

ANSYS INC  
Form 4  
March 07, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHIELDS MARIA T**

2. Issuer Name and Ticker or Trading Symbol  
**ANSYS INC [ANSS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2600 ANSYS DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/05/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**CFO & VP Finance and Admin.**

(Street)  
**CANONSBURG, PA 15317**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <u>(1)</u>	03/05/2017		F	481 <u>(1)</u> D \$ 106.3	66,947 <u>(6)</u>	D	
Common Stock <u>(2)</u>	03/05/2017		F	599 <u>(2)</u> D \$ 106.3	66,348 <u>(7)</u>	D	
Common Stock <u>(3)</u>	03/05/2017		F	646 <u>(3)</u> D \$ 106.3	65,702 <u>(8)</u>	D	
Common Stock <u>(4)</u>	03/05/2017		A	13,000 <u>(4)</u> A \$ 0	78,702 <u>(9)</u>	D	
Common Stock <u>(5)</u>	03/05/2017		A	3,386 <u>(5)</u> A \$ 0	82,088 <u>(10)</u>	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	03/05/2017		A	2,600	(11)(12) (11)(12)	Common Stock	2,600
Performance Restricted Stock Unit	\$ 0	03/05/2017		A	10,400	(13) (13)	Common Stock	10,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIELDS MARIA T 2600 ANSYS DRIVE CANONSBURG, PA 15317			CFO & VP Finance and Admin.	

## Signatures

Sheila S. DiNardo,  
Attorney-in-Fact

03/07/2017

\*\*Signature of Reporting Person Date

## 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.

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- (3) 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, 2016.

Represents Restricted Stock Units ("RSUs") issued under the Fifth Amended and Restated ANSYS, Inc. 1996 Stock Option and Grant Plan. The grant of 13,000 RSUs shall vest 25% annually in equal installments beginning on the first anniversary of the grant date. Each RSU is settled solely for one share of Common Stock.

- (4) Represents restricted stock units ("Restricted Stock Units") issued under the Issuer's Fifth Amended and Restated 1996 Stock Option and Grant Plan. The Restricted Stock Units vest 20%, 30% and 50% respectively beginning on the first anniversary of the grant date. Each RSU is settled solely for one share of Common Stock.

(6) Includes 15,425 Restricted Stock Units.

(7) Includes 13,525 Restricted Stock Units.

(8) Includes 11,475 Restricted Stock Units.

(9) Includes 24,475 Restricted Stock Units.

(10) Includes 27,861 Restricted Stock Units.

- (11) Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's Fifth Amended and Restated 1996 Stock Option and Grant Plan, a distribution of the Issuer's common stock equal to 0% to 200% of the reported target Performance RSUs based on the achievement of certain performance criteria, as will be determined at the first meeting of the Issuer's compensation committee following each of December 31, 2017, December 31, 2018 and December 31, 2019, during a three-year cumulative performance cycle. One third of the target award is allocated to each year of the three-year performance cycle.

(12) Following the determination of the number of Performance RSUs earned for the period ending December 31, 2017 and separately for the period ending December 31, 2018, which will be made at the first meeting of the Issuer's compensation committee following December 31, 2017 and December 31, 2018, respectively, if 100% or more of the Performance RSUs are earned, then 50% of the earned Performance RSUs for such period will vest and settle on such date, with the remaining 50% of the earned Performance RSUs for such period vesting on December 31, 2019, and otherwise, all earned Performance RSUs for such period will vest on December 31, 2019, in all cases, provided that the reporting person remains employed by the Issuer on the applicable vesting date.

- (13) 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 appreciation in the NASDAQ Composite Index, during a three-year cumulative performance cycle (January 1, 2017 to December 31, 2019). All earned Performance RSUs will vest and settle on December 31, 2019, provided the reporting person remains employed by the Issuer on such date.

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

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