

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Emswiler Shane</u> _____ (Last) (First) (Middle) SOUTHPOINTE 2600 ANSYS DRIVE _____ (Street) CANONSBURG PA 15317 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANSYS INC [ANSS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP and General Manager</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2020		M		10,399 ⁽¹⁾	A	\$0	36,851	D	
Common Stock	02/13/2020		F		4,027 ⁽²⁾	D	\$291.68	32,824	D	
Common Stock	02/13/2020		A		2,644 ⁽³⁾	A	\$0	35,468	D	
Common Stock	02/13/2020		A		2,822 ⁽⁴⁾	A	\$0	38,366	D	
Common Stock	02/14/2020		S		5,792	D	\$291.44 ⁽⁵⁾	32,574	D	
Common Stock	02/14/2020		S		580	D	\$291.86	31,994 ⁽⁶⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Unit	\$0	02/13/2020		M			8,000	(7)	(7)	Common Stock	8,000	\$0	0 ⁽⁸⁾	D	
Performance Restricted Stock Unit	\$0	02/13/2020		M			2,399	(9)	(9)	Common Stock	2,399	\$0	0 ⁽⁸⁾	D	

Explanation of Responses:

- Shares earned upon vesting and settlement of Performance Restricted Stock Units ("Performance RSUs") awarded March 5, 2017, upon certification of performance results by the Compensation Committee based on the achievement of (i) certain operational performance criteria for the year ended December 31, 2019, and (ii) total shareholder return realized by the Issuer's stockholders, as measured against the percentage appreciation in the NASDAQ Composite Index, during a three-year cumulative performance cycle.
- Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnote 1 above.
- Represents the number of Performance Restricted Stock Units earned under the Performance Restricted Stock Unit Award granted March 3, 2018, upon certification of performance results by the Compensation Committee at 175% of target for the annual period ended December 31, 2019. The earned Performance Restricted Stock Units will settle at the end of the performance period on December 31, 2020, upon certification by the Compensation Committee and subject to continued employment.
- Represents the number of Performance Restricted Stock Units earned under the Performance Restricted Stock Unit Award granted March 3, 2019, upon certification of performance results by the Compensation Committee at 175% of target for the annual period ended December 31, 2019. The earned Performance Restricted Stock Units will settle at the end of the performance period on December 31, 2021, upon certification by the Compensation Committee and subject to continued employment.
- The trade was executed in a series of transactions with a price range of \$290.82 to \$291.78, inclusive, with a weighted average price of \$291.44. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Includes 26,131 Restricted Stock Units, as well as 76 shares acquired under the ANSYS Employee Stock Purchase Plan.
- Represents a contingent right to receive shares of ANSYS common stock upon vesting and settlement of Performance RSUs earned for the period ending December 31, 2019 based on the achievement of certain operational performance criteria, in accordance with the award granted pursuant to the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan (the "Plan") on March 5, 2017. Under the award, prior amounts were earned and separately reported for each of the periods ending December 31, 2017 and 2018. All earned Performance RSUs for the three-year period vested on the applicable vesting date. See footnote 1 for additional details.
- Under the terms of the award, shares earned upon the vesting and settlement of the earned Performance Restricted Stock Units may be in excess of the amount reported on March 5, 2017, depending on the target levels achieved. See footnote 1 for additional information.
- Each Performance RSU represents a right to receive, pursuant to the Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the total shareholder return realized by the Issuer's stockholders, as measured against the percentage appreciation in the NASDAQ Composite Index, during a three-year cumulative performance cycle (January 1, 2017 to December 31, 2019).

Remarks:

Janet Lee, Attorney-in-Fact

02/18/2020

** Signature of Reporting Person

Date

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

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

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

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

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