

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO
SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

ANSYS, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware 04-3219960

(State of Incorporation or Organization) (I.R.S. Employer Identification no.)

201 Johnson Road, Houston, Pennsylvania 15342-1300

(Address of principal executive offices) (zip code)

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

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
----- Not Applicable	----- Not Applicable

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

Common Stock, \$.01 par value

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

A description of the Common Stock of the Registrant is set forth in the information provided under "Description of Capital Stock" in the Prospectus forming part of the Form S-1 Registration Statement, filed under the Securities Act of 1933 with the Securities and Exchange Commission on May 1, 1996, No. 333-4278, as amended (the "Registration Statement"), which information is incorporated herein by reference.

Item 2. Exhibits

- (1) Specimen of the Common Stock certificate (incorporated by reference to Exhibit 4.1 to the Registration Statement).
- (2) (a) Form of Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement).
- (b) Form of Amended and Restated By-laws of Registrant (incorporated by reference to Exhibit 3.4 to the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ANSYS, INC.
(Registrant)

By: /s/ Peter J. Smith

Name: Peter J. Smith
Title: President

Dated: June 12, 1996