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

**FORM 10-Q**

(Mark One)  
 **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2012

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)

**04-3219960**  
(I.R.S. Employer Identification No.)

**275 Technology Drive, Canonsburg, PA**  
(Address of principal executive offices)

**15317**  
(Zip Code)

**724-746-3304**  
(Registrant's telephone number, including area code)

Indicate by 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 Web site, 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 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  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the Registrant's Common Stock, par value \$.01 per share, outstanding as of July 27, 2012 was 92,334,047 shares.

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ANSYS, INC. AND SUBSIDIARIES

INDEX

	<u>Page No.</u>
<b>PART I</b>	<b><u>UNAUDITED FINANCIAL INFORMATION</u></b>
Item 1.	<u>Financial Statements</u>
	<u>Condensed Consolidated Balance Sheets – June 30, 2012 and December 31, 2011</u> 3
	<u>Condensed Consolidated Statements of Income – Three and Six Months Ended June 30, 2012 and 2011</u> 4
	<u>Condensed Consolidated Statements of Comprehensive Income – Three and Six Months Ended June 30, 2012 and 2011</u> 5
	<u>Condensed Consolidated Statements of Cash Flows – Six Months Ended June 30, 2012 and 2011</u> 6
	<u>Notes to Condensed Consolidated Financial Statements</u> 7-21
	<u>Report of Independent Registered Public Accounting Firm</u> 22
Item 2.	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> 23-47
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u> 48-50
Item 4.	<u>Controls and Procedures</u> 51
<b>PART II</b>	<b><u>OTHER INFORMATION</u></b>
Item 1.	<u>Legal Proceedings</u> 52
Item 1A.	<u>Risk Factors</u> 52-54
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 54
Item 3.	<u>Defaults Upon Senior Securities</u> 54
Item 4.	<u>Mine Safety Disclosures</u> 54
Item 5.	<u>Other Information</u> 54
Item 6.	<u>Exhibits</u> 55
	<u>SIGNATURES</u> 56

**PART I – UNAUDITED FINANCIAL INFORMATION****Item 1. Financial Statements:****ANSYS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

<i>(in thousands, except share and per share data)</i>	June 30, 2012 <i>(Unaudited)</i>	December 31, 2011 <i>(Audited)</i>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 551,484	\$ 471,828
Short-term investments	468	576
Accounts receivable, less allowance for doubtful accounts of \$4,050 and \$4,101, respectively	83,935	84,602
Other receivables and current assets	187,240	163,296
Deferred income taxes	18,026	19,731
Total current assets	841,153	740,033
Property and equipment, net	51,659	45,638
Goodwill	1,228,068	1,225,375
Other intangible assets, net	348,723	383,420
Other long-term assets	31,942	46,942
Deferred income taxes	11,677	7,062
Total assets	\$2,513,222	\$2,448,470
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt and capital lease obligations	\$ 79,724	\$ 74,423
Accounts payable	3,892	6,987
Accrued bonuses and commissions	24,148	36,164
Accrued income taxes	7,874	6,213
Deferred income taxes	45	0
Other accrued expenses and liabilities	54,671	55,809
Deferred revenue	293,563	259,155
Total current liabilities	463,917	438,751
Long-term liabilities:		
Long-term debt and capital lease obligations, less current portion	26,574	53,149
Deferred income taxes	94,959	101,618
Other long-term liabilities	106,923	100,479
Total long-term liabilities	228,456	255,246
Commitments and contingencies	0	0
Stockholders' equity:		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; zero shares issued or outstanding	0	0
Common stock, \$.01 par value; 300,000,000 shares authorized; 93,201,905 and 92,651,739 shares issued, respectively	932	927
Additional paid-in capital	934,976	905,662
Retained earnings	931,809	836,008
Treasury stock, at cost: 880,347 and 0 shares, respectively	(54,192)	0
Accumulated other comprehensive income	7,324	11,876
Total stockholders' equity	1,820,849	1,754,473
Total liabilities and stockholders' equity	\$2,513,222	\$2,448,470

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

**ANSYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

<i>(in thousands, except per share data)</i>	Three Months Ended		Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Revenue:				
Software licenses	\$ 123,352	\$ 97,436	\$ 236,906	\$ 193,303
Maintenance and service	71,664	64,822	143,455	127,002
Total revenue	<b>195,016</b>	162,258	<b>380,361</b>	320,305
Cost of sales:				
Software licenses	6,289	3,030	12,285	5,924
Amortization	10,125	7,502	20,339	15,000
Maintenance and service	18,323	17,531	36,455	33,721
Total cost of sales	<b>34,737</b>	28,063	<b>69,079</b>	54,645
Gross profit	<b>160,279</b>	134,195	<b>311,282</b>	265,660
Operating expenses:				
Selling, general and administrative	48,980	40,130	94,229	80,606
Research and development	33,415	25,182	64,916	49,880
Amortization	6,750	4,070	13,175	8,087
Total operating expenses	<b>89,145</b>	69,382	<b>172,320</b>	138,573
Operating income	<b>71,134</b>	64,813	<b>138,962</b>	127,087
Interest expense	(723)	(774)	(1,541)	(1,577)
Interest income	887	712	1,788	1,407
Other expense, net	(39)	(108)	(655)	(622)
Income before income tax provision	71,259	64,643	138,554	126,295
Income tax provision	20,997	19,212	42,753	38,623
Net income	<b>\$ 50,262</b>	\$ 45,431	<b>\$ 95,801</b>	\$ 87,672
Earnings per share – basic:				
Basic earnings per share	\$ 0.54	\$ 0.49	\$ 1.03	\$ 0.95
Weighted average shares – basic	92,626	91,940	92,722	91,854
Earnings per share – diluted:				
Diluted earnings per share	\$ 0.53	\$ 0.48	\$ 1.01	\$ 0.93
Weighted average shares – diluted	94,928	94,188	95,059	94,179

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

**ANSYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**

<i>(in thousands)</i>	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30,</u> <u>2012</u>	<u>June 30,</u> <u>2011</u>	<u>June 30,</u> <u>2012</u>	<u>June 30,</u> <u>2011</u>
Net income	<b>\$50,262</b>	\$45,431	<b>\$95,801</b>	\$87,672
Other comprehensive (loss) income, net of tax:				
Foreign currency translation adjustments	<b>(4,480)</b>	3,229	<b>(4,552)</b>	6,368
Comprehensive income	<b>\$45,782</b>	\$48,660	<b>\$91,249</b>	\$94,040

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

**ANSYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

<i>(in thousands)</i>	Six Months Ended	
	June 30, 2012	June 30, 2011
<b>Cash flows from operating activities:</b>		
Net income	\$ 95,801	\$ 87,672
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	41,917	29,825
Deferred income tax (benefit) expense	(5,896)	861
Provision for bad debts	30	141
Stock-based compensation expense	15,826	10,466
Excess tax benefits from stock options	(5,943)	(4,903)
Other	11	113
Changes in operating assets and liabilities:		
Accounts receivable	355	9,628
Other receivables and current assets	(24,290)	14,754
Other long-term assets	5,490	(391)
Accounts payable, accrued expenses and current liabilities	(15,981)	(3,977)
Accrued income taxes	7,123	1,735
Deferred revenue	36,115	26,882
Other long-term liabilities	7,908	(9,037)
Net cash provided by operating activities	158,466	163,769
<b>Cash flows from investing activities:</b>		
Capital expenditures	(14,330)	(7,605)
Purchases of short-term investments	(165)	(234)
Maturities of short-term investments	241	141
Net cash used in investing activities	(14,254)	(7,698)
<b>Cash flows from financing activities:</b>		
Principal payments on long-term debt	(21,260)	(10,630)
Principal payments on capital leases	(14)	(55)
Purchase of treasury stock	(61,591)	(12,704)
Proceeds from issuance of common stock under Employee Stock Purchase Plan	1,116	938
Proceeds from exercise of stock options	13,694	12,557
Excess tax benefits from stock options	5,943	4,903
Net cash used in financing activities	(62,112)	(4,991)
Effect of exchange rate fluctuations on cash and cash equivalents	(2,444)	6,153
Net increase in cash and cash equivalents	79,656	157,233
Cash and cash equivalents, beginning of period	471,828	472,479
Cash and cash equivalents, end of period	\$551,484	\$629,712
<b>Supplemental disclosures of cash flow information:</b>		
Income taxes paid	\$ 52,029	\$ 31,223
Interest paid	815	904

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

**ANSYS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**June 30, 2012**  
**(Unaudited)**

**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, automotive, manufacturing, electronics, biomedical, energy and defense.

In connection with its August 1, 2011 acquisition of Apache Design Solutions, Inc., which the Company subsequently renamed Apache Design, Inc. (“Apache”), the Company has reviewed the accounting guidance issued for disclosures about segments of an enterprise. As defined by the accounting guidance, the Company operates as two segments. However, the Company determined that its two operating segments are sufficiently similar and should be aggregated under the criteria provided in the related accounting guidance.

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**

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared by ANSYS in accordance with accounting principles generally accepted in the United States for interim financial information for commercial and industrial companies and the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the accompanying statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The accompanying condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements (and notes thereto) included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011. The condensed consolidated December 31, 2011 balance sheet presented is derived from the audited December 31, 2011 balance sheet included in the most recent Annual Report on Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial statements have been included, and all adjustments are of a normal and recurring nature. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for any future period.

## [Table of Contents](#)

### Cash and Cash Equivalents

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

<i>(in thousands, except percentages)</i>	June 30, 2012		December 31, 2011	
	Amount	% of Total	Amount	% of Total
Cash accounts	\$288,540	52.3	\$289,298	61.3
Money market mutual funds	262,944	47.7	181,198	38.4
Time deposits	0	0.0	1,332	0.3
Total	<u>\$551,484</u>		<u>\$471,828</u>	

The money market mutual fund balances reflected above are held in various funds of a single issuer.

### 3. Acquisitions

#### *Esterel Technologies, S.A.*

On May 29, 2012, the Company announced a definitive agreement to acquire Esterel Technologies, S.A. ("Esterel"), a leading provider of embedded software simulation solutions for mission critical applications. On August 1, 2012, the Company completed its acquisition of Esterel. Under the terms of the agreement, ANSYS acquired 100% of Esterel for a purchase price of approximately \$59.5 million in cash. The agreement also includes retention provisions for key members of management and employees. After the combination, the Company employs approximately 2,300 people. The Company funded the transaction entirely with existing cash balances. The complementary combination is expected to accelerate development of new and innovative products to the marketplace while lowering design and engineering costs for customers.

The operating results of Esterel will be included in the Company's consolidated financial statements from the date of acquisition and, accordingly, Esterel's operating results are not included in the financial results presented in this quarterly report on Form 10-Q. Because of the timing of the acquisition with respect to the filing of this quarterly report on Form 10-Q, the Company has not yet completed the valuation of the assets and liabilities of Esterel. As such, information concerning the amounts assigned to each major asset and liability, including amounts assigned to intangible assets and goodwill, is not yet available.

The Company anticipates a significant reduction in the fair value of Esterel's deferred revenue, in accordance with the current accounting principles regarding the valuation of acquired deferred revenue.



## [Table of Contents](#)

### *Apache Design, Inc.*

On August 1, 2011, the Company completed its acquisition of Apache, a leading simulation software provider for advanced, low-power solutions in the electronics industry. Under the terms of the merger agreement, ANSYS acquired 100% of the outstanding shares of Apache for a purchase price of \$314.0 million, which included \$31.9 million in acquired cash and short-term investments on Apache's balance sheet, \$3.2 million in ANSYS replacement stock options issued to holders of partially-vested Apache stock options and \$9.5 million in contingent consideration that is based on the retention of a key member of Apache's management. The Company funded the transaction entirely with existing cash balances. The operating results of Apache have been included in the Company's condensed consolidated financial statements since the date of acquisition, August 1, 2011.

The merger agreement includes a contingent consideration arrangement that requires additional payments of up to \$12.0 million to be paid by the Company in equal installments to the Apache stockholders and holders of vested Apache options on each of the first three anniversaries of the closing of the acquisition. To receive these payments, a key member of Apache's management must remain an employee of ANSYS on each of the first three anniversaries of the acquisition closing date. Management estimated that it was probable that all three payments would be made, and recorded the fair value of the contingent payments as a liability on the date of acquisition. The portion of contingent payments attributable to the key member of Apache management was determined to be compensation, and is accounted for outside of the business combination. The portion of the contingent payments attributable to other shareholders was determined to be contingent purchase price consideration and was estimated to be \$9.5 million based on the net present value of the expected payments. Refer to Note 9 for a description of the valuation technique and inputs used to estimate the fair value of the contingent consideration.

In accordance with the merger agreement, the Company granted performance-based restricted stock units to key members of Apache management and employees, with a maximum value of \$13.0 million to be earned annually over a three-fiscal-year period beginning January 1, 2012. Vesting of the full award or a portion thereof is determined discretely for each of the three fiscal years based on the achievement of certain revenue and operating income targets by the Apache subsidiary, and the recipient's continued employment through the measurement period. The value of each restricted stock unit on the August 1, 2011 grant date was \$50.30, the closing price of ANSYS stock as of that date. Stock-based compensation expense based on the fair value of the awards is being recorded from the January 1, 2012 service inception date through the conclusion of the three-year measurement period based on management's estimates concerning the probability of vesting. As of June 30, 2012, the Company had determined it was probable that at least a portion of these awards would vest, and recorded stock-based compensation expense in the amount of \$970,000 and \$1.9 million for the three and six months ended June 30, 2012.

## [Table of Contents](#)

Under the merger agreement, holders of partially-vested Apache options at the date of acquisition received options to purchase ANSYS shares of common stock based on an agreed-upon conversion ratio (“the Replacement Awards”). The value of the Replacement Awards attributable to pre-combination service was estimated to be \$3.2 million at the acquisition date, and was included in consideration transferred. The value of the Replacement Awards attributable to post-combination service is recognized as stock-based compensation in earnings during the post-acquisition period.

In valuing deferred revenue on the Apache balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. Although this acquisition accounting requirement had no impact on the Company’s business or cash flow, the Company’s reported revenue under accounting principles generally accepted in the United States, primarily for the first 12 months post-acquisition, will be less than the sum of what would otherwise have been reported by Apache and ANSYS absent the acquisition. Acquired deferred revenue of \$10.1 million was recorded on the opening balance sheet. This amount was approximately \$13.6 million lower than the historical carrying value. The impact on reported revenue for the three and six months ended June 30, 2012 was \$840,000 and \$3.0 million, respectively, primarily in lease license revenue. The expected impact on reported revenue is \$290,000 and \$3.4 million for the quarter ending September 30, 2012 and the year ending December 31, 2012, respectively.

## [Table of Contents](#)

The assets and liabilities of Apache have been recorded based on 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 preliminary fair values of identifiable assets acquired and liabilities assumed at the acquisition date:

### Fair Value of Consideration Transferred:

<i>(in thousands)</i>	
Cash	\$301,306
Contingent consideration	9,501
ANSYS replacement stock options	3,170
<b>Total consideration transferred at fair value</b>	<b><u>\$313,977</u></b>

### Recognized Amounts of Identifiable Assets Acquired and Liabilities Assumed:

<i>(in thousands)</i>	
Cash and short-term investments	\$ 31,948
Accounts receivable and other tangible assets	6,011
Developed software (7-year life)	82,500
Customer relationships (15-year life)	36,100
Contract backlog (3-year life)	13,500
Platform trade names (indefinite-lives)	21,900
Apache trade name (6-year life)	2,100
Accounts payable and other liabilities	(16,528)
Deferred revenue	(10,100)
Net deferred tax liabilities	(47,259)
<b>Total identifiable net assets</b>	<b><u>\$ 120,172</u></b>
<b>Goodwill</b>	<b><u>\$ 193,805</u></b>

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 Apache. The fair values of the assets acquired and liabilities assumed that are listed above are based on preliminary calculations and the estimates and assumptions for these items are subject to change as additional information is obtained during the measurement period (up to one year from the acquisition date). During the measurement period since the Apache acquisition date, the Company increased the values of net deferred tax liabilities from \$46.1 million to \$47.3 million, and identifiable intangible assets from \$153.8 million to \$156.1 million, with the offset recorded to goodwill. These adjustments were based on refinements to assumptions used in the preliminary valuation of intangible assets and information about what was known and knowable as of the acquisition date in the calculation of the net deferred tax liabilities.

## [Table of Contents](#)

### 4. Other Current Assets

The Company reports accounts receivable, related to the portion of annual lease licenses and software maintenance that has not yet been recognized as revenue, as a component of other receivables and current assets. These amounts totaled \$118.6 million and \$112.8 million as of June 30, 2012 and December 31, 2011, respectively.

The Company reports income taxes receivable, including amounts related to overpayments and refunds, as a component of other receivables and current assets. These amounts totaled \$51.7 million and \$36.0 million as of June 30, 2012 and December 31, 2011, respectively.

### 5. Uncertain Tax Positions

The Company reports reserves for uncertain tax positions, including estimated penalties and interest, as a component of other long-term liabilities. These amounts totaled \$35.8 million and \$35.5 million as of June 30, 2012 and December 31, 2011, respectively.

### 6. 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:

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
<i>(in thousands, except per share data)</i>				
Net income	<b>\$50,262</b>	\$45,431	<b>\$95,801</b>	\$87,672
Weighted average shares outstanding – basic	<b>92,626</b>	91,940	<b>92,722</b>	91,854
Dilutive effect of stock plans	<b>2,302</b>	2,248	<b>2,337</b>	2,325
Weighted average shares outstanding – diluted	<b>94,928</b>	94,188	<b>95,059</b>	94,179
Basic earnings per share	<b>\$ 0.54</b>	\$ 0.49	<b>\$ 1.03</b>	\$ 0.95
Diluted earnings per share	<b>\$ 0.53</b>	\$ 0.48	<b>\$ 1.01</b>	\$ 0.93
Anti-dilutive options	<b>1,128</b>	1,168	<b>1,329</b>	1,172

## [Table of Contents](#)

### 7. Long-Term Debt

Borrowings consist of the following:

<i>(in thousands)</i>	June 30, 2012	December 31, 2011
Term loan payable in quarterly installments with a final maturity of July 31, 2013	<u>\$ 106,297</u>	<u>\$ 127,557</u>
Capitalized lease obligations	<u>1</u>	<u>15</u>
<b>Total</b>	<b>106,298</b>	<b>127,572</b>
Less current portion	<u>(79,724)</u>	<u>(74,423)</u>
<b>Long-term debt and capital lease obligations, net of current portion</b>	<b>\$ 26,574</b>	<b>\$ 53,149</b>

On July 31, 2008, ANSYS borrowed \$355.0 million from a syndicate of banks. The interest rate on the indebtedness provides for tiered pricing with the initial rate at the prime rate + 0.50%, or the LIBOR rate + 1.50%, with step downs permitted after the initial six months under the credit agreement down to a flat prime rate or the LIBOR rate + 0.75%. Such tiered pricing is determined by the Company's consolidated leverage ratio. The Company's consolidated leverage ratio has been reduced to the lowest pricing tier in the debt agreement. During the six months ended June 30, 2012, the Company made the required quarterly principal payments of \$21.3 million in the aggregate.

For the three and six months ended June 30, 2012, the Company recorded interest expense related to the term loan at interest rates of 1.22% and 1.28%, respectively. For the three and six months ended June 30, 2011, the Company recorded interest expense related to the term loan at interest rates of 1.06% and 1.05%, respectively. The interest expense on the term loan and amortization related to debt financing costs were as follows:

<i>(in thousands)</i>	Three Months Ended			
	June 30, 2012		June 30, 2011	
	<u>Interest Expense</u>	<u>Amortization</u>	<u>Interest Expense</u>	<u>Amortization</u>
July 31, 2008 term loan	<u>\$ 360</u>	<u>\$ 189</u>	<u>\$ 412</u>	<u>\$ 244</u>

<i>(in thousands)</i>	Six Months Ended			
	June 30, 2012		June 30, 2011	
	<u>Interest Expense</u>	<u>Amortization</u>	<u>Interest Expense</u>	<u>Amortization</u>
July 31, 2008 term loan	<u>\$ 788</u>	<u>\$ 393</u>	<u>\$ 831</u>	<u>\$ 496</u>

## [Table of Contents](#)

The interest rate on the outstanding term loan balance of \$106.3 million is set for the quarter ending September 30, 2012 at 1.21%, which is based on LIBOR + 0.75%. The required future principal payments on the Company's term loan as of June 30, 2012 are scheduled as follows:

<i>(in thousands)</i>	
September 30, 2012	\$ 26,575
December 31, 2012	26,574
March 31, 2013	26,574
July 31, 2013 (maturity)	26,574
Term loan balance payable as of June 30, 2012	<u>\$106,297</u>

The credit agreement includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness.

### **8. Goodwill and Intangible Assets**

During the first quarter of 2012, the Company completed the annual impairment test for goodwill and intangible assets with indefinite lives and determined that these assets had not been impaired as of the test date, January 1, 2012. The Company performed a qualitative assessment and as of the test date, there was sufficient evidence that it was not more likely than not that the fair values of its reporting units were less than their carrying amounts. The application of a qualitative assessment requires the Company to assess and make judgments regarding a variety of factors which potentially impact the fair value of a reporting unit including general economic conditions, industry and market-specific conditions, customer behavior, cost factors, the Company's financial performance and trends, the Company's strategies and business plans, capital requirements, management and personnel issues, and the Company's stock price, among others. The Company then considers the totality of these and other factors, placing more weight on the events and circumstances that are judged to most affect a reporting unit's fair value or the carrying amount of its net assets, to reach a qualitative conclusion regarding whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. No events occurred or circumstances changed during the six months ended June 30, 2012 that would indicate that the fair values of the Company's reporting units are below their carrying amounts.

## [Table of Contents](#)

As of June 30, 2012 and December 31, 2011, the Company's intangible assets and estimated useful lives are classified as follows:

<i>(in thousands)</i>	June 30, 2012		December 31, 2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
<b>Amortized intangible assets:</b>				
Developed software and core technologies (7 – 10 years)	\$287,399	\$ (160,352)	\$287,392	\$ (144,836)
Customer lists and contract backlog (3 – 15 years)	220,740	(88,508)	223,037	(76,630)
Trade names (6 – 10 years)	102,592	(35,405)	102,580	(30,380)
Total	<u>\$610,731</u>	<u>\$ (284,265)</u>	<u>\$613,009</u>	<u>\$ (251,846)</u>
<b>Unamortized intangible assets:</b>				
Trade names	<u>\$ 22,257</u>		<u>\$ 22,257</u>	

Amortization expense for the intangible assets reflected above was \$16.9 million and \$11.6 million for the three months ended June 30, 2012 and 2011, respectively. Amortization expense for the intangible assets reflected above was \$33.5 million and \$23.1 million for the six months ended June 30, 2012 and 2011, respectively.

As of June 30, 2012, estimated future amortization expense for the intangible assets reflected above is as follows:

<i>(in thousands)</i>	
Remainder of 2012	\$ 33,208
2013	58,280
2014	51,697
2015	47,699
2016	40,194
2017	36,247
Thereafter	59,141
Total intangible assets subject to amortization	326,466
Indefinite-lived trade names	22,257
Other intangible assets, net	<u>\$348,723</u>

The changes in goodwill during the six months ended June 30, 2012 are as follows:

<i>(in thousands)</i>	
Beginning balance – January 1, 2012	\$1,225,375
Currency translation and other	2,693
Ending balance – June 30, 2012	<u>\$1,228,068</u>

The 2012 change in goodwill above includes a \$3.0 million increase to the net deferred tax liabilities of Apache recorded as of the August 1, 2011 acquisition date. These measurement period adjustments were based on information about what was known and knowable at the acquisition date in the calculation of the net deferred tax liabilities.

[Table of Contents](#)

**9. 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 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>	June 30, 2012	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)
<b>Assets</b>				
Cash equivalents	\$ 262,944	\$ 262,944	\$ 0	\$ 0
Short-term investments	\$ 468	\$ 0	\$ 468	\$ 0
<b>Liabilities</b>				
Contingent consideration	\$ (9,657)	\$ 0	\$ 0	\$ (9,657)
Deferred compensation	\$ (2,091)	\$ 0	\$ 0	\$ (2,091)

<i>(in thousands)</i>	December 31, 2011	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)
<b>Assets</b>				
Cash equivalents	\$ 182,530	\$ 181,198	\$ 1,332	\$ 0
Short-term investments	\$ 576	\$ 0	\$ 576	\$ 0
<b>Liabilities</b>				
Contingent consideration	\$ (9,571)	\$ 0	\$ 0	\$ (9,571)
Deferred compensation	\$ (2,073)	\$ 0	\$ 0	\$ (2,073)



## [Table of Contents](#)

The cash equivalents in the preceding tables represent money market mutual 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 maturity dates ranging from three months to one year. There were no unrealized gains or losses associated with these deposits for the three and six months ended June 30, 2012 and 2011.

In January 2012, the Company entered into a foreign currency future contract with a third-party U.S. financial institution, which was settled in June 2012. The purpose of this contract was to mitigate the Company's exposure to foreign exchange risk arising from intercompany receivables from a Japanese subsidiary. The foreign exchange future was measured at fair value each reporting period, with gains or losses recognized in earnings.

On August 1, 2011, the Company completed its acquisition of Apache, a leading simulation software provider for advanced, low-power solutions in the electronics industry. The merger agreement includes a contingent consideration arrangement that requires additional payments of up to \$12.0 million to be paid by the Company in equal installments to the Apache stockholders and holders of vested Apache options on each of the first three anniversaries of the closing of the acquisition. To receive these payments, a key member of Apache's management must remain an employee of ANSYS on each of the first three anniversaries of the acquisition closing date. Management estimated that it was probable that all three payments would be made, and recorded the fair value of the contingent payments as a liability on the date of acquisition. The portion of contingent payments attributable to the key member of Apache management was determined to be deferred compensation, and is accounted for outside of the business combination. A liability of \$2.1 million for deferred compensation was recorded as of June 30, 2012 based on the net present value of the expected payments. The portion of the contingent payments attributable to other shareholders was determined to be contingent purchase price consideration and was estimated to be \$9.7 million based on the net present value of the expected payments as of June 30, 2012. The net present value calculations for the deferred compensation and contingent consideration include a significant unobservable input in the assumption that all three payments will be made, and therefore the liabilities were classified as Level 3 in the fair value hierarchy.

## [Table of Contents](#)

The following table presents the changes during the six months ended June 30, 2012 in the Company's Level 3 liabilities for contingent consideration and deferred compensation that are measured at fair value on a recurring basis:

Three and Six Months Ended June 30, 2012	Fair Value Measurement Using Significant Unobservable Inputs	
	Contingent Consideration	Deferred Compensation
<i>(in thousands)</i>		
Balance as of January 1, 2012	\$ 9,571	\$ 2,073
Interest expense included in earnings	43	9
Balance as of March 31, 2012	\$ 9,614	\$ 2,082
Interest expense included in earnings	43	9
Balance as of June 30, 2012	<u>\$ 9,657</u>	<u>\$ 2,091</u>

The Company had no transfers of amounts in or out of Level 1 or Level 2 fair value measurements during the six months ended June 30, 2012.

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. The carrying value of long-term debt approximates its fair value due to the variable interest rate underlying the Company's credit facility.

## 10. 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>	Three Months Ended		Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
United States	\$ 66,467	\$ 48,404	\$ 130,062	\$ 97,510
Japan	29,619	25,503	59,174	52,428
Germany	19,912	17,006	40,453	33,966
Canada	3,130	2,540	6,268	5,490
Other European	42,284	40,856	84,140	80,061
Other international	33,604	27,949	60,264	50,850
Total revenue	<u>\$ 195,016</u>	<u>\$ 162,258</u>	<u>\$ 380,361</u>	<u>\$ 320,305</u>

## [Table of Contents](#)

Property and equipment by geographic area is as follows:

<i>(in thousands)</i>	June 30, 2012	December 31, 2011
United States	\$ 37,119	\$ 30,917
United Kingdom	2,928	3,077
India	2,887	3,092
Germany	2,087	1,843
France	2,136	2,388
Japan	1,345	1,447
Canada	893	938
Other European	1,273	957
Other international	991	979
Total property and equipment	<u>\$51,659</u>	<u>\$ 45,638</u>

### 11. Stock Repurchase Program

In February 2012, ANSYS announced that its Board of Directors approved an increase to its authorized stock repurchase program. Under the Company's stock repurchase program, ANSYS repurchased 1.0 million shares during the six months ended June 30, 2012 at an average price per share of \$61.59, for a total cost of \$61.6 million. During the six months ended June 30, 2011, the Company repurchased 247,443 shares at an average price per share of \$51.34, for a total cost of \$12.7 million. As of June 30, 2012, 2.0 million shares remained authorized for repurchase under the program.

### 12. Stock-based Compensation

Total stock-based compensation expense, and its net impact on basic and diluted earnings per share, is as follows:

<i>(in thousands)</i>	Three Months Ended		Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Cost of sales:				
Software licenses	\$ 402	\$ 37	\$ 770	\$ 73
Maintenance and service	563	461	1,122	921
Operating expenses:				
Selling, general and administrative	3,763	2,995	7,402	5,951
Research and development	3,296	1,826	6,532	3,521
Stock-based compensation expense before taxes	8,024	5,319	15,826	10,466
Related income tax benefits	(2,023)	(1,333)	(4,268)	(2,504)
Stock-based compensation expense, net of taxes	<u>\$ 6,001</u>	<u>\$ 3,986</u>	<u>\$ 11,558</u>	<u>\$ 7,962</u>
Net impact on earnings per share				
Basic earnings per share	\$ (0.06)	\$ (0.04)	\$ (0.12)	\$ (0.09)
Diluted earnings per share	\$ (0.06)	\$ (0.04)	\$ (0.12)	\$ (0.08)

### 13. Contingencies and Commitments

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including alleged infringement of intellectual property rights, commercial disputes, labor and employment matters, tax audits 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 received a formal inquiry related to a recent service tax audit. The service tax issues raised in the Company's notice are very similar to the case, *M/s Microsoft Corporation (I) (P) Ltd. Vs Commissions of Service Tax*, currently being appealed to the Delhi Customs, Excise and Service Tax Appellate Tribunal (CESTAT). If the ruling is in favor of Microsoft, the Company expects a similar outcome for its audit. If the ruling is unfavorable, the Company could incur tax charges and related liabilities of up to \$6 million. Of the two judicial members assigned to the Microsoft appeal, one member has ruled in favor of Microsoft and one has ruled in favor of the Commission. A third deciding judge will be appointed for a final decision. The Company can provide no assurances as to the outcome of the Microsoft appeal or to the impact of the Microsoft appeal on the Company's audit. The Company is uncertain as to when the service tax audit will be completed.

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 June 30, 2012. 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.

### 14. New Accounting Guidance

**Fair Value Measurements:** In May 2011, new accounting guidance was issued to provide a consistent definition of fair value and to ensure that the fair value measurement and disclosure requirements are similar between generally accepted accounting principles in the United States and International Financial Reporting Standards. The guidance changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. This guidance was adopted by the Company effective January 1, 2012, and it did not have any impact on the Company's financial position, results of operations or cash flows.

## [Table of Contents](#)

**Presentation of Comprehensive Income:** In June 2011, new accounting guidance was issued regarding the presentation of comprehensive income in consolidated financial statements. This guidance requires that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance was retrospectively adopted by the Company effective January 1, 2012, and all non-owner changes in stockholders' equity were presented in a separate statement.

**Testing Goodwill for Impairment:** In September 2011, new accounting guidance was issued regarding the requirement to test goodwill for impairment on at least an annual basis. Existing guidance requires that this test be performed by comparing the fair value of a reporting unit with its carrying amount, including goodwill (step one). If the fair value of a reporting unit is less than its carrying amount, then the second step of the test must be performed to measure the amount of the impairment loss, if any. Under the new guidance, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test. This guidance was adopted by the Company effective January 1, 2012, and it did not have any impact on the Company's financial position, results of operations or cash flows.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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

We have reviewed the accompanying condensed consolidated balance sheet of ANSYS, Inc. and subsidiaries (the "Company") as of June 30, 2012, and the related condensed consolidated statements of income and comprehensive income for the three-month and six-month periods ended June 30, 2012 and 2011, and of cash flows for the six-month periods ended June 30, 2012 and 2011. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of ANSYS, Inc. and subsidiaries as of December 31, 2011, and the related consolidated statements of income, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated February 23, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2011 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Deloitte & Touche LLP  
Pittsburgh, Pennsylvania  
August 2, 2012

**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

Overview:

ANSYS, Inc.’s results for the three months ended June 30, 2012 reflect growth in revenues of 20.2%, operating income of 9.8% and diluted earnings per share of 10.4% as compared to the three months ended June 30, 2011. The Company’s results for the six months ended June 30, 2012 reflect growth in revenues of 18.7%, operating income of 9.3% and diluted earnings per share of 8.6% as compared to the six months ended June 30, 2011. The Company experienced higher revenues in 2012 from growth in both license and maintenance revenue, and from the August 1, 2011 acquisition of Apache. Revenue was adversely impacted by the overall strengthening of the U.S. Dollar against the Company’s primary foreign currencies. The net overall strengthening decreased revenue by \$5.6 million and \$6.5 million for the three and six months ended June 30, 2012, as compared to the same periods in 2011. The growth in revenue was partially offset by increased operating expenses and additional amortization from intangible assets related to the Apache acquisition. The net overall strengthening of the U.S. Dollar reduced operating income during the three and six months ended June 30, 2012 by \$2.5 million and \$2.4 million, respectively, as compared to the same periods in 2011.

The Company’s non-GAAP results for the three months ended June 30, 2012 reflect increases in revenue of 20.7%, operating income of 16.7% and diluted earnings per share of 16.1% as compared to the three months ended June 30, 2011. The Company’s non-GAAP results for the six months ended June 30, 2012 reflect increases in revenue of 19.7%, operating income of 18.1% and diluted earnings per share of 16.0% as compared to the six months ended June 30, 2011. 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 and transaction costs related to business combinations. For further disclosure regarding non-GAAP results, see the section titled “Non-GAAP Results” immediately preceding the section titled “Liquidity and Capital Resources”.

In valuing deferred revenue on the Apache balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. Although this acquisition accounting requirement had no impact on the Company’s business or cash flow, the Company’s reported revenue under accounting principles generally accepted in the United States, primarily for the first 12 months post-acquisition, will be less than the sum of what would otherwise have been reported by Apache and ANSYS absent the acquisition. Acquired deferred revenue of \$10.1 million was recorded on the opening balance sheet. This amount was approximately \$13.6 million lower than the historical carrying value. The impact on reported revenue for the three and six months ended June 30, 2012 was \$840,000 and \$3.0 million, respectively, primarily in lease license revenue. The expected impact on reported revenue is \$290,000 and \$3.4 million for the quarter ending September 30, 2012 and the year ending December 31, 2012, respectively.

## [Table of Contents](#)

Under the Company's stock repurchase program, ANSYS repurchased 1.0 million shares during the three and six months ended June 30, 2012 at an average price per share of \$61.59. The Company's financial position includes \$552.0 million in cash and short-term investments, and working capital of \$377.2 million as of June 30, 2012. The Company has outstanding borrowings under its term loan of \$106.3 million.

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, automotive, manufacturing, electronics, biomedical, energy and defense. Headquartered south of Pittsburgh, Pennsylvania, the Company and its subsidiaries employed approximately 2,200 people as of June 30, 2012 and focus 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 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. 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 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.

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.



## [Table of Contents](#)

### Geographic Trends:

During the three and six months ended June 30, 2012, North America contributed consistent and strong revenue growth. In addition, despite the ongoing macroeconomic concerns in Europe, the renewal rates and customer engagements remained intact. While overall, the Company's General International Area, which includes all geographies other than North America and Europe, has continued to show improvement, the Company's growth in the Japan market has slowed due to the strength of the Japanese Yen and a general weakness in consumer electronics. Japan is the Company's second largest market and, as such, sales execution in Japan will be an ongoing focus for the remainder of 2012.

### Industry Highlights:

During the quarter ended June 30, 2012, the Company had growth from a combination of large, accounts, multi-nationals, emerging markets and industry verticals with time-sensitive, complex, multiphysics challenges. The Company's revenue is derived from customers in many different industries, with no industry accounting for more than 20% of the Company's sales. Although customers from all industries contributed to the 2012 second quarter results, there were a few sectors where the activity was more notable than the others, as explained below.

#### *Automotive*

The Company experienced automotive growth, particularly in North America. A variety of factors are positively affecting the automotive sector from a simulation perspective, including rising gas prices and government regulations. These factors are causing increased technology development for higher mileage cars, including suppliers speeding up electric vehicle and hybrid electric vehicle component development. In addition, customers are making investments in high growth product areas such as wireless connectivity, smart products, systems design, engine and transmission improvement, hybridization and hydraulics, all of which are areas requiring the breadth and depth of the Company's product portfolio.

#### *Aerospace and Defense*

While record production of large aircraft engines has been reported, the necessity for efficient next generation configurations and reliability challenges are being identified, all requiring the need for more robust simulation. Despite uncertainty around the future size of the U.S. Department of Defense budget, aerospace and defense remained strong across most regions. Commercial space exploration provided opportunities for the Company's portfolio of solutions, as well as the defense sector's focus on advancement in intelligence, surveillance and reconnaissance, despite anxiety over sequestration. Environmental performance management is also driving commercial investment in aerospace.

#### *Materials and Chemicals*

Recent advances in modeling capabilities, combined with scalable, low-cost, high-performance hardware contributed to growth in the materials and chemicals sector.

From equipment and processes, to chemical and petrochemical refining, to glass and metals manufacturing, customers are using ANSYS simulation technologies to reduce overall costs, conserve energy, minimize environmental impacts, meet higher regulatory standards and streamline operations through a range of initiatives. Customers are using ANSYS software to understand and address specific engineering challenges relating to various areas, including but not limited to fluid dynamics, thermal management, structural analysis and reaction engineering.

## [Table of Contents](#)

The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and notes thereto for the three and six months ended June 30, 2012, and with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2011 filed on the Annual Report on Form 10-K with the Securities and Exchange Commission. The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. 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 value of stock awards, bad debts, contract revenue, valuation of goodwill, valuation of intangible assets, contingent consideration, deferred compensation, income taxes, and contingencies and litigation. The Company bases its estimates on historical experience, market experience, estimated future cash flows and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates.

This Quarterly Report on Form 10-Q 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 expectation that it will continue to make targeted investments in its global sales and marketing organization and its global business infrastructure to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies, and the business in general.
- The Company's intentions related to investments in research and development, particularly as it relates to expanding the capabilities of its flagship products and other products within its broad portfolio of simulation software, evolution of its ANSYS® Workbench™ platform, HPC capabilities, robust design and ongoing integration.
- The Company's plans related to future capital spending.
- The Company's intentions regarding its hybrid sales and distribution model.
- The sufficiency of existing cash and cash equivalent balances to meet future working capital, capital expenditure and debt service requirements.
- Management's assessment of the ultimate liabilities arising from various investigations, claims and legal proceedings.
- The Company's statement regarding the competitive position and strength of its software products.
- The Company's statement regarding increased exposure to volatility of foreign exchange rates.

## [Table of Contents](#)

- The Company's intentions related to investments in complementary companies, products, services and technologies.
- The Company's expectations regarding the impact of the merger of its Japan subsidiaries on future income tax expense and cash flows from operations.
- The Company's estimates regarding the expected impact on reported revenue related to the acquisition accounting treatment of deferred revenue.
- Management's estimation that it is probable the key member of Apache's management will remain an employee of ANSYS on each of the first three anniversaries of the acquisition closing date.
- The Company's anticipation that Apache will achieve certain revenue and operating income targets whereby it is probable that at least a portion of the performance-based restricted stock units will vest and that the recipients continue employment through the measurement period.
- The Company's expectations regarding the accelerated development and delivery of new and innovative products to the marketplace while lowering design and engineering costs for customers as a result of the Esterel acquisition.

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 forward-looking statements. Certain factors, among others, that might cause such a difference include risks and uncertainties disclosed in the Company's most recent Annual Report on Form 10-K, Part I, Item 1A. Information regarding new risk factors or material changes to these risk factors have been included within Part II, Item 1A of this Quarterly Report on Form 10-Q.

[Table of Contents](#)**Results of Operations****Three Months Ended June 30, 2012 Compared to Three Months Ended June 30, 2011**Revenue:

<i>(in thousands, except percentages)</i>	Three Months Ended		Change	
	2012	2011	Amount	%
Revenue:				
Lease licenses	\$ 69,192	\$ 50,725	\$18,467	36.4
Perpetual licenses	54,160	46,711	7,449	15.9
Software licenses	123,352	97,436	25,916	26.6
Maintenance	67,279	60,530	6,749	11.1
Service	4,385	4,292	93	2.2
Maintenance and service	71,664	64,822	6,842	10.6
Total revenue	\$195,016	\$162,258	\$32,758	20.2

The Company's revenue in the quarter ended June 30, 2012 increased 20.2% as compared to the quarter ended June 30, 2011, including increases in all major revenue categories. This growth was partially influenced by \$15.8 million in Apache-related revenue and benefits from the Company's continued investment in its global sales and marketing organization. Revenue from lease licenses increased 36.4% as compared to the quarter ended June 30, 2011, due to growth in sales of lease licenses and the addition of Apache-related lease license revenue of \$15.3 million. Perpetual license revenue, which is derived entirely from new sales during the quarter, increased 15.9% as compared to the prior year quarter. Annual maintenance contracts that were sold with new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous quarters, contributed to maintenance revenue growth of 11.1%.

With respect to revenue, on average for the quarter ended June 30, 2012, the U.S. Dollar was approximately 5.4% stronger, when measured against the Company's primary foreign currencies, than for the quarter ended June 30, 2011. The net overall strengthening resulted in decreased revenue and operating income of approximately \$5.6 million and \$2.5 million, respectively, during the quarter ended June 30, 2012, as compared with the same quarter of 2011.

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

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## [Table of Contents](#)

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. 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.

As of June 30, 2012, the Company has a \$25.1 million backlog of orders received but not invoiced, primarily as a result of the August 1, 2011 acquisition of Apache.

International and domestic revenues, as a percentage of total revenue, were 65.9% and 34.1%, respectively, during the quarter ended June 30, 2012, and 70.2% and 29.8%, respectively, during the quarter ended June 30, 2011. The Company derived 25.3% and 27.8% of its total revenue through the indirect sales channel for the quarters ended June 30, 2012 and 2011, respectively.

In valuing deferred revenue on the Apache balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. The impact on reported revenue for the three months ended June 30, 2012 was \$840,000, primarily in lease license revenue.

## [Table of Contents](#)

### Cost of Sales and Gross Profit:

<i>(in thousands, except percentages)</i>	Three Months Ended June 30,				Change	
	2012		2011		Amount	%
	Amount	% of Revenue	Amount	% of Revenue		
Cost of sales:						
Software licenses	\$ 6,289	3.2	\$ 3,030	1.9	\$ 3,259	107.6
Amortization	10,125	5.2	7,502	4.6	2,623	35.0
Maintenance and service	18,323	9.4	17,531	10.8	792	4.5
Total cost of sales	34,737	17.8	28,063	17.3	6,674	23.8
Gross profit	\$160,279	82.2	\$134,195	82.7	\$26,084	19.4

Software Licenses: The increase in software license costs was primarily due to Apache-related cost of sales of \$2.8 million and increased stock-based compensation of \$400,000.

Amortization: The increase in amortization expense was primarily a result of \$3.3 million in amortization of acquired Apache software, partially offset by a \$700,000 decrease in amortization of other acquired software.

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

- Increased incentive compensation and headcount-related costs of \$600,000.
- Increased depreciation expense of \$200,000.

The improvement in gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

## [Table of Contents](#)

### Operating Expenses:

<i>(in thousands, except percentages)</i>	Three Months Ended June 30,				Change	
	2012		2011		Amount	%
	Amount	% of Revenue	Amount	% of Revenue		
Operating expenses:						
Selling, general and administrative	\$48,980	25.1	\$40,130	\$ 8,850	22.1	
Research and development	33,415	17.1	25,182	8,233	32.7	
Amortization	6,750	3.5	4,070	2,680	65.8	
Total operating expenses	\$89,145	45.7	\$69,382	\$19,763	28.5	

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

- Apache-related selling, general and administrative expenses of \$3.6 million.
- Increased salaries and headcount-related costs of \$2.6 million.
- Increased third-party commissions of \$1.4 million.
- Increased stock-based compensation expense of \$800,000.
- Decreased professional fees of \$1.0 million.

The Company anticipates that it will continue to make targeted investments in its global sales and marketing organization and its global business infrastructure to enhance major account sales activities and to support its worldwide sales distribution and marketing strategies, and the business in general.

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

- Apache-related research and development expenses of \$3.8 million.
- Increased salaries and headcount-related costs, including incentive compensation, of \$2.0 million.
- Increased stock-based compensation expense of \$1.5 million.

## [Table of Contents](#)

The Company has traditionally invested significant resources in research and development activities and intends to continue to make investments in this area, particularly as it relates to expanding the capabilities of its flagship products and other products within its broad portfolio of simulation software, evolution of its ANSYS® Workbench™ platform, HPC capabilities, robust design and ongoing integration.

**Amortization:** The increase in amortization expense was primarily the result of \$2.9 million of amortization associated with acquired Apache intangible assets, including customer lists, contract backlog and a trade name.

**Interest Expense:** The Company's interest expense consists of the following:

<i>(in thousands)</i>	Three Months Ended	
	June 30, 2012	June 30, 2011
Term loan	\$ 360	\$ 412
Amortization of debt financing costs	189	244
Discounted obligations	162	109
Other	12	9
Total interest expense	<u>\$ 723</u>	<u>\$ 774</u>

**Interest Income:** Interest income for the quarter ended June 30, 2012 was \$887,000 as compared to \$712,000 during the quarter ended June 30, 2011. Interest income increased as a result of an increase in the rate of return on cash and cash equivalent balances.

**Income Tax Provision:** The Company recorded income tax expense of \$21.0 million and had income before income taxes of \$71.3 million for the quarter ended June 30, 2012. This represents an effective tax rate of 29.5% in the second quarter of 2012. During the quarter ended June 30, 2011, the Company recorded income tax expense of \$19.2 million and had income before income taxes of \$64.6 million. The Company's effective tax rate was 29.7% in the second quarter of 2011.

When compared to the federal and state combined statutory rate, these rates are favorably impacted by lower statutory tax rates in many of the Company's foreign jurisdictions, domestic manufacturing deductions, research and experimentation credits and tax benefits associated with the merger of the Company's Japan subsidiaries in the third quarter of 2010. In the U.S., which is the largest jurisdiction for which the Company receives such a tax credit, the availability of the research and development credit expired in December 2011 and it is uncertain whether the U.S. Congress will reinstate this credit or the amount of the credit available if it is reinstated for 2012 or future periods. These rates are also impacted by charges or benefits associated with the Company's uncertain tax positions.

As a result of the 2010 subsidiary merger in Japan, the Company realized a reduction in its second quarter 2012 income tax expense of \$2.3 million related to tax credits in the U.S.



[Table of Contents](#)

associated with foreign taxes paid in Japan. The Company also expects the 2010 Japan subsidiary merger will reduce future income tax expense by the following amounts:

	<b>Estimated Reduction in Income Tax Expense</b>
Q3 2012	\$2.2 - \$2.3 million
Q4 2012	\$2.2 - \$2.3 million
FY 2013	\$8.9 - \$9.1 million
FY 2014	\$8.9 - \$9.1 million
FY 2015	\$6.7 - \$6.9 million

Refer to the section titled, "Liquidity and Capital Resources" for the estimated impact of the Japan subsidiary merger on future cash flows.

Net Income: The Company's net income in the second quarter of 2012 was \$50.3 million as compared to net income of \$45.4 million in the second quarter of 2011. Diluted earnings per share was \$0.53 in the second quarter of 2012 and \$0.48 in the second quarter of 2011. The weighted average shares used in computing diluted earnings per share were 94.9 million in the second quarter of 2012 and 94.2 million in the second quarter of 2011.

[Table of Contents](#)**Results of Operations****Six Months Ended June 30, 2012 Compared to Six Months Ended June 30, 2011**Revenue:

<i>(in thousands, except percentages)</i>	Six Months Ended June 30,		Change	
	2012	2011	Amount	%
Revenue:				
Lease licenses	\$135,975	\$100,274	\$35,701	35.6
Perpetual licenses	100,931	93,029	7,902	8.5
Software licenses	236,906	193,303	43,603	22.6
Maintenance	133,395	118,321	15,074	12.7
Service	10,060	8,681	1,379	15.9
Maintenance and service	143,455	127,002	16,453	13.0
Total revenue	\$380,361	\$320,305	\$60,056	18.7

The Company's revenue in the six months ended June 30, 2012 increased 18.7% as compared to the six months ended June 30, 2011, including increases in all major revenue categories. This growth was partially influenced by \$29.3 million in Apache-related revenue and benefits from the Company's continued investment in its global sales and marketing organization. Revenue from lease licenses increased 35.6% as compared to the six months ended June 30, 2011, due to growth in sales of lease licenses and the addition of Apache-related lease license revenue of \$28.4 million. Annual maintenance contracts that were sold with new perpetual licenses, along with maintenance contracts sold with new perpetual licenses in previous quarters, contributed to maintenance revenue growth of 12.7%. Perpetual license revenue, which is derived entirely from new sales during the period, increased 8.5% as compared to the six months ended June 30, 2012. Service revenue increased 15.9% as compared to the six months ended June 30, 2012, primarily the result of increased revenue from engineering consulting services.

With respect to revenue, on average for the six months ended June 30, 2012, the U.S. Dollar was approximately 3.2% stronger, when measured against the Company's primary foreign currencies, than for the six months ended June 30, 2011. The net overall strengthening resulted in decreased revenue and operating income of approximately \$6.5 million and \$2.4 million, respectively, during the six months ended June 30, 2012, as compared to the six months ended June 30, 2011.

International and domestic revenues, as a percentage of total revenue, were 65.8% and 34.2%, respectively, during the six months ended June 30, 2012, and 69.6% and 30.4%, respectively, during the six months ended June 30, 2011. The Company derived 25.5% and 26.8% of its total revenue through the indirect sales channel for the six months ended June 30, 2012 and 2011, respectively.

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[Table of Contents](#)

In valuing deferred revenue on the Apache balance sheet as of the acquisition date, the Company applied the fair value provisions applicable to the accounting for business combinations. The impact on reported revenue for the six months ended June 30, 2012 was \$3.0 million, primarily in lease license revenue.

## [Table of Contents](#)

### Cost of Sales and Gross Profit:

<i>(in thousands, except percentages)</i>	Six Months Ended June 30,				Change	
	2012		2011		Amount	%
	Amount	% of Revenue	Amount	% of Revenue		
Cost of sales:						
Software licenses	\$ 12,285	3.2	\$ 5,924	1.8	\$ 6,361	107.4
Amortization	20,339	5.3	15,000	4.7	5,339	35.6
Maintenance and service	36,455	9.6	33,721	10.5	2,734	8.1
Total cost of sales	69,079	18.2	54,645	17.1	14,434	26.4
Gross profit	\$311,282	81.8	\$265,660	82.9	\$45,622	17.2

Software Licenses: The increase in software license costs was primarily due to Apache-related cost of sales of \$5.4 million and increased stock-based compensation of \$700,000.

Amortization: The increase in amortization expense was primarily a result of \$6.7 million in amortization of acquired Apache software, partially offset by a net \$1.4 million decrease in amortization of other acquired software and trade names.

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

- Increased salaries and headcount-related costs of \$1.4 million.
- Increased depreciation expense of \$300,000.

The improvement in gross profit was a result of the increase in revenue offset by a smaller increase in related cost of sales.

## [Table of Contents](#)

### Operating Expenses:

<i>(in thousands, except percentages)</i>	Six Months Ended June 30,				Change	
	2012		2011		Amount	%
	Amount	% of Revenue	Amount	% of Revenue		
Operating expenses:						
Selling, general and administrative	\$ 94,229	24.8	\$ 80,606	25.2	\$13,623	16.9
Research and development	64,916	17.1	49,880	15.6	15,036	30.1
Amortization	13,175	3.5	8,087	2.5	5,088	62.9
Total operating expenses	\$172,320	45.3	\$138,573	43.3	\$33,747	24.4

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

- Apache-related selling, general and administrative expenses of \$6.6 million.
- Increased salaries and headcount-related costs of \$4.3 million.
- Increased stock-based compensation expense of \$1.5 million.

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

- Apache-related research and development expenses of \$7.6 million.
- Increased stock-based compensation expense of \$3.0 million.
- Increased salaries and headcount-related costs of \$3.1 million.

Amortization: The increase in amortization expense was primarily the result of \$5.5 million of amortization associated with acquired Apache intangible assets, including a trade name, customer lists and contract backlog.

## [Table of Contents](#)

**Interest Expense:** The Company's interest expense consists of the following:

<i>(in thousands)</i>	Six Months Ended	
	June 30, 2012	June 30, 2011
Term loan	\$ 788	\$ 831
Amortization of debt financing costs	393	496
Discounted obligations	320	190
Other	40	60
Total interest expense	<u>\$ 1,541</u>	<u>\$ 1,577</u>

**Interest Income:** Interest income for the six months ended June 30, 2012 was \$1.8 million as compared to \$1.4 million during the six months ended June 30, 2011. Interest income increased as a result of an increase in the rate of return on cash and cash equivalent balances.

**Other Expense, net:** The Company recorded other expense of \$655,000 during the six months ended June 30, 2012 as compared to other expense of \$622,000 during the six months ended June 30, 2011. The activity for both six-month periods was primarily composed of net foreign currency transaction losses.

**Income Tax Provision:** The Company recorded income tax expense of \$42.8 million and had income before income taxes of \$138.6 million for the six months ended June 30, 2012. This represents an effective tax rate of 30.9% for the six months ended June 30, 2012. During the six months ended June 30, 2011, the Company recorded income tax expense of \$38.6 million and had income before income taxes of \$126.3 million. The Company's effective tax rate was 30.6% for the six months ended June 30, 2011.

As a result of the 2010 subsidiary merger in Japan, the Company realized a reduction in its income tax expense of \$4.5 million for the six months ended June 30, 2012 related to tax credits in the U.S. associated with foreign taxes paid in Japan. Refer to the section titled, "Liquidity and Capital Resources" for the estimated impact on future cash flows and the discussion titled, "Income Tax Provision" in the three-month quarterly comparative analysis within "Results of Operations" for the estimated impact on future income tax expense.

**Net Income:** The Company's net income for the six months ended June 30, 2012 was \$95.8 million as compared to net income of \$87.7 million for the six months ended June 30, 2011. Diluted earnings per share was \$1.01 for the six months ended June 30, 2012 and \$0.93 for the six months ended June 30, 2011. The weighted average shares used in computing diluted earnings per share were 95.1 million and 94.2 million during the six-month periods ended June 30, 2012 and 2011, respectively.

## [Table of Contents](#)

### 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 measures 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>	<b>Three Months Ended</b>					
	<b>June 30, 2012</b>			<b>June 30, 2011</b>		
	<u>As Reported</u>	<u>Adjustments</u>	<u>Non-GAAP Results</u>	<u>As Reported</u>	<u>Adjustments</u>	<u>Non-GAAP Results</u>
Total revenue	<b>\$ 195,016</b>	<b>\$ 841(1)</b>	<b>\$ 195,857</b>	<b>\$ 162,258</b>	<b>\$ 0</b>	<b>\$ 162,258</b>
Operating income	<b>71,134</b>	<b>26,406(2)</b>	<b>97,540</b>	<b>64,813</b>	<b>18,745(4)</b>	<b>83,558</b>
Operating profit margin	<b>36.5%</b>		<b>49.8%</b>	<b>39.9%</b>		<b>51.5%</b>
Net income	<b>\$ 50,262</b>	<b>\$ 17,829(3)</b>	<b>\$ 68,091</b>	<b>\$ 45,431</b>	<b>\$ 13,129(5)</b>	<b>\$ 58,560</b>
<b>Earnings per share – diluted:</b>						
Diluted earnings per share	<b>\$ 0.53</b>		<b>\$ 0.72</b>	<b>\$ 0.48</b>		<b>\$ 0.62</b>
Weighted average shares – diluted	<b>94,928</b>		<b>94,928</b>	<b>94,188</b>		<b>94,188</b>

- (1) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with accounting for deferred revenue in business combinations.
- (2) Amount represents \$16.9 million of amortization expense associated with intangible assets acquired in business combinations, \$8.0 million of stock-based compensation expense, the \$840,000 adjustment to revenue as reflected in (1) above and \$670,000 of transaction expenses related to the Esterel acquisition.
- (3) Amount represents the impact of the adjustments to operating income referred to in (2) above, adjusted for the related income tax impact of \$8.6 million.
- (4) Amount represents \$11.6 million of amortization expense associated with intangible assets acquired in business combinations, \$5.3 million of stock-based compensation expense and \$1.9 million of transaction expenses related to the Apache acquisition.
- (5) Amount represents the impact of the adjustments to operating income referred to in (4) above, adjusted for the related income tax impact of \$5.6 million.

## Table of Contents

<i>(in thousands, except percentages and per share data)</i>	Six Months Ended					
	June 30, 2012			June 30, 2011		
	As Reported	Adjustments	Non-GAAP Results	As Reported	Adjustments	Non-GAAP Results
Total revenue	\$380,361	\$ 2,993(1)	\$383,354	\$320,305	\$ 0	\$320,305
Operating income	138,962	52,999(2)	191,961	127,087	35,407(4)	162,494
Operating profit margin	36.5%		50.1%	39.7%		50.7%
Net income	\$ 95,801	\$ 35,225(3)	\$131,026	\$ 87,672	\$ 24,360(5)	\$112,032
Earnings per share – diluted:						
Diluted earnings per share	\$ 1.01		\$ 1.38	\$ 0.93		\$ 1.19
Weighted average shares – diluted	95,059		95,059	94,179		94,179

- (1) Amount represents the revenue not reported during the period as a result of the acquisition accounting adjustment associated with accounting for deferred revenue in business combinations.
- (2) Amount represents \$33.5 million of amortization expense associated with intangible assets acquired in business combinations, \$15.8 million of stock-based compensation expense, the \$3.0 million adjustment to revenue as reflected in (1) above and \$670,000 of transaction expenses related to the Esterel acquisition.
- (3) Amount represents the impact of the adjustments to operating income referred to in (2) above, adjusted for the related income tax impact of \$17.8 million.
- (4) Amount represents \$23.1 million of amortization expense associated with intangible assets acquired in business combinations, \$10.5 million of stock-based compensation expense and \$1.9 million of transaction expenses related to the Apache acquisition.
- (5) Amount represents the impact of the adjustments to operating income referred to in (4) above, adjusted for the related income tax impact of \$11.0 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.



## [Table of Contents](#)

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 purchase 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 intangibles from acquisitions and its related tax impact.** The Company incurs amortization of intangibles, included in its GAAP presentation of amortization expense, related to various acquisitions it has made in recent years. 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.

## [Table of Contents](#)

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. 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. Specifically, the Company excludes stock-based compensation 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 its 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 costs 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 continuing 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 its financial reporting as well as comparability with competitors' operating results.

## [Table of Contents](#)

Non-GAAP financial measures are not in accordance with, or an alternative for, generally accepted accounting principles in the United States. 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

**Cash, cash equivalents and short-term investments:** As of June 30, 2012, the Company had cash, cash equivalents and short-term investments totaling \$552.0 million and working capital of \$377.2 million as compared to cash, cash equivalents and short-term investments of \$472.4 million and working capital of \$301.3 million at December 31, 2011.

Cash and cash equivalents consist primarily of highly liquid investments such as money market mutual 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. Cash, cash equivalents and short-term investments include \$199.2 million held by the Company's foreign subsidiaries as of June 30, 2012. If these foreign balances were repatriated to the U.S., they would be subject to domestic tax, resulting in a tax obligation in the period of repatriation. The amount of cash, cash equivalents and short-term investments held by these 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 income on the Company's condensed consolidated balance sheet.

**Cash flows from operating activities:** The Company's operating activities provided cash of \$158.5 million for the six months ended June 30, 2012 and \$163.8 million for the six months ended June 30, 2011. The net \$5.3 million decrease in operating cash flows in the six months ended June 30, 2012 as compared to the six months ended June 30, 2011 was primarily related to:

- A \$22.9 million decrease in cash flows from operating assets and liabilities whereby these fluctuations produced a net cash inflow of \$16.7 million during the six months ended June 30, 2012 as compared to \$39.6 million during the six months ended June 30, 2011.
- An increase in other non-cash operating adjustments of \$9.4 million from \$36.5 million for the six months ended June 30, 2011 to \$45.9 million for the six months ended June 30, 2012.
- An increase in net income of \$8.1 million from \$87.7 million for the six months ended June 30, 2011 to \$95.8 million for the six months ended June 30, 2012.

**Cash flows from investing activities:** The Company's investing activities used net cash of \$14.3 million and \$7.7 million for the six months ended June 30, 2012 and June 30, 2011, respectively. Total capital spending was \$14.3 million and \$7.6 million for the six months ended June 30, 2012 and June 30, 2011, respectively. In May 2012, the Company acquired an office building adjacent to its Canonsburg headquarters in order to provide flexibility for future expansion and the growing employee population. The cost of this property was \$4.8 million. The Company currently plans capital spending of approximately \$27.0 million to \$32.0 million during fiscal year 2012 as compared to \$22.1 million of capital spending during fiscal year 2011. However, the level of spending will be dependent upon various factors, including growth of the business and general economic conditions.

## [Table of Contents](#)

**Cash flows used in financing activities:** Financing activities used cash of \$62.1 million and \$5.0 million for the six months ended June 30, 2012 and 2011, respectively. This change of \$57.1 million was primarily the result of an increase in cash used for treasury stock repurchases of \$48.9 million and a \$10.6 million increase in principal payments on long-term debt during the 2012 period as compared to the 2011 period.

The Company's term loan includes covenants related to the consolidated leverage ratio and the consolidated fixed charge coverage ratio, as well as certain restrictions on additional investments and indebtedness. As of June 30, 2012, the Company is in compliance with all financial covenants as stated in the credit agreement.

The Company believes that existing cash and cash equivalent balances of \$551.5 million, together with cash generated from operations, will be sufficient to meet the Company's working capital, capital expenditure and debt service 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.

As of June 30, 2012, 2.0 million shares remain authorized for repurchase under the Company's stock repurchase program.

The Company continues to generate positive cash flows from operating activities and believes that the best use of its excess cash is to repay its long-term debt, to invest in the business and, under certain favorable conditions, to repurchase stock. 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, existing or additional credit facilities, or from the issuance of additional securities.

On May 29, 2012, the Company announced a definitive agreement to acquire Esterel Technologies, S.A., a leading provider of embedded software simulation solutions for mission critical applications. On August 1, 2012, the Company completed its acquisition of Esterel. Under the terms of the agreement, ANSYS acquired 100% of Esterel for a purchase price of approximately \$59.5 million in cash. The agreement also included retention provisions for key members of management and employees. After the combination, the Company employs 2,300 people. The Company funded the transaction entirely with existing cash balances. The complementary combination is expected to accelerate development of new and innovative products to the marketplace while lowering design and engineering costs for customers.

The operating results of Esterel will be included in the Company's consolidated financial statements from the date of acquisition and, accordingly, Esterel's operating results are not included in the financial results presented in this quarterly report on Form 10-Q.

The Company has a \$3.1 million line of credit available on a purchase card.

## [Table of Contents](#)

The Company's operating cash flow was favorably impacted by approximately \$4.1 million and \$10.0 million during the six months ended June 30, 2012 and 2011, respectively, as a result of the 2010 merger of the Company's Japan subsidiaries. This merger is expected to favorably impact the Company's cash flow from operations in future periods as follows:

	<u>Estimated Future Cash Flow Savings</u>
Fiscal year 2012 - 2013	\$8 - \$9 million per year
Fiscal year 2014 - 2015	\$9 - \$10 million per year
Fiscal year 2016 - 2017	\$10 - \$11 million per year
Fiscal year 2018	\$4 - \$5 million
Uncertain timing	\$26 million
Total future benefits	\$84 - \$91 million

With respect to the amounts in the preceding table whereby the timing is listed as "uncertain," the realization of these benefits is affected by the resolution of an audit of the Company's amended tax return refund claims, which the Internal Revenue Service ("IRS") began in the second quarter of 2012. The Company continues to expect that it will realize these cash flow benefits.

### **Off-Balance Sheet Arrangements**

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

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[Table of Contents](#)

**Contractual Obligations**

There were no material changes to the Company's significant contractual obligations during the six months ended June 30, 2012 as compared to those previously reported in "Management's Discussion and Analysis of Financial Condition and Results of Operations" within the Company's most recent Annual Report on Form 10-K.

**Critical Accounting Policies and Estimates**

No significant changes have occurred to the Company's critical accounting policies and estimates as previously reported within "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's most recent Annual Report on Form 10-K.

During the first quarter of 2012, the Company completed the annual impairment test for goodwill and intangible assets with indefinite lives and determined that these assets had not been impaired as of the test date, January 1, 2012. As of the test date, there was sufficient evidence that it was not more likely than not that the fair values of the Company's reporting units were less than their carrying values. No events occurred or circumstances changed during the six months ended June 30, 2012 that would indicate that the fair values of the Company's reporting units are below their carrying amounts.

**Item 3. 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 and short-term investments. For the three and six months ended June 30, 2012, total interest income was \$887,000 million and \$1.8 million, respectively. Cash and cash equivalents consist primarily of highly liquid investments such as money market mutual funds and deposits held at major banks.

**Interest Expense Rate Risk.** The Company entered into a \$355.0 million term loan with variable interest rates as of July 31, 2008. The term loan is scheduled to mature on July 31, 2013 and provides for tiered pricing with the initial rate at the prime rate + 0.50%, or the LIBOR rate + 1.50%, with step downs permitted after the initial six months under the credit agreement down to a flat prime rate or the LIBOR rate + 0.75%. Such tiered pricing is determined by the Company's consolidated leverage ratio. The Company's consolidated leverage ratio has been reduced to the lowest pricing tier in the credit agreement. The credit agreement includes quarterly financial covenants, requiring the Company to maintain certain financial ratios and, as is customary for facilities of this type, certain events of default that permit the acceleration of the loan. Borrowings outstanding under this facility totaled \$106.3 million as of June 30, 2012.

For the three and six months ended June 30, 2012, the Company recorded interest expense related to the term loan at interest rates of 1.22% and 1.28%, respectively. For the three and six months ended June 30, 2011, the Company recorded interest expense related to the term loan at interest rates of 1.06% and 1.05%, respectively. The interest expense on the term loan and amortization related to debt financing costs were as follows:

	<b>Three Months Ended</b>			
	<b>June 30, 2012</b>		<b>June 30, 2011</b>	
	<b>Interest Expense</b>	<b>Amortization</b>	<b>Interest Expense</b>	<b>Amortization</b>
<i>(in thousands)</i>				
July 31, 2008 term loan	<b>\$ 360</b>	<b>\$ 189</b>	<b>\$ 412</b>	<b>\$ 244</b>

  

	<b>Six Months Ended</b>			
	<b>June 30, 2012</b>		<b>June 30, 2011</b>	
	<b>Interest Expense</b>	<b>Amortization</b>	<b>Interest Expense</b>	<b>Amortization</b>
<i>(in thousands)</i>				
July 31, 2008 term loan	<b>\$ 788</b>	<b>\$ 393</b>	<b>\$ 831</b>	<b>\$ 496</b>

Based on the effective interest rates and remaining outstanding borrowings at June 30, 2012, a 0.50% increase in interest rates would not impact the Company's interest expense for the quarter ending September 30, 2012. Based on the effective interest rates and remaining outstanding borrowings at June 30, 2012, assuming contractual quarterly principal payments are made, a 0.50% increase in interest rates would increase the Company's interest expense by approximately \$100,000 for the year ending December 31, 2012.



## [Table of Contents](#)

The interest rate on the outstanding term loan balance is set for the quarter ending September 30, 2012 at 1.21%, which is based on LIBOR + 0.75%. As of June 30, 2012, the fair value of the debt approximated the recorded value.

**Foreign Currency Transaction Risk.** As the Company continues to expand its business presence in international regions, the portion of its revenue, expenses, cash, accounts receivable and payment obligations denominated in foreign currencies continues to increase. 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 British Pound, Euro, Japanese Yen, Canadian Dollar, Indian Rupee, Chinese Renminbi, Korean Won, Taiwan Dollar and the U.S. Dollar.

With respect to revenue, on average for the quarter ended June 30, 2012, the U.S. Dollar was approximately 5.4% stronger, when measured against the Company's primary foreign currencies, than for the quarter ended June 30, 2011. The net overall strengthening resulted in decreased revenue and operating income of approximately \$5.6 million and \$2.5 million, respectively, during the quarter ended June 30, 2012, as compared with the same quarter of 2011.

With respect to revenue, on average for the six months ended June 30, 2012, the U.S. Dollar was approximately 3.2% stronger, when measured against the Company's primary foreign currencies, than for the six months ended June 30, 2011. The net overall strengthening resulted in decreased revenue and operating income of approximately \$6.5 million and \$2.4 million, respectively, during the six months ended June 30, 2012, as compared to the six months ended June 30, 2011.

In January 2012, the Company entered into a foreign currency future contract with a third-party U.S. financial institution, which was settled in June 2012. The purpose of this contract was to mitigate the Company's exposure to foreign exchange risk arising from intercompany receivables from a Japanese subsidiary. The foreign exchange future was measured at fair value each reporting period, with gains or losses recognized in earnings.

## [Table of Contents](#)

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

<u>As of</u>	<u>Period End Exchange Rates</u>		
	<u>EUR/USD</u>	<u>GBP/USD</u>	<u>USD/JPY</u>
June 30, 2011	1.450	1.605	80.567
December 31, 2011	1.296	1.554	76.917
<b>June 30, 2012</b>	<b>1.266</b>	<b>1.570</b>	<b>79.815</b>

<u>Three Months Ended</u>	<u>Average Exchange Rates</u>		
	<u>EUR/USD</u>	<u>GBP/USD</u>	<u>USD/JPY</u>
March 31, 2011	1.368	1.603	82.280
June 30, 2011	1.440	1.631	81.556
September 30, 2011	1.413	1.599	77.702
December 31, 2011	1.348	1.572	77.343
March 31, 2012	1.312	1.572	79.275
<b>June 30, 2012</b>	<b>1.283</b>	<b>1.562</b>	<b>80.087</b>

No other material change has occurred in the Company's market risk subsequent to December 31, 2011.

**Item 4. 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, Apache President, Global Controller, General Counsel, Investor Relations and Global Insurance Officer, Vice President of Worldwide Sales and Support, Vice President of Human Resources, Vice President of Marketing and Business Unit General Managers. 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 from time to time make changes to enhance their effectiveness and to ensure that the Company's systems evolve with its business.

**Changes in Internal Control.** The Company is in the process of extending its internal controls to the business operations of Apache. There were no changes in the Company's internal control over financial reporting that occurred during the three months ended June 30, 2012 that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II – OTHER INFORMATION

### **Item 1. Legal Proceedings**

The Company is subject to various investigations, claims and legal proceedings that arise in the ordinary course of business, including alleged infringement of intellectual property rights, commercial disputes, labor and employment matters, tax audits 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 1A. Risk Factors**

The Company cautions investors that its performance (and, therefore, any forward-looking statement) is subject to risks and uncertainties. Various important factors may cause the Company's future results to differ materially from those projected in any forward-looking statement. These factors were disclosed in, but are not limited to, the items within the Company's most recent Annual Report on Form 10-K, Part I, Item 1A. Any material changes which occurred during the six months ended June 30, 2012 to the risk factors previously presented are discussed below.

On August 1, 2012, the Company completed its acquisition of Esterel. Under the terms of the agreement, ANSYS acquired 100% of Esterel for a purchase price of approximately \$59.5 million in cash, subject to certain working capital adjustments at close. The agreement also included retention provisions for key members of management and employees. After the combination, the Company employs 2,300 people. The Company funded the transaction entirely with existing cash balances. The complementary combination is expected to accelerate development of new and innovative products to the marketplace while lowering design and engineering costs for customers. As a result of the acquisition, the Company has been or may be exposed to the following additional risks:

#### ***Challenges of the Acquisition.***

The Company will need to meet significant challenges to realize the expected benefits and synergies of the acquisition. These challenges include:

- integrating the management teams, strategies, cultures and operations of the two companies
- retaining and assimilating the key personnel of each company
- integrating sales and business development operations
- retaining existing customers of each company

## [Table of Contents](#)

- developing new products and services that utilize the technologies and resources of both companies
- creating uniform standards, controls, procedures, policies and information systems
- realizing the anticipated cost savings in the combined company
- combining the businesses of the Company and Esterel in a manner that does not materially disrupt Esterel's existing customer relationships nor otherwise result in decreased revenues and that allows the Company to capitalize on Esterel's growth opportunities

The accomplishment of these post-acquisition objectives will involve considerable risks, including:

- the loss of key employees that are critical to the successful integration and future operations of the companies
- the potential disruption of each company's ongoing business and distraction of their respective management teams
- the difficulty of incorporating acquired technology and rights into the Company's products and services
- unanticipated expenses related to technology integration
- potential disruptions in each company's operations, loss of existing customers, loss of key information, expertise or know-how, and unanticipated additional recruitment and training costs
- possible inconsistencies in standards, controls, procedures and policies that could adversely affect the Company's ability to maintain relationships with customers and employees or to achieve the anticipated benefits of the acquisition
- potential unknown liabilities associated with the acquisition

If the Company does not succeed in addressing these challenges or any other problems encountered in connection with the acquisition, its operating results and financial condition could be adversely affected.

### ***Market Price of the Company's Common Stock.***

The market price of the Company's common stock may decline as a result of the acquisition for a number of reasons, including:

- the integration of Esterel by the Company may be unsuccessful

## [Table of Contents](#)

- the Company may not achieve the perceived benefits of the acquisition as rapidly as, or to the extent, anticipated by financial or industry analysts
- the effect of the acquisition on the Company's financial results may not be consistent with the expectations of financial or industry analysts

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### (c) Issuer Purchases of Equity Securities

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under Plans or Programs</u>
April 1 – April 30, 2012	—	—	—	3,000,000 <sup>(1)</sup>
May 1 – May 31, 2012	1,000,000	\$ 61.59	1,000,000	2,000,000
June 1 – June 30, 2012	—	—	—	2,000,000
Total	1,000,000	\$ 61.59	1,000,000	2,000,000

- (1) The Company initially announced its stock repurchase program in February 2000, and subsequently announced various amendments to the program. In February 2012, the Company's Board of Directors approved the repurchase of up to a total of 3,000,000 shares under the program, which does not have an expiration date.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

None.

## Table of Contents

### **Item 6. Exhibits**

(a) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	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).
10.1	Form of Employee Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan.*
10.2	Form of Non-Employee Director Non-Qualified Stock Option Agreement under the Fourth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan.*
15	Independent Registered Public Accountant's Letter Regarding Unaudited Financial Information.
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.

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ANSYS, Inc.**

Date: August 2, 2012

By: /s/ James E. Cashman III  
James E. Cashman III  
President and Chief Executive Officer

Date: August 2, 2012

By: /s/ Maria T. Shields  
Maria T. Shields  
Chief Financial Officer



NON-QUALIFIED STOCK OPTION AGREEMENT  
FOR COMPANY EMPLOYEES

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

Name of Optionee: \_\_\_\_\_  
 No. of Option Shares: \_\_\_\_\_  
 Option Exercise Price per Share: \$ \_\_\_\_\_ [FMV on Grant Date]  
 Grant Date: \_\_\_\_\_  
 Expiration Date: \_\_\_\_\_

Pursuant to the Fourth 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>
_____	( __ %)	_____
_____	( __ %)	_____
_____	( __ %)	_____
_____	( __ %)	_____

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 six 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. 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. 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.

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: \_\_\_\_\_  
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:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

NON-QUALIFIED STOCK OPTION AGREEMENT  
FOR DIRECTORS

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

Name of Optionee: \_\_\_\_\_  
 No. of Option Shares: \_\_\_\_\_  
 Option Exercise Price per Share: \$ \_\_\_\_\_ **[FMV on Grant Date]**  
 Grant Date: \_\_\_\_\_  
 Expiration Date: \_\_\_\_\_ **[Seven years after Grant Date]**

Pursuant to the Fourth 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, who is the Chairman of the Board of Directors (provided he or she is not an officer of the Company) or a non-affiliate Independent Director (as defined in the Plan), 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:

<u>Incremental Number of Option Shares Exercisable</u>		<u>Exercisability Date</u>
_____	( __ %)	_____
_____	( __ %)	_____
_____	( __ %)	_____
_____	( __ %)	_____

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 broker of his or her choice (which may include the Company's dedicated on-line broker).

(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 chosen broker 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 as Director. Subject to Section 4 below, if the Optionee ceases to be a Director of the Company for any reason, this Stock Option shall no longer vest or become exercisable with respect to any Option Shares not vested.

(a) Termination by Reason of Death. If the Optionee ceases to be a Director by reason of the Optionee's death, any portion of this Stock Option exercisable on such date may be



exercised by his or her legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier.

(b) Termination by Reason of Disability. If the Optionee ceases to be a Director 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 for a period of six months from the date of termination or until the Expiration Date, if earlier.

(c) Termination for Cause. If the Optionee is removed for cause as a Director of the Company pursuant to the terms of the Company's By-laws and Restated Certificate of Incorporation (the "Certificate of Incorporation"), any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect as of the date of such removal. For purposes hereof, "cause" shall have the meaning set forth in the Company's Certificate of Incorporation.

(d) Other Termination. If the Optionee ceases to be a Director for any reason other than the Optionee's death, disability or for cause, any portion of this Stock Option exercisable on such date may be exercised for a period of six months from the date of termination or until the Expiration Date, if earlier.

4. Effect of a Transaction. 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 ceases to be a member of the Board if, at or in connection with the closing of the Transaction or within 18 months following such Transaction, (i) the Optionee stands for re-election and is not re-elected to the Board, (ii) the Optionee is removed from his position as a Director by the Board or the stockholder or stockholders of the Company, or (iii) the Optionee is required or requested by the Board or the acquirer to resign from the Board, including any resignation contemplated by or in connection with the terms of 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. 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. 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.

7. Tax Withholding. In the case of a Director who is also an employee, 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.

8. No Obligation to Continue as a Director. Neither the Plan nor this Stock Option confers upon the Optionee any rights with respect to continuance as a Director.

9. 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.

10. Amendment. Pursuant to Section 13 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.

11. 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.

12. 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 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

August 2, 2012

ANSYS, Inc.  
275 Technology Drive  
Canonsburg, PA 15317

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of ANSYS, Inc. and subsidiaries for the periods ended June 30, 2012, and 2011, as indicated in our report dated August 2, 2012; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, is incorporated by reference in Registration Statement Nos. 333-08613, 333-69506, 333-110728, 333-137274, 333-152765, 333-174670, and 333-177030 on Form S-8.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania

## CHIEF EXECUTIVE OFFICER CERTIFICATION

I, James E. Cashman III, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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: August 2, 2012

*/s/ James E. Cashman III*

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James E. Cashman III  
President and Chief Executive Officer

## CHIEF FINANCIAL OFFICER CERTIFICATION

I, Maria T. Shields, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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: August 2, 2012

/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 Quarterly Report of ANSYS, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. Cashman III, 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/ James E. Cashman III*

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James E. Cashman III  
President and Chief Executive Officer  
August 2, 2012

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 Quarterly Report of ANSYS, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2012 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*

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Maria T. Shields  
Chief Financial Officer  
August 2, 2012