

MAHONEY RICHARD S.  
Form 4  
January 03, 2018

**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)  
2600 ANSYS DR.

3. Date of Earliest Transaction (Month/Day/Year)  
12/30/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP, WORLDWIDE SALES & SUPPORT

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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                    | 12/30/2017                           |  | F                              | 473 <sup>(1)</sup> D \$ 147.59                                    | 16,227 <sup>(2)</sup>   | D  |   |
| Common Stock <sup>(3)</sup>     | 01/02/2018 <sup>(3)</sup>            |  | M                              | 7,500 <sup>(3)</sup> A \$ 92.49                                   | 23,727 <sup>(2)</sup>   | D  |   |
| Common Stock <sup>(3)</sup>     | 01/02/2018 <sup>(3)</sup>            |  | S                              | 7,500 <sup>(3)</sup> D <sup>(4)</sup>                             | 16,227 <sup>(2)</sup>   | D  |   |
| Common Stock <sup>(3)</sup>     | 01/02/2018 <sup>(3)</sup>            |  | S                              | 1,027 <sup>(3)</sup> D \$ 148.15                                  | 15,200 <sup>(2)</sup>   | D  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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.           |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Option To Purchase <sup>(3)</sup>          | \$ 92.49   | 01/02/2018 <sup>(3)</sup>            |  | M                              | 7,500 <sup>(3)</sup>  | <sup>(5)</sup>   | 12/30/2026  | Common Stock | 7,500                      |

### Reporting Owners

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

### Signatures

Janet Lee,  
Attorney-in-Fact                      01/03/2018  
\*\*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 December 30, 2016
- (2) Includes 15,200 Restricted Stock Units.
- (3) Pursuant to a 10b5-1 plan currently in place.
- (4)

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The trade was executed in a series of transactions with a price range of \$147.12 to \$148.15, inclusive, with a weighted average price of \$147.528254. 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) The option grant of 30,000 shares granted on 12/30/2016 vests 25% annually in equal installments beginning on the first anniversary of the grant.

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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