

AUTODESK INC  
Form SC 13G/A  
February 16, 2016

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 2)\*

AUTODESK,  
INC.  
(Name of  
Issuer)

Common Stock  
(Title of Class  
of Securities)

052769106  
(CUSIP  
Number)

December 31,  
2015  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

☐ Rule 13d-1(b)  
☒ Rule 13d-1(c)  
☐ Rule 13d-1(d)

(Page 1 of 8  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 052769106 13G/A Page 2 of 8 Pages

	NAME OF REPORTING PERSON
<b>1</b>	Lone Pine Capital LLC
	CHECK THE APPROPRIATE BOX IF A
<b>2</b>	MEMBER (b) " "
	OF A GROUP
<b>3</b>	SEC USE ONLY
	CITIZENSHIP OR
<b>4</b>	PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING
<b>5</b>	POWER
	0
	SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES	5,732,050
BENEFICIALLY	shares of
OWNED BY	Common Stock
EACH	SOLE
REPORTING	DISPOSITIVE
PERSON WITH:	<b>7</b> POWER
	0
	SHARED DISPOSITIVE POWER
<b>8</b>	
	5,732,050
	shares of
	Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,732,050 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

2.5%

TYPE OF

REPORTING

PERSON

OO

CUSIP No. 052769106 13G/A Page 3 of 8 Pages

1 NAME OF  
REPORTING  
PERSON  
  
Stephen F. Mandel, Jr.

2 CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) " " OF A  
GROUP  
3 SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
4 ORGANIZATION

United States of  
America

5 SOLE  
VOTING  
POWER

0  
SHARED  
VOTING  
POWER

6 NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:  
7 SOLE  
DISPOSITIVE  
POWER

0  
SHARED  
DISPOSITIVE  
POWER

8 5,732,050  
shares of  
Common Stock

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,732,050 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

2.5%

TYPE OF

REPORTING

PERSON

IN

CUSIP No. 052769106 13G/A Page 4 of 8 Pages

**Item 1(a). NAME OF ISSUER**

AUTODESK, INC. (the "Issuer")

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

111 McInnis Parkway,  
San Rafael, CA, 94903

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

Lone Pine Capital LLC, a Delaware limited liability company ("Lone Pine Capital"), which serves as investment manager to Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"), Lone Tamarack, L.P., a Delaware limited partnership ("Lone Tamarack"), Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade"), Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"), Lone Cypress, Ltd., a Cayman Islands exempted company ("Lone Cypress"), Lone Kauri, Ltd., a Cayman Islands exempted company ("Lone Kauri"), Lone Savin Master Fund, Ltd., a Cayman Islands exempted company ("Lone Savin Master Fund") and Lone Monterey Master Fund, Ltd., a Cayman Islands exempted company ("Lone Monterey Master Fund", and together with Lone Spruce, Lone Tamarack, Lone Cascade, Lone Sierra, Lone Cypress, Lone Kauri, Lone Savin Master Fund and Lone Monterey Master Fund, the "Lone Pine Funds"), with respect to the Common Stock directly held by each of the Lone Pine Funds; and

Stephen F. Mandel, Jr. ("Mr. Mandel"), the Managing Member of Lone Pine Managing Member LLC, which is the Managing Member of Lone Pine Capital, with respect to the Common Stock directly held by each of the Lone Pine Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons". Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is Two Greenwich Plaza, Greenwich, Connecticut 06830.

**CITIZENSHIP**

**Item**  
**2(c).**

Lone Pine Capital is a limited liability company organized under the laws of the State of Delaware. Mr. Mandel is a United States citizen.



**CUSIP No. 052769106 13G/A Page 5 of 8 Pages**

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

052769106

CUSIP No. 052769106 13G/A Page 6 of 8 Pages

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution  
in accordance with Rule  
13d-1(b)(1)(ii)(J), please  
specify the type of institution:

**Item 4. OWNERSHIP**

A. Lone Pine Capital LLC and Stephen F. Mandel, Jr.

- (a) Amount beneficially owned: 5,732,050 shares of Common Stock
- (b) Percent of class: 2.5%. The percentages set forth in this Item 4 and in the rest of this Schedule 13G/A are based upon a total of 225,323,161 shares of Common Stock, reported to be outstanding by the Issuer as of November 30, 2015 in its Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2015 filed with the Securities and Exchange Commission on December 9, 2015.
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 5,732,050 shares of Common Stock
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 5,732,050 shares of Common Stock

CUSIP No. 052769106 13G/A Page 7 of 8 Pages

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ X ]

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**  
See Item 2.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**  
Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**  
Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**  
Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**CUSIP No. 052769106 13G/A Page 8 of 8 Pages**

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 16, 2016

By: /s/ Stephen F. Mandel, Jr.

Stephen F. Mandel, Jr., individually and as

Managing Member of Lone Pine Managing Member LLC, as Managing Member of Lone Pine Capital LLC