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Check this box if no longer subject to UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMI Nun STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Exp Esti							PPROVAL 3235-0287 January 31, 2005 Iverage rs per 0.5	
(Print or Type F	Responses)							
1. Name and A DINARDO	2. Issuer Name an Symbol ANSYS INC [A		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Month/I			Date of Earliest Transaction onth/Day/Year) /05/2016			Director 10% Owner Officer (give title Other (specify below) VP, General Counsel		
(Street) 4. If Ame Filed(Mor 03/08/20 CANONSBURG, PA 15317			ate Original r)	1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State) (Zip)	Table I - Non-	Derivative	Securities A	cquired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		on(A) or Di (Instr. 3,	ties Acquire sposed of (I 4 and 5) (A) or		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	03/05/2016 <u>(9)</u>	Code V F	Amount 214 (1)	(D) Pri- D \$ 87.0	$24.710^{(4)}$	D		
Common Stock (2)	03/05/2016 <u>(9)</u>	F	247 <u>(2)</u>	D \$ 87.0	$24,463 \frac{(5)}{2}$	D		
Common Stock (3)	03/05/2016 <u>(9)</u>	А	3,500	A \$0	27,963 <u>(6)</u>	D		

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 2 ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Restricted Stock Unit	\$ 0	03/05/2016 <u>(9)</u>		А	1,750	(7)	(7)	Common Stock	1,750	
Performance Restricted Stock Unit	\$ 0	03/05/2016 <u>(9)</u>		А	1,750	(8)	(8)	Common Stock	1,750	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DINARDO SHEILA S 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15317			VP, General Counsel			
Signatures						
Sheila S. DiNardo, Attorney-in-Fact		06/17/2016				

Date

<u>**</u>Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were retained by the Company in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of restricted stock units granted to the Reporting Person on March 5, 2014.
- (2) These shares were retained by the Company in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of restricted stock units granted to the Reporting Person on March 5, 2015.
- (3) Represents restricted stock units ("Restricted Stock Units") issued under the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan. The Restricted Stock Units vest 25% annually in equal installments beginning on the first anniversary of the grant date.

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- (4) Includes 4,050 Restricted Stock Units.
- (5) Includes 3,325 Restricted Stock Units.
- (6) Includes 6,825 Restricted Stock Units.

Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Second Amended and Restated Long-Term Incentive Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the total shareholder return realized by the Issuer's stockholders, as measured against the percentage

(7) appreciation of the NASDAQ Composite Total Returns Index, during a three-year cumulative performance cycle (January 1, 2016 to December 31, 2018). All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2018, provided the reporting person remains employed by the Issuer on such date.

Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Fourth Amended and Restated 1996 Stock Option and Grant Plan, a distribution of the Issuer's common stock equal to 0% to 150% of the reported target Performance RSUs based on the achievement of certain performance criteria, as will be determined at the first meeting of

- (8) the Issuer's compensation committee following each of December 31, 2016, December 31, 2017 and December 31, 2018, during a three-year cumulative performance cycle. All earned Performance RSUs will vest at the end of the three-year cumulative performance cycle, as will be determined at the first meeting of the Issuer's compensation committee following December 31, 2018, provided the reporting person remains employed by the Issuer on such date.
- (9) This Form 4 amends the Form 4 filed on March 8, 2016 which incorrectly reported the transaction date(s) as March 5, 2015. The correct transaction date should have been reported as of March 5, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.