

# Autodesk, Inc.

## Pro Forma Consolidated Statements of Operations

(See pro forma adjustments listed in the table below)

(In thousands, except per share data)

	Three Months Ended		Year Ended	
	January 31,		January 31,	
	2002	2001	2002	2001
	(Unaudited)		(Unaudited)	
Net revenues	\$ 254,034	\$ 243,047	\$ 947,491	\$ 936,324
Costs and expenses:				
Cost of revenues	41,486	36,307	151,203	150,198
Marketing and sales	88,842	82,105	343,508	317,806
Research and development	39,195	45,302	168,574	170,487
General and administrative	33,368	35,209	131,499	132,524
	<u>202,891</u>	<u>198,923</u>	<u>794,784</u>	<u>771,015</u>
Income from operations	51,143	44,124	152,707	165,309
Interest and other income, net	1,745	7,402	19,058	21,048
Income before income taxes	52,888	51,526	171,765	186,357
Provision for income taxes	(15,866)	(16,633)	(51,578)	(60,663)
Equity in net loss of affiliate	-	(2,834)	(1,211)	(16,289)
Pro forma net income	<u>\$ 37,022</u>	<u>\$ 32,059</u>	<u>\$ 118,976</u>	<u>\$ 109,405</u>
Basic pro forma net income per share	<u>\$ 0.67</u>	<u>\$ 0.58</u>	<u>\$ 2.19</u>	<u>\$ 1.91</u>
Diluted pro forma net income per share	<u>\$ 0.65</u>	<u>\$ 0.57</u>	<u>\$ 2.12</u>	<u>\$ 1.87</u>
Shares used in computing basic pro forma net income per share	<u>55,191</u>	<u>55,270</u>	<u>54,408</u>	<u>57,188</u>
Shares used in computing diluted pro forma net income per share	<u>57,214</u>	<u>56,144</u>	<u>56,138</u>	<u>58,514</u>
The above pro forma amounts have been adjusted to exclude the following items:				
Amortization of goodwill and purchased intangibles	\$5,224	\$5,613	\$20,903	\$26,529
Nonrecurring charges* (credits)	16,566	-	33,630	(1,234)
Gain on disposal of affiliate	-	-	(9,461)	-
Income tax effect	(6,537)	(1,917)	(16,409)	(9,123)
Net difference between actual and pro forma net income	<u>\$15,253</u>	<u>\$3,696</u>	<u>\$28,663</u>	<u>\$16,172</u>

\* Nonrecurring charges generally consist of restructuring related costs and acquisition-related amounts associated with in-process research and development.