

MAHONEY RICHARD S.  
Form 4  
February 20, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MAHONEY RICHARD S.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

2600 ANSYS DR.

VP, WORLDWIDE SALES & SUPPORT

(Street)

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

CANONSBURG, PA 15317

(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                    | 02/15/2019                           |  | M                              | 2,854 (1) A \$ 0  | 24,400 (6)  | D  |   |
| Common Stock                    | 02/15/2019                           |  | F                              | 813 (2) D \$ 174.49   | 23,587 (6)  | D  |   |
| Common Stock                    | 02/19/2019                           |  | S                              | 1,141 (3) D \$ 173.79 (4)   | 22,446 (6)  | D  |   |
| Common Stock                    | 02/19/2019                           |  | S                              | 900 (3) D \$ 174.6 (5)  | 21,546 (6)  | D  |   |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Restricted Stock Unit          | \$ 0   | 02/15/2019                           |  | M                              | 2,854   | (7) (7)  | Common Stock  | 2,854                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships   |
|--|---|
| MAHONEY RICHARD S.<br>2600 ANSYS DR.<br>CANONSBURG, PA 15317 | Director 10% Owner Officer Other<br>VP, WORLDWIDE SALES & SUPPORT |

## Signatures

Janet Lee,  
Attorney-in-Fact 02/20/2019  
 \*\*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).  
 Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Shares earned upon vesting and settlement of 50% of the earned Performance Restricted Stock Units for the annual period ending December 31, 2018, upon certification of performance results by the Compensation Committee of 200% of target for the annual period ended December 31, 2018. The remaining 50% of the earned Performance Restricted Stock Units for such annual period ending December 31, 2018 shall vest, if at all, on December 31, 2019, and upon certification of performance results by the Compensation Committee.
- (2) Shares withheld for payment of taxes in connection with the vesting and settlement of Performance Restricted Stock Units described in footnote 1 above.

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- (3) Pursuant to a currently effective Rule 10b5-1 plan.

The sales were executed in a series of transactions with a price range of \$173.28 to \$174.24, inclusive, with a weighted average price of \$173.79. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (4) The sales were executed in a series of transactions with a price range of \$174.45 to \$174.71, inclusive, with a weighted average price of \$174.60. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (5) Includes 21,410 Restricted Stock Units, as well as 136 shares acquired under the ANSYS Employee Stock Purchase Plan

Awarded under the Issuer's Fifth Amended and Restated 1996 Stock and Option Grant Plan. Performance Restricted Stock Units awarded March 5, 2017 represented a contingent right to receive shares of ANSYS Common Stock upon vesting and settlement of Performance Share Units and certification of performance results by the Compensation Committee. See footnote 1 for additional information.

- (6) Under the terms of the award, shares earned upon the vesting and settlement of the earned Performance Restricted Stock Units may be in excess of the amount reported on March 5, 2017, depending on the target levels achieved. See footnote 1 for additional information.

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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