Allowance for doubtful accounts	\$ 5,700	\$ 2,104	\$ 2,304	\$ 5,500

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1996 and incorporated herein by reference).
3.2	Certificate of Amendment to the Company's Restated Certificate of Incorporation as filed with the Secretary of State of the State of Delaware (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed June 21, 2006, and incorporated herein by reference).
3.3	Certificate of Amendment to the Company's Restated Certificate of Incorporation as filed with the Secretary of State of the State of Delaware (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed May 17, 2011, and incorporated herein by reference).
3.4	Certificate of Amendment to the Company's Restated Certificate of Incorporation as filed with the Secretary of State of the State of Delaware (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed May 21, 2012, and incorporated herein by reference).
3.5	Second Amended and Restated By-laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed February 19, 2008 and incorporated herein by reference).
3.6	Amendment No. 1 to the Second Amended and Restated By-laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed July 23, 2008, and incorporated herein by reference).
3.7	Amendment No. 2 to the Second Amended and Restated By-laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed December 20, 2011, and incorporated herein by reference).
3.8	Amendment No. 3 to the Second Amended and Restated By-laws of ANSYS, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 7, 2015, and incorporated herein by reference).
3.9	Amendment No. 4 to the Second Amended and Restated By-laws of ANSYS, Inc. attached hereto as Exhibit 3.9.
10.1	ANSYS, Inc. Second Amended and Restated Employee Stock Purchase Plan (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2007 and incorporated herein by reference).*
10.2	The Company's Pension Plan and Trust, as amended (filed as Exhibit 10.20 to the Company's Registration Statement on Form S-1 (File No. 333-4278) and incorporated herein by reference).*
10.3	Form of Director Indemnification Agreement (filed as Exhibit 10.21 to the Company's Registration Statement on Form S-1 (File No. 333-4278) and incorporated herein by reference).
10.4	Employment Agreement between the Registrant and James E. Cashman III dated as of April 21, 2003 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 and incorporated herein by reference).*
10.5	Description of Executive Bonus Plan, Director Stock Option Program and Officer Stock Option Program, including Forms of Option Agreements for Option Grants to Directors and Officers (filed as Exhibits 99.1 – 99.5 to the Company's Current Report on Form 8-K, filed February 8, 2005, and incorporated herein by reference).*
10.6	Options Granted to Independent Directors Related to the 2005 Annual Meeting of Stockholders on May 10, 2005 (filed as a disclosure in the Company's Current Report on Form 8-K, filed May 13, 2005, and incorporated herein by reference).*
10.7	Amendment to Non-Affiliate Independent Director Compensation on February 9, 2006 (filed as a disclosure in the Company's Current Report on Form 8-K, filed February 15, 2006, and incorporated herein by reference).*
10.8	Form of Deferred Stock Unit Agreement under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed July 6, 2006, and incorporated herein by reference).*
10.9	Deferred Stock Unit Agreement under the Third Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 and incorporated herein by reference).*
10.10	Amended and Restated ANSYS, Inc. Cash Bonus Plan (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 and incorporated herein by reference).*
10.11	First Amendment of the Employment Agreement Between the Company and James E. Cashman III as of November 6, 2008 (filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 and incorporated herein by reference).*

- 10.12 ANSYS, Inc. Executive Severance Plan, dated February 17, 2010 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed February 23, 2010, and incorporated herein by reference).*
- 10.13 Form of Award Notice under the ANSYS, Inc. Long-Term Incentive Plan (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 and incorporated herein by reference).*
- 10.14 Second Amendment of the Employment Agreement Between ANSYS, Inc. and James E. Cashman III dated March 14, 2011 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed March 18, 2011, and incorporated herein by reference).*
- 10.15 Form of Employee Incentive Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. Stock Option and Grant Plan (filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed March 18, 2011, and incorporated herein by reference).*
- 10.16 Form of Employee Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed May 2, 2013, and incorporated herein by reference).*
- 10.17 Form of Employee Director Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed May 2, 2013, and incorporated herein by reference).*
- 10.18 Form of Non-Employee Director Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed May 2, 2013, and incorporated herein by reference).*
- 10.19 Form of Non-Qualified Option Transfer Acknowledgment under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed May 2, 2013, and incorporated herein by reference).*
- 10.20 Form of Indemnification Agreement between ANSYS, Inc. and Non-Employee Directors (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed March 20, 2013, and incorporated herein by reference).
- 10.21 First Amendment to Letter Agreement between ANSYS, Inc. and Maria T. Shields, dated March 14, 2011 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed March 18, 2011, and incorporated herein by reference).*
- 10.22 Consent of the Compensation Committee of the ANSYS, Inc. Board of Directors dated March 14, 2011 (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed March 18, 2011, and incorporated herein by reference).*
- 10.23 Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed May 17, 2011, and incorporated herein by reference).*
- 10.24 Lease by and between ANSYS, Inc. and Quattro Investment Group, L.P., dated as of September 14, 2012 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed September 18, 2012, and incorporated herein by reference).
- 10.25 Form of Restricted Stock Unit Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K, filed February 27, 2014, and incorporated herein by reference).*
- 10.26 ANSYS, Inc. Second Amended and Restated Long-Term Incentive Plan, dated March 5, 2014 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed March 11, 2014, and incorporated herein by reference).*
- 10.27 Form of Performance-Based Restricted Stock Unit (Total Shareholder Return) Award under the ANSYS, Inc. Second Amended and Restated Long-Term Incentive Plan (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed March 11, 2014, and incorporated herein by reference).*
- 10.28 Form of Performance-Based Restricted Stock Unit Award under the ANSYS, Inc. Fourth Amended and Restated 1996 Stock Option and Grant Plan (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed March 11, 2014, and incorporated herein by reference).*
- 10.29 Employment Agreement between ANSYS, Inc. and Ajei S. Gopal, dated August 29, 2016 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 29, 2016, and incorporated herein by reference).*
- 10.30 Form of Restricted Stock Unit Agreement with Ajei S. Gopal (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed August 29, 2016, and incorporated herein by reference).*

10.31	Form of Non-Qualified Stock Option Agreement with Ajei S. Gopal (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed August 29, 2016, and incorporated herein by reference).*
10.32	Transition Agreement between ANSYS, Inc. and James E. Cashman III, effective as of December 31, 2016 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 23, 2016, and incorporated herein by reference).*
10.33	ANSYS, Inc. Third Amended and Restated Employee Stock Purchase Plan (filed as Appendix 2 to the registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 31, 2016 and incorporated herein by reference).*
10.34	Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (filed as Appendix 1 to the registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 31, 2016 and incorporated herein by reference).*
10.35	Form of Restricted Stock Unit Agreement under the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, attached hereto as Exhibit 10.35.*
10.36	Form of Non-Qualified Stock Option Agreement under the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, attached hereto as Exhibit 10.36.*
10.37	Form of Award Notice under the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, attached hereto as Exhibit 10.37.*
10.38	Form of Restricted Stock Unit Agreement (Non-Employee Directors) under the Fifth Amended and Restated Stock Option and Grant Plan attached hereto as Exhibit 10.38.*
14.1	ANSYS, Inc. - Code of Business Conduct and Ethics, effective July 29, 2016 (filed as Exhibit 14.1 to the Company's Current Report on Form 8-K filed August 4, 2016, and incorporated herein by reference).
21.1	Subsidiaries of the Registrant; filed herewith.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Powers of Attorney. Contained on the Signatures page of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and incorporated herein by reference.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Indicates management contract or compensatory plan, contract or arrangement.

ITEM 16. FORM 10-K SUMMARY

None.

**AMENDMENT NO. 4 TO
SECOND AMENDED AND RESTATED BY-LAWS
OF
ANSYS, INC.**

The Second Amended and Restated By-laws of ANSYS, INC. is hereby amended to delete Article I, Section 10 and Article III, Section 10 thereof and replace them in their entirety as follows:

Article I, Section 10:

“SECTION 10. Presiding Officer. The Board shall appoint an individual, who may be a Director or an officer of the Corporation, to preside at each Annual Meeting or special meetings of stockholders and such person shall have the power, among other things, to adjourn such meeting at any time and from time to time, subject to Sections 5 and 6 of this Article I. The order of business and all other matters of procedure at any meeting of the stockholders shall be determined by the presiding officer.”

Article III, Section 10:

“SECTION 10. Chairman of the Board. The Chairman of the Board, if one is elected, shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.”

**RESTRICTED STOCK UNIT AGREEMENT
UNDER THE FIFTH AMENDED AND RESTATED ANSYS, INC.
1996 STOCK OPTION AND GRANT PLAN**

Name of Grantee: _____
Number of Restricted Stock Units Granted: _____
Grant Date: _____

Pursuant to the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (the "Plan") as amended through the date hereof, ANSYS, Inc. (the "Company") hereby grants the number of Restricted Stock Units listed above (the "Award") to the Grantee named above. Each "Restricted Stock Unit" shall relate to one share of Common Stock par value \$.01 per share (the "Stock") of the Company, subject to the restrictions and conditions set forth in this Restricted Stock Unit Agreement (the "Agreement") and in the Plan.

1. Restrictions on Transfer of Award. The Award shall not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of by the Grantee, until shares of Stock have been issued pursuant to Section 3 hereof.

2. Vesting of Restricted Stock Units.

(a) The Restricted Stock Units shall become vested pursuant to the following schedule (each, a "Vesting Date"), so long as the Grantee continues to be employed by the Company on each such date;

<u>Incremental Number of Restricted Stock Units Vested</u>	<u>Vesting Date</u>
_____ (25%)	_____
_____ (25%)	_____
_____ (25%)	_____
_____ (25%)	_____

(b) Notwithstanding anything herein to the contrary, in the event that this Award is assumed in the sole discretion of the parties to a Transaction (as defined in Section 3 of the Plan) or is continued by the Company and thereafter remains in effect following such Transaction, then this Award shall be deemed vested in full upon the date on which the Grantee's employment with the Company and its subsidiaries or successor entities terminates if (i) such termination occurs within 18 months of such Transaction and (ii) such termination is by either the Company without Cause (as defined below), or by the Grantee if such termination by the Grantee is preceded during such 18-month period by any material adverse modification of the duties, principal employment location or compensation of the Grantee without his or her consent, subject, however, to the following sentence. In addition and notwithstanding anything herein to the contrary, in the event that the Grantee is not offered employment by the Company and its subsidiaries or any successor entities following a Transaction on substantially the same or better terms (including, without limitation, duties and compensation) than those in effect immediately prior to such Transaction, then this Award shall be deemed vested in full upon the date on which the Grantee's employment with the Company and its subsidiaries terminates. For this purpose, "Cause" shall have the meaning given such term in the employment, severance or similar agreement between the Company and the Grantee and, in the absence of any such agreement, shall mean a determination by the Company that the Grantee shall be dismissed as a result of (i) any material breach by the Grantee of any agreement between the Grantee and the Company; (ii) the conviction of, indictment for or plea of nolo contendere by the Grantee to a felony or a crime involving moral turpitude; or (iii) any

material misconduct or willful and deliberate non-performance (other than by reason of disability) by the Grantee of the Grantee's duties to the Company.

3. Issuance of Shares of Stock.

(a) Subject to the terms of the Plan and this Agreement, each Restricted Stock Unit entitles the Grantee to receive one share of Stock as soon as reasonably practicable following the Vesting Date.

(b) As soon as reasonably practicable following each Vesting Date, but in no event later than 60 days after the end of the year in which such Vesting Date occurs, the Company shall direct its transfer agent to issue to the Grantee the number of shares of Stock equal to the incremental number of Restricted Stock Units that became vested on such Vesting Date in satisfaction of the Award via the Company's dedicated on-line broker.

(c) Shares of Stock shall be issued and delivered to the Grantee in accordance with Section 3(b) upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Grantee.

(d) Until such time as shares of Stock are issued to the Grantee pursuant to Section 3(b), the Grantee shall have no rights as a stockholder with respect to any shares of Stock underlying the Restricted Stock Units, including but not limited to any voting rights.

4. Termination of Employment. Except as provided in Section 2(b) hereof, if the Grantee's employment by the Company or its subsidiaries is terminated for any reason or under any circumstances, this Award shall no longer vest with respect to any unvested Restricted Stock Units.

5. Effect of Certain Transactions. Subject to Section 2(b) hereof, in the case of a Transaction (as defined in Section 3 of the Plan), the unvested portion of this Award shall terminate on the effective date of such Transaction, unless provision is made in such Transaction in the sole discretion of the parties thereto for the assumption or continuation of the unvested Award or the substitution for the unvested Award of new restricted stock units of the successor person or entity or a parent or subsidiary thereof, with appropriate adjustment as to the number and kind of shares, as provided in the Plan.

6. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Award shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2(b) of the Plan. Capitalized terms used herein shall have the meaning specified in the Plan, unless a different meaning is specified herein.

7. Transferability. This Award is personal to the Grantee, is non-assignable and is not transferable by Grantee in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution. The Stock to be issued upon the vesting of this Award to the Grantee shall be issued, during the Grantee's lifetime, only to the Grantee.

8. Tax Withholding. Any issuance of shares of Stock to a Grantee pursuant to this Award shall be subject to applicable tax withholding requirements. The Grantee shall, not later than the date as of which the transfer of shares of Stock pursuant to this Award becomes a taxable event for Federal income tax or other applicable withholding tax purposes, pay to the Company or make arrangements satisfactory to the Committee for payment of any Federal, state, local, non U.S., or other taxes required by law to be withheld on account of such taxable event. The Company shall have the authority to cause the required minimum tax withholding amount to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Grantee a number of shares of Stock with an aggregate Fair Market Value that would satisfy such minimum withholding obligation.

9. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Award to continue the Grantee in employment and neither the Plan nor this Award

shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Grantee at any time, in accordance with applicable law.

10. Non-Competition, Non-Solicitation. As additional consideration for this Award to the Grantee, the Grantee hereby agrees that, if at any time during and for a period of one year after the termination of his or her employment with the Company or any Subsidiary no matter what the cause of that termination, he or she engages for any reason, directly or indirectly, whether as owner, part-owner, shareholder, member, partner, director, officer, trustee, employee, agent or consultant, or in any other capacity, on behalf of himself or herself or any firm, corporation or other business organization other than the Company and its subsidiaries in any one or more of the following activities:

- (a) the development, marketing, solicitation, or selling of any product or service that is competitive with the products or services of the Company, or products or services that the Company has under development or that are subject to active planning at any time during Grantee's employment;
- (b) the use of any of the Company's confidential or proprietary information, copyrights, patents or trade secrets which was acquired by the Grantee as an employee of the Company and its subsidiaries; or
- (c) any activity for the purpose of inducing, encouraging, or arranging for the employment or engagement by anyone other than the Company and its subsidiaries of any employee, officer, director, agent, consultant, or sales representative of the Company and its subsidiaries or attempt to engage any of them in a manner which would deprive the Company and its subsidiaries of their services or place them in a conflict of interest with the Company and its subsidiaries;

then (i) this Award shall terminate effective on the date on which he or she first engages in such activity, unless terminated sooner by operation of any other term or condition of this Award or the Plan, and (ii) all shares of Stock issued to the Grantee pursuant to this Award shall become immediately due and payable by Grantee to the Company and if such shares of Stock have been sold by the Grantee, an amount equal to the proceeds from such sale shall become immediately due and payable by the Grantee to the Company. Grantee acknowledges and agrees that the activities set forth in this Section 10(a)-(c) are adverse to the Company's interests, and that it would be inequitable for Grantee to benefit from this Award should Grantee engage in any such activities during or within one year after termination of his or her employment with the Company.

The Grantee may be released from his or her obligations as stated above only if the Committee (or its duly appointed agent) determines in its sole discretion that such action is in the best interests of the Company and its subsidiaries.

11. Section 409A of the Code. This Agreement shall be interpreted in such a manner that the Award shall be exempt from the requirements of Section 409A of the Code as a "short-term deferral" as described in Section 409A of the Code.

12. Integration. This Agreement constitutes the entire agreement between the parties with respect to this Award and supersedes all prior agreements and discussions between the parties concerning such subject matter.

13. Data Privacy. *The Grantee hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of the Grantee's personal data as described in this Agreement and any other Award grant materials by and among, as applicable, the company employing the Grantee (the "Employer"), the Company and any other Subsidiary for the exclusive purpose of implementing, administering and managing the Grantee's participation in the Plan.*

The Grantee understands that the Company and the Employer may hold certain personal information about the Grantee, including, but not limited to, the Grantee's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of Stock or directorships held in the Company, details of all awards or any other entitlement to shares of Stock awarded,

canceled, exercised, vested, unvested or outstanding in the Grantee's favor ("Data"), for the exclusive purpose of implementing, administering and managing the Plan.

The Grantee understands that Data will be transferred to the stock plan service provider selected by the Company, which is assisting the Company with the implementation, administration and management of the Plan. The Grantee understands that the recipients of the Data may be located in the United States or elsewhere, and that the recipient's country (e.g., the United States) may have different data privacy laws and protections than the Grantee's country. The Grantee understands that he or she may request a list with the names and addresses of any potential recipients of the Data by contacting his or her local human resources representative. The Grantee authorizes the Company, the stock plan service provider and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purposes of implementing, administering and managing the Grantee's participation in the Plan. The Grantee understands that Data will be held only as long as is necessary to implement, administer and manage the Grantee's participation in the Plan. The Grantee understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative. Further, the Grantee understands that he or she is providing the consents herein on a purely voluntary basis. If the Grantee does not consent, or if the Grantee later seeks to revoke his or her consent, his or her employment status or service and career with the Employer will not be adversely affected; the only adverse consequence of refusing or withdrawing consent is that the Company would not be able to grant the Grantee the Award or other equity awards or administer or maintain such awards. Therefore, the Grantee understands that refusing or withdrawing his or her consent may affect the Grantee's ability to participate in the Plan. For more information on the consequences of the Grantee's refusal to consent or withdrawal of consent, the Grantee understands that he or she may contact his or her local human resources representative.

14. Nature of Grant. In accepting the Award, the Grantee acknowledges, understands and agrees that:

- (a) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time, to the extent permitted by the Plan;
- (b) the grant of the Award is voluntary and occasional and does not create any contractual or other right to receive future grants;
- (c) all decisions with respect to future Awards or other grants, if any, will be at the sole discretion of the Company;
- (d) the Award and the Grantee's participation in the Plan shall not be interpreted as forming an employment contract with the Company;
- (e) the Grantee is voluntarily participating in the Plan;
- (f) the Award and any shares of Stock acquired under the Plan are not intended to replace any pension rights or compensation;
- (g) the Award and any shares of Stock acquired under the Plan, and the income and value of same, are not part of normal or expected compensation for any purpose, including, without limitation, calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, long-service awards, pension or retirement benefits or payments or welfare benefits or similar payments;
- (h) the future value of the shares of Stock underlying the Award is unknown, indeterminable, and cannot be predicted with certainty;

(i) no claim or entitlement to compensation or damages shall arise from forfeiture of the Award resulting from the termination of the Grantee's employment relationship (for any reason whatsoever, whether or not later found to be invalid or in breach of employment laws in the jurisdiction where the Grantee is employed or the terms of the Grantee's employment agreement, if any);

(j) unless otherwise provided in the Plan or by the Company in its discretion, the Award and the benefits evidenced by this Agreement do not create any entitlement to have the Award or any such benefits transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Company's Stock; and

(k) neither the Employer, the Company nor any other Subsidiary shall be liable for any foreign exchange rate fluctuation between the Grantee's local currency and the United States Dollar that may affect the value of the Award or of any amounts due to the Grantee pursuant to settlement of the Award or the subsequent sale of any shares of Stock acquired upon settlement.

15. No Advice Regarding Grant. The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding the Grantee's participation in the Plan, or the Grantee's acquisition or sale of the underlying shares of Stock. The Grantee is hereby advised to consult with his or her own personal tax, legal and financial advisors regarding his or her participation in the Plan before taking any action related to the Plan.

16. Language. If the Grantee has received this Agreement, or any other document related to the Award and/or the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

17. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Grantee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

18. Amendment. Pursuant to Section 18 of the Plan, the Committee may at any time amend or cancel any unvested portion of this Award, but no such action may be taken that adversely affects the Grantee's rights under hereunder without the Grantee's consent.

19. Severability. If any provision(s) hereof shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

20. Counterparts. For the convenience of the parties and to facilitate execution, this Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, INC.

By: _____
Title: _____

The foregoing Award is hereby accepted and the terms and conditions of this Agreement are hereby agreed to by the undersigned. Electronic acceptance of this Award pursuant to the Company's instructions to the Grantee (including through an online acceptance process) is acceptable.

Dated: ___ ___

Grantee's Signature

Grantee's name and address:

NON-QUALIFIED STOCK OPTION AGREEMENT
FOR COMPANY EMPLOYEES

UNDER THE FIFTH AMENDED AND RESTATED ANSYS, INC.
1996 STOCK OPTION AND GRANT PLAN

Name of Optionee: _____
 No. of Option Shares: _____
 Option Exercise Price per Share: _____
 Grant Date: _____
 Expiration Date: _____

Pursuant to the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan, as amended through the date hereof (the “Plan”), ANSYS, Inc. (the “Company”) hereby grants to the Optionee named above an option (the “Stock Option”) to purchase on or prior to the Expiration Date specified above all or part of the number of shares of Common Stock, par value \$0.01 per share (the “Stock”) of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan. This Stock Option is not intended to be an “incentive stock option” under Section 422 of the Internal Revenue Code of 1986, as amended.

1. Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Committee (as described in Section 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated, so long as the Optionee remains an employee of the Company or a Subsidiary on such dates:

<u>Incremental Number of Option Shares Exercisable</u>		<u>Exercisability Date</u>
_____	25%	_____
_____	25%	_____
_____	25%	_____
_____	25%	_____

Once exercisable, this Stock Option shall continue to be exercisable at any time or times prior to the close of business on the Expiration Date, subject to the provisions hereof and of the Plan.

2. Manner of Exercise.

(a) The Optionee may exercise this Stock Option only in the following manner: from time to time on or prior to the Expiration Date of this Stock Option, the Optionee may elect to purchase some or all of the Option Shares with respect to which this Stock Option has vested via the Company’s dedicated on-line broker, or for Optionees subject to Section 16 of the Act (as described in Section 1 of the Plan), the broker of his or her choice.

(i) Payment of the purchase price for the Option Shares, as well as payment for any applicable taxes withheld by the Company, is coordinated through the Company's dedicated on-line broker, or for Optionees subject to Section 16 of the Act, the broker of his or her choice, and then wired directly to the Company upon settlement.

(ii) The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon the Company's receipt from the Optionee of full payment for the Option Shares, as set forth above and any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations.

(b) The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this Stock Option unless and until this Stock Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Optionee, and the Optionee's name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.

(c) The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.

(d) Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.

3. Termination of Employment. Except as provided in Section 1 hereof, if the Optionee's employment by the Company or its subsidiaries is terminated for any reason or under any circumstances, this Stock Option shall no longer vest or become exercisable with respect to any Option Shares not vested and the period within which to exercise the Stock Option may be subject to earlier termination as set forth below.

(a) Termination Due to Death. If the Optionee's employment terminates by reason of the Optionee's death, any portion of this Stock Option exercisable on such date may thereafter be exercised by the Optionee's legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier.

(b) Termination Due to Disability. If the Optionee's employment terminates by reason of the Optionee's disability (as defined in Section 422(c)(6) of the Code), any portion of this Stock Option exercisable on such date may be exercised by the Optionee for a period of 12 months from the date of termination or until the Expiration Date, if earlier. The death of the Optionee during the 12-month period provided in this Section 3(b) shall extend such period for another 12 months from the date of death or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date that the Optionee's employment terminates by reason of disability shall terminate immediately and be of no further force or effect.

(c) Termination for Cause. If the Optionee's employment terminates for Cause, any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect. For purposes hereof, "Cause" shall mean a determination by the Company that the Optionee shall be dismissed as a result of (i) any material breach by the Optionee of any agreement between the Optionee and the Company; (ii) the conviction of, indictment for or plea of nolo contendere by the Optionee to a felony or a crime involving moral turpitude; or (iii) any material misconduct or willful and deliberate non-performance (other than by reason of disability) by the Optionee of the Optionee's duties to the Company.

(d) Other Termination. If the Optionee's employment terminates for any reason other than the Optionee's death, the Optionee's disability or Cause, and unless otherwise determined by the Committee, any portion of this Stock Option outstanding on such date may be exercised, to the extent exercisable on the date of termination, for a period of three months from the date of termination or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of termination shall terminate immediately and be of no further force or effect.

The Committee's determination of the reason for termination of the Optionee's employment shall be conclusive and binding on the Optionee and his or her representatives or legatees.

4. Effect of Certain Transactions. In the case of a Transaction (as defined in Section 3 of the Plan), this Stock Option shall be subject to Section 3(c) of the Plan. In addition, notwithstanding anything herein to the contrary, in the event that this Stock Option is assumed in the sole discretion of the parties to a Transaction or is continued by the Company and thereafter remains in effect following such Transaction, then this Stock Option shall be deemed vested and exercisable in full upon the date on which the Optionee's employment is terminated (i) by the Company without Cause, or (ii) by the Optionee due to any adverse modification of the duties, principal employment location or compensation of the Optionee, on or within 18 months after such Transaction.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

6. Transferability.

(a) Except as set forth in Section 6(b), (i) this Agreement is personal to the Optionee, is non-assignable and, is not transferable by Optionee in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution and (ii) this Stock Option is exercisable, during the Optionee's lifetime, only by the Optionee, and thereafter, only by the Optionee's legal representative, beneficiary or legatee. The Optionee may designate a beneficiary by providing written notice of the name of such beneficiary to the Company, and may revoke or change such designation at any time by filing written notice of revocation or change with the Company.

(b) Notwithstanding anything herein to the contrary and in accordance with Section 14(b) of the Plan, the Optionee may transfer this Stock Option for no consideration or value to his or her immediate family members (as defined in the Plan), to trusts for the benefit of such family members and/or the Optionee, or to partnerships or other legal entities in which such family members and/or the Optionee are the only partners or members (each, a "Permitted Transferee"); provided that such Permitted Transferee executes an acknowledgment in form and substance satisfactory to the Company that such Permitted Transferee meets the foregoing criteria and agrees to be bound by the terms and conditions of this Agreement and the Plan.

7. Tax Withholding. The Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Committee for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event in accordance with Section 2 hereof. The Company shall have the authority to cause the minimum tax withholding obligation to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Optionee a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due.

8. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Optionee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Optionee at any time.

9. Non-Competition, Non-Solicitation. As additional consideration for the issuance of this Stock Option to the Optionee, the Optionee hereby agrees that, if at anytime during and for a period of one year after the termination of his or her employment with the Company no matter what the cause of that termination, he or she

engages for any reason, directly or indirectly, whether as owner, part-owner, shareholder, member, partner, director, officer, trustee, employee, agent or consultant, or in any other capacity, on behalf of himself or herself or any firm, corporation or other business organization other than the Company and its subsidiaries in any one or more of the following activities:

(a) the development, marketing, solicitation, or selling of any product or service that is competitive with the products or services of the Company, or products or services that the Company has under development or that are subject to active planning at any time during Optionee's employment;

(b) the use of any of the Company's confidential or proprietary information, copyrights, patents or trade secrets which was acquired by the Optionee as an employee of the Company and its subsidiaries; or

(c) any activity for the purpose of inducing, encouraging, or arranging for the employment or engagement by anyone other than the Company and its subsidiaries of any employee, officer, director, agent, consultant, or sales representative of the Company and its subsidiaries or attempt to engage any of them in a manner which would deprive the Company and its subsidiaries of their services or place them in a conflict of interest with the Company and its subsidiaries;

then (i) this Stock Option shall terminate effective on the date on which he or she first engages in such activity, unless terminated sooner by operation of any other term or condition of this Agreement or the Plan, and (ii) all gain resulting from the exercise of all or any portion of this Stock Option shall become immediately due and payable by Optionee to the Company. Optionee acknowledges and agrees that the activities set forth in this Section 9(a)-(c) are adverse to the Company's interests, and that it would be inequitable for Optionee to benefit from the exercise of this Stock Option should Optionee engage in any such activities during or within one year after termination of his or her employment with the Company.

The Optionee may be released from his or her obligations as stated above only if the Committee (or its duly appointed agent) determines in its sole discretion that such action is in the best interests of the Company and its subsidiaries.

10. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

11. Amendment. Pursuant to Section 18 of the Plan, the Committee may at any time amend or cancel any outstanding portion of this Stock Option, but no such action may be taken that adversely affects the Optionee's rights under this Agreement without the Optionee's consent.

12. Severability. If any provision(s) of this Agreement shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

13. Counterparts. For the convenience of the parties and to facilitate execution, this Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, Inc.

By: ___

Name: ___
Title: ___

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned.

Dated: ___ ___

Optionee's Signature

Optionee's name and address:

**AWARD NOTICE
UNDER THE FIFTH AMENDED AND RESTATED
ANSYS, INC. 1996 STOCK OPTION AND GRANT PLAN**

Name of Participant:

Target Award:

Grant Date of Target Award:

**Performance Cycles: January 1, ____ to December 31, ____
January 1, ____ to December 31, ____
January 1, ____ to December 31, ____**

Pursuant to the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (the "Plan"), ANSYS, Inc., a Delaware corporation, (the "Company") has selected the Participant named above to be awarded the Target Award specified above, subject to the terms and conditions of the Plan and this Award Notice. Capitalized terms used but not defined in this Award Notice shall have the meaning given such terms in the Plan. A copy of the Plan is attached hereto as Exhibit A.

1. Acceptance of Award. The total number of Restricted Stock Units that may be credited to the Participant (if any) shall be determined by the Company's performance for the Performance Cycles specified above, as set forth in Section 5 below. One third of the Target Award is eligible to be credited for each Performance Cycle (the "Annual Target"). The actual number of Restricted Stock Units that may be credited could be up to 150% of the Target Award and could also be lower than the Target Award and could be zero.

2. Termination of Employment. Subject to Section 3 below, a Participant must be employed through the last day of the final Performance Cycle to vest in any of the Restricted Stock Units that may be credited with respect to all three Performance Cycles, and all Restricted Stock Units not yet vested upon the termination of the Participant's employment with the Company for any reason shall automatically be forfeited as of the date of termination of employment.

3. Transaction. Upon a Transaction, the Award shall be treated as specified in Section 3(c) of the Plan.

4. Issuance of Shares.

(a) Each Restricted Stock Unit relates to one share of the Company's Stock. Shares of Stock (if any) shall be issued in settlement of any credited Restricted Stock Units within 74 days after the end of the final Performance Cycle, subject to the Participant's continued employment with the Company through the last day of the final Performance Cycle. Shares of Stock (if any) shall be delivered to the Participant in accordance with the terms of this Award Notice and of the Plan following the completion of the final Performance Cycle, upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Participant.

(b) Until such time as shares of Stock are issued to the Participant pursuant to the terms hereof and of the Plan, the Participant shall have no rights as a stockholder with respect to any shares of Stock underlying the Restricted Stock Units, including but not limited to any voting rights.

5. Determination and Payment of Awards

(a) The Annual Target shall become credited based on achievement by the Company of the Performance Criteria for the applicable Performance Cycle as set forth in Exhibit B attached hereto (as updated for each Performance Cycle) and incorporated herein by reference, subject to the Participant's continued employment with the Company through the conclusion of the final Performance Cycle, except as set forth in Section 3 above. For purposes of clarity and by way of example: If, during the Performance Cycle ending December 31, 2014, the Participant is credited 75% of the Annual Target for the 2014 Performance Cycle, determined by reference to the Performance Criteria included in Exhibit B, 25% of the Annual Target shall be forfeited and the credited Restricted Stock Units (75% of the Annual Target) shall vest and be settled if the Participant remains employed through the last day of the end of the final Performance Cycle.

(b) For purposes of this Section 5, the following definitions shall apply:

(i) "Revenue" means non-GAAP revenue as reported in the Company's public filings.

(ii) "Operating Margin" means non-GAAP operating margin percent as reported in the Company's public filings.

(c) For purposes of the foregoing definitions, (1) there shall be constant currency measurement for both Revenue compared to the prior year and Operating Margin and; (1) future years' annual performance targets will be designed to exclude future acquisitions depending on the closing date, subject to the Committee's discretion.

(d) The Committee, at its first regular meeting following the conclusion of each Performance Cycle and the delivery to the Company of its audited financial statements for such Performance Cycle, shall determine the actual number of Restricted Stock Units that will be deemed to have been credited as of the final day of such Performance Cycle, in accordance with the Performance Criteria set forth in Exhibit B.

(e) Notwithstanding the foregoing, as soon as practicable (but in no event later than 74 days) following the conclusion of the final (third) Performance Cycle, the Restricted Stock Units that were credited over all three Performance Cycles, if any, will vest and be settled in an equal number of shares of Stock, subject to the Participant's continued employment with the Company.

6. Non-Competition and Non-Solicitation. As additional consideration for the grant of this Award to the Participant, the Participant hereby agrees that he or she shall not, at anytime during, [and for a period of one year after,] **[for non-CA employees only]** the termination of his or her employment with the Company no matter what the cause of that termination, engage for any reason, directly or indirectly, whether as owner, part-owner, shareholder, member, partner, director, officer, trustee, employee, agent or consultant, or in any other capacity, on behalf of himself or herself or any firm, corporation or other business organization other than the Company and its subsidiaries, in any one or more of the following activities:

(a) the development, marketing, solicitation, or selling of any product or service that is competitive with the products or services of the Company, or products or services that the Company has under development or that are subject to active planning at any time during Participant's employment;

(b) the use of any of the Company's confidential or proprietary information, copyrights, patents or trade secrets which was acquired by the Participant as an employee of the Company and its subsidiaries; or

(c) any activity for the purpose of inducing, encouraging, or arranging for the employment or engagement by anyone other than the Company and its subsidiaries of any employee, officer, director, agent, consultant, or sales representative of the Company and its subsidiaries or attempt to engage any of them in a manner which would deprive the Company and its subsidiaries of their services or place them in a conflict of interest with the Company and its subsidiaries.

The Participant acknowledges and agrees that the activities set forth in (a)-(c) (above) are adverse to the Company's interests, and that it would be inequitable for Participant to benefit from this Award should Participant engage in any such activities during or within one year after termination of his or her employment with the Company. The Participant may be released from his or her obligations as stated above only if the Committee (or its duly appointed agent) determines in its sole discretion that such action is in the best interests of the Company and its subsidiaries.

1. Claw-Back of Award Proceeds. The Committee shall have the authority to unilaterally terminate this Award and/or cause some or all of the proceeds relating to this Award that have been received by the Participant to become immediately due and payable by the Participant to the Company upon the occurrence of any of the following events:

- (a) the Participant's violation of Section 6 of this Agreement (entitled Non-Competition and Non-Solicitation);
- (b) the material restatement of the Company's financial statements due to misconduct by the Participant;

(c) the material restatement of the Company's financial statements that results in the Participant receiving more compensation under the Award than the Participant would have received absent the incorrect financial statements.

The determination of whether any of the foregoing events has occurred and the extent of the application of this Section to the Participant and this Award shall be determined by the Committee in its sole discretion.

1. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Award Notice shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2 of the Plan.

2. Transferability. This Award is personal to the Participant, is non-assignable and is not transferable by Participant in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution. The Stock to be issued upon the vesting of this Award to the Participant shall be issued, during the Participant's lifetime, only to the Participant, and thereafter, only to the Participant's beneficiary. The Participant may designate a beneficiary by providing written notice of the name of such beneficiary to the Company, and may revoke or change such designation at any time by filing written notice of revocation or change with the Company.

3. Section 409A. This Award is intended as a short-term deferral, and to not be subject to any tax, penalty, or interest under, Section 409A of the Internal Revenue Code and the regulations promulgated thereunder. This Award, this Agreement and the Plan (as to the Award) shall be construed and interpreted consistent with such intent.

4. Tax Withholding. Any issuance of shares of Stock to a Participant shall be subject to tax withholding. The minimum tax withholding obligation shall be satisfied through a net issuance of shares. The Company shall withhold from shares of Stock to be issued to the Participant a number of shares of Stock with an aggregate fair market value that would satisfy the minimum withholding amount due.

5. No Contract for Continuing Services. Neither the Plan nor this Award Notice shall be construed as creating any contract for continued services between the Company or any of its subsidiaries and the Participant and nothing herein contained shall give the Participant the right to be retained as an employee or consultant of the Company or any of its subsidiaries.

6. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Participant at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

7. Severability. If any provision(s) hereof shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

8. Counterparts. For the convenience of the parties and to facilitate execution, this document may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, INC.

By: _____
Name: _____
Title: _____

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned.

Dated: __ __

Participant's Signature

Participant's name and address:

EXHIBIT A

Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan

EXHIBIT B

____ Performance Criteria

Performance Payout Matrix for ____ Operating Metrics

	Revenue Growth	9.5%	10.0%	11.5%	13.0%	15.0%
Operating Margin	47%	0%	50%	70%	90%	120%
	48%	35%	60%	100%	120%	150%
	49%	40%	70%	110%	120%	150%
	50%	45%	80%	120%	130%	150%

1. Revenue Growth means the percentage of ____ Revenue growth over ____ Revenue.
2. Any acquisitions closed throughout ____ shall be excluded for the purposes of the ____ measured results.
3. Operating Margin or Revenue Growth results that fall between adjacent cells above shall be subject to linear interpolation.

**RESTRICTED STOCK UNIT AGREEMENT (NON-EMPLOYEE DIRECTORS)
UNDER THE FIFTH AMENDED AND RESTATED ANSYS, INC.
1996 STOCK OPTION AND GRANT PLAN**

Name of Grantee: _____
No. of Restricted Stock Units Granted: _____ Units
Grant Date: _____

Pursuant to the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan (the “**Plan**”) as amended through the date hereof, ANSYS, Inc. (the “**Company**”) hereby grants the number of Restricted Stock Units listed above (the “**Award**”) to the Grantee named above. Each “Restricted Stock Unit” shall relate to one share of Stock of the Company, subject to the restrictions and conditions set forth in this Restricted Stock Unit Agreement (the “**Agreement**”) and in the Plan.

1. Restrictions on Transfer of Award. The Award shall not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of by the Grantee, until shares of Stock have been issued pursuant to Section 3 hereof.

2. Vesting of Restricted Stock Units. The Award shall initially be unvested and shall be eligible to become vested as specified below. The date on which the Restricted Stock Units become vested as described below and in accordance with the terms and conditions of this Agreement and the Plan shall be the “**Vesting Date.**”

(a) Time-Based Vesting. The Restricted Stock Units shall become vested in full on the date that is the earlier of (x) the one-year anniversary of the Grant Date specified above; or (y) the date of the Company’s next regular annual meeting of stockholders which occurs after the Grant Date specified above, subject in each case to the Grantee’s continued service as a member of the Board of Directors of the Company (a “Director”) through such date.

(b) Death or Disability. The Restricted Stock Units shall become vested in full upon the Grantee’s death or Disability. For purposes hereof, “**Disability**” means that the Grantee ceases to be a Director as a result of his or her physical or mental illness or impairment as determined by the Committee.

(c) Approved Departure. A pro-rata portion of the Restricted Stock Units shall become vested upon the Grantee’s departure from the Board under circumstances approved by the Committee, such as a departure in order to avoid a conflict of interest or other similar circumstances. In such case, one-twelfth of the Restricted Stock Units shall become vested for each full month of the Grantee’s continued service as a Director between the Grant Date and the date on which the Grantee ceases to be a Director. The determination of the reason for a Grantee’s departure shall be made by the Committee in its sole discretion.

(d) Transaction. In the case of a Transaction (as defined in the Plan), the Restricted Stock Units shall be subject to Section 3(c) of the Plan and shall become vested in full immediately prior to the consummation of the Transaction.

3. Issuance of Shares of Stock.

(a) No Deferral Election. Subject to the terms of the Plan and this Agreement, as soon as reasonably practicable following the Vesting Date, but in no event later than 60 days after the end of the year in which such Vesting Date occurs, the Company shall direct its transfer agent to issue to the Grantee via the Company’s dedicated on-line broker the number of shares of Stock equal to the number of Restricted Stock Units that became vested on such Vesting Date in satisfaction of the Award.

(b) Deferral Election. If the Committee has given the Grantee the option to elect to defer the settlement of the Award, and the Grantee has made an irrevocable written election to so defer the settlement of the Award in

accordance with the terms and conditions required by the Committee (the “**Deferral Election**”), then, in lieu of the terms specified in Section 3(a) (above), subject to the terms of the Plan and this Agreement, the Company shall direct its transfer agent to issue to the Grantee via the Company’s dedicated on-line broker the number of shares of Stock equal to the number of Restricted Stock Units that became vested on the Vesting Date in satisfaction of the Award, in accordance with the terms of the Deferral Election.

(c) Shares of Stock shall be issued and delivered to the Grantee in accordance with this Section 3 upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Grantee.

(d) Until such time as shares of Stock are issued to the Grantee pursuant to this Section 3, the Grantee shall have no rights as a stockholder with respect to any shares of Stock underlying the Restricted Stock Units, including but not limited to any voting rights.

4. Termination of Service. Except as otherwise provided herein, if the Grantee ceases to continue in service as a Director for any reason, this Award shall no longer vest with respect to any unvested Restricted Stock Units and such unvested Restricted Stock Units shall lapse.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Award shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Committee set forth in Section 2 of the Plan. Capitalized terms used herein shall have the meaning specified in the Plan, unless a different meaning is specified herein.

6. Transferability. This Award is personal to the Grantee, is non-assignable and is not transferable by Grantee in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution. The Stock to be issued upon the vesting of this Award to the Grantee shall be issued, during the Grantee’s lifetime, only to the Grantee.

7. Tax Withholding. Any issuance of shares of Stock to the Grantee pursuant to this Award shall be subject to any applicable tax withholding requirements. The Grantee shall, not later than the date as of which the transfer of shares of Stock pursuant to this Award becomes a taxable event for Federal income tax or other applicable withholding tax purposes, pay to the Company or make arrangements satisfactory to the Committee for payment of any Federal, state, local, non U.S., or other taxes required by law to be withheld on account of such taxable event. The Company shall have the authority to cause the required minimum tax withholding amount to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Grantee a number of shares of Stock with an aggregate Fair Market Value that would satisfy such minimum withholding obligation.

8. No Obligation to Continue Service. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Award to continue the Grantee in service as a Director.

9. Section 409A of the Code. The Company and the Grantee intend that this Agreement will be administered in accordance with Section 409A of the Code. To the extent that any provision of this Agreement is ambiguous as to its exemption from, or compliance with, Section 409A of the Code, the provision shall be read in such a manner so that all payments hereunder either are exempt from, or comply with, Section 409A of the Code. The parties agree that this Agreement may be amended, as reasonably requested by either party, as may be necessary to fully comply with Section 409A of the Code and all related rules and regulations.

10. Integration. This Agreement constitutes the entire agreement between the parties with respect to this Award and supersedes all prior agreements and discussions between the parties concerning such subject matter.

11. Data Privacy. *The Grantee hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of the Grantee’s personal data as described in this Agreement and any other Award grant materials by and among, as applicable, the Company and any other Subsidiary for the exclusive purpose of implementing, administering and managing the Grantee’s participation in the Plan.*

The Grantee understands that the Company may hold certain personal information about the Grantee, including, but not limited to, the Grantee's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of Stock or directorships held in the Company, details of all awards or any other entitlement to shares of Stock awarded, canceled, exercised, vested, unvested or outstanding in the Grantee's favor ("Data"), for the exclusive purpose of implementing, administering and managing the Plan.

The Grantee understands that Data will be transferred to the stock plan service provider selected by the Company, which is assisting the Company with the implementation, administration and management of the Plan. The Grantee understands that the recipients of the Data may be located in the United States or elsewhere, and that the recipient's country (e.g., the United States) may have different data privacy laws and protections than the Grantee's country. The Grantee understands that he or she may request a list with the names and addresses of any potential recipients of the Data by contacting his or her local human resources representative. The Grantee authorizes the Company, the stock plan service provider and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purposes of implementing, administering and managing the Grantee's participation in the Plan. The Grantee understands that Data will be held only as long as is necessary to implement, administer and manage the Grantee's participation in the Plan. The Grantee understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative. Further, the Grantee understands that he or she is providing the consents herein on a purely voluntary basis. If the Grantee does not consent, or if the Grantee later seeks to revoke his or her consent, his or her service with the Company will not be adversely affected; the only adverse consequence of refusing or withdrawing consent is that the Company would not be able to grant the Grantee the Award or other equity awards or administer or maintain such awards. Therefore, the Grantee understands that refusing or withdrawing his or her consent may affect the Grantee's ability to participate in the Plan. For more information on the consequences of the Grantee's refusal to consent or withdrawal of consent, the Grantee understands that he or she may contact his or her local human resources representative.

12. Nature of Grant. In accepting the Award, the Grantee acknowledges, understands and agrees that:

- (a) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time, to the extent permitted by the Plan;
- (b) the grant of the Award is voluntary and occasional and does not create any contractual or other right to receive future grants;
- (c) all decisions with respect to future Awards or other grants, if any, will be at the sole discretion of the Company;
- (d) the Award and the Grantee's participation in the Plan shall not be interpreted as forming an employment contract with the Company;
- (e) the Grantee is voluntarily participating in the Plan;
- (f) the Award and any shares of Stock acquired under the Plan are not intended to replace any pension rights or compensation;
- (g) the Award and any shares of Stock acquired under the Plan, and the income and value of same, are not part of normal or expected compensation for any purpose, including, without limitation, calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, long-service awards, pension or retirement benefits or payments or welfare benefits or similar payments;
- (h) the future value of the shares of Stock underlying the Award is unknown, indeterminable, and cannot be predicted with certainty;

(i) no claim or entitlement to compensation or damages shall arise from forfeiture of the Award resulting from the termination of the Grantee's service relationship; and

(j) neither the Company nor any other Subsidiary shall be liable for any foreign exchange rate fluctuation between the Grantee's local currency and the United States Dollar that may affect the value of the Award or of any amounts due to the Grantee pursuant to settlement of the Award or the subsequent sale of any shares of Stock acquired upon settlement.

13. No Advice Regarding Grant. The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding the Grantee's participation in the Plan, or the Grantee's acquisition or sale of the underlying shares of Stock. The Grantee is hereby advised to consult with his or her own personal tax, legal and financial advisors regarding his or her participation in the Plan before taking any action related to the Plan.

14. Language. If the Grantee has received this Agreement, or any other document related to the Award and/or the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

15. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Grantee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

16. Amendment. Pursuant to Section 18 of the Plan, the Committee may at any time amend or cancel any unvested portion of this Award, but no such action may be taken that adversely affects the Grantee's rights hereunder without the Grantee's consent.

17. Severability. If any provision(s) hereof shall be determined to be illegal or unenforceable, such determination shall in no manner affect the legality or enforceability of any other provision hereof.

18. Counterparts. For the convenience of the parties and to facilitate execution, this Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document.

ANSYS, Inc.

By: ___
Name: ___
Title: _____

The foregoing Award is hereby accepted and the terms and conditions of this Agreement are hereby agreed to by the undersigned. Electronic acceptance of this Award pursuant to the Company's instructions to the Grantee (including through an online acceptance process) is acceptable.

Dated: ___ ___

Grantee's Signature

Grantee's name and address:

Subsidiaries of the Registrant as of December 31, 2016**Jurisdiction of Incorporation**

Esterel Technologies, Inc.	California
Gear Design Solutions, Inc.	Delaware
SAS IP, Inc.	Wyoming
Fluent China Holdings Limited	Barbados
ANSYS Belgium, S.A.	Belgium
ANSYS Canada Limited	Canada
2011767 Ontario Inc.	Canada
ANSYS France SAS	France
Apache Design Solutions Sarl.	France
Esterel Technologies, SAS	France
ANSYS Germany GmbH	Germany
ANSYS medini Technologies AG	Germany
Apache Design Solutions GmbH	Germany
Esterel Technologies, GmbH	Germany
ANSYS Hong Kong Ltd.	Hong Kong
ANSYS Software Private Limited	India
Apache Design Solutions Private Ltd.	India
Sequence Design India Private Ltd.	India
ANSYS Software Ltd.	Israel
ANSYS Italia, Srl.	Italy
ANSYS Japan K.K.	Japan
Apache Design Solutions K.K.	Japan
Reaction Design, K.K.	Japan
SpaceClaim, K.K.	Japan
Apache Design Solutions Yuhan Hoesa	Korea
ANSYS Luxembourg Holding Company sarl	Luxembourg
ANSYS Luxembourg Sarl	Luxembourg
Fluent Software (Shanghai) Co., Limited	People's Republic of China
ANSYS-Fluent (Shanghai) Engineering Software Trading Co., Ltd.	People's Republic of China
Apache Science and Technology (Shanghai) Co. Ltd.	People's Republic of China
Apache Design Solutions, Inc.	People's Republic of China
ANSYS OOO	Russia
ANSYS Singapore Ltd.	Singapore
ANSYS Iberia S.L.	Spain
ANSYS Sweden, AB	Sweden

ANSYS Switzerland GmbH
Taiwan ANSYS Technologies Co.
ANSYS UK Limited

Switzerland
Taiwan
United Kingdom

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-08613, 333-69506, 333-110728, 333-137274, 333-152765, 333-174670, 333-177030, 333-196393, 333-206111, and 333-212412 on Form S-8 of our reports dated February 23, 2017, relating to the consolidated financial statements and financial statement schedule of ANSYS, Inc. and subsidiaries, and the effectiveness of ANSYS, Inc. and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of ANSYS, Inc. for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP
Pittsburgh, Pennsylvania
February 23, 2017

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Ajei S. Gopal, certify that:

1. I have reviewed this annual report on Form 10-K of ANSYS, Inc. (“ANSYS”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of ANSYS as of, and for, the periods presented in this report;
4. ANSYS’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for ANSYS and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to ANSYS, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of ANSYS’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in ANSYS’s internal control over financial reporting that occurred during ANSYS’s most recent fiscal quarter (ANSYS’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, ANSYS’s internal control over financial reporting; and
5. ANSYS’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to ANSYS’s auditors and the audit committee of ANSYS’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect ANSYS’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in ANSYS’s internal control over financial reporting.

Date: February 23, 2017

/s/ Ajei S. Gopal

Ajei S. Gopal

President and Chief Executive Officer

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Maria T. Shields, certify that:

1. I have reviewed this annual report on Form 10-K of ANSYS, Inc. (“ANSYS”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of ANSYS as of, and for, the periods presented in this report;
4. ANSYS’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for ANSYS and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to ANSYS, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of ANSYS’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in ANSYS’s internal control over financial reporting that occurred during ANSYS’s most recent fiscal quarter (ANSYS’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, ANSYS’s internal control over financial reporting; and
5. ANSYS’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to ANSYS’s auditors and the audit committee of ANSYS’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect ANSYS’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in ANSYS’s internal control over financial reporting.

Date: February 23, 2017

/s/ Maria T. Shields

Maria T. Shields

Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of ANSYS, Inc. (the "Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ajei S. Gopal, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be part of the Report or filed for any purpose whatsoever.

/s/ Ajei S. Gopal

Ajei S. Gopal

President and Chief Executive Officer

February 23, 2017

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of ANSYS, Inc. (the "Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Maria T. Shields, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be part of the Report or filed for any purpose whatsoever.

/s/ Maria T. Shields

Maria T. Shields

Chief Financial Officer

February 23, 2017