

Office of the Secretary  
Public Company Accounting Oversight Board  
1666 K Street N.W.  
Washington, DC 20006-2803

December 10, 2013

**RE: Proposed Auditing Standards – Rulemaking Docket Matter No. 034**

Members of the Board:

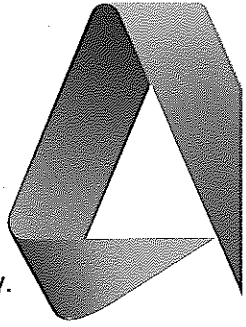
Autodesk, Inc. (“Autodesk”) appreciates the opportunity to comment on *The Auditor’s Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion and The Auditor’s Responsibilities Regarding Other Information in Certain Documents Containing Audited Financial Statements and the Related Auditor’s Report* (together the “Proposed Standards”).

Autodesk is a world leading design software and services company, offering customers productive business solutions through powerful technology products and services. We serve customers in the architecture, engineering and construction; manufacturing; and digital media, consumer and entertainment industries. Our 7,300 employees work with customers in over 120 countries worldwide.

***The Auditor’s Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion***

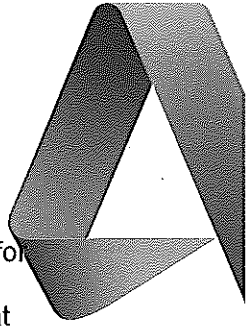
We support providing investors and other users of financial statements with timely, meaningful, and transparent information to better understand and assess the performance of the company. Similarly, we support the PCAOB’s efforts to enhance auditor communications and information available to users of financial statements. However, we believe aspects of the Proposed Standards are duplicative of existing disclosure requirements, will unnecessarily confuse or detract the reader of an unqualified audit opinion, will be costly and time consuming for companies, and may not necessarily result in useful information to investors or other users of financial statements. We note the areas of particular concern below.

- Companies are already required to disclose areas of critical accounting based on management’s assumptions, judgment and estimates within Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) as “critical accounting policies and estimates”. These same critical accounting policies would likely be those considered for classification as critical audit matters (“CAM”) under the Proposed Standards. We believe the disclosures regarding critical accounting policies, as required by the Securities and Exchange Commission (“SEC”), are more meaningful to investors than the auditor’s assessment of the complexity of these areas or the degree of difficulty the auditor encountered in performing their audit procedures.



- In addition to the critical accounting policies and estimates disclosure, the SEC MD&A disclosure standards require disclosure of known events, trends and uncertainties that are reasonably likely to have a material impact on a company's financial position and results of operations. The PCAOB should not require auditors to furnish original information that is not already required by the company. Requiring disclosure based on standards that would not meet SEC disclosure requirements for companies could be misleading to investors.
- Investors may misinterpret the identification of a CAM as indicative of an issue with respect to the quality of the financial statements or as a qualification of the auditor's report. Even though it is proposed such CAM disclosures be accompanied by an auditor's report that states that the opinion on the financial statements is not modified with respect to any of the described critical audit matters, we believe this approach may lead to more investor questions than answers.
- Inclusion of the audit procedures performed, including resolution of the critical audit matters, in the auditor's report will not enhance an investor's understanding of the financial statements. In order for the auditor to convey the context around such matters, it may be necessary to include expansive details that could overwhelm the auditor's report, again detracting from the auditor's overall opinion. Additionally, information about the results of audit procedures may lead investors to believe the auditor is expressing a "piecemeal" opinion on individual matters or accounts in the financial statements.
- Inclusion of the audit procedures performed, including resolution of the critical audit matters, in the auditor's report potentially would include disclosure of consultations with an auditor's national office or other third parties. This could lead to a chilling effect on issuers seeking additional clarification and guidance, which is an important practice for companies navigating complex accounting literature. Additionally, such disclosure could be given undue weight in the context of a matter that has been resolved to the satisfaction of a company and its auditors.
- In the past several years, the disclosure requirements have exponentially increased with the result actually being less transparency to the users of financial statements. Adding further disclosures that would be largely similar but with different terminology - critical accounting policy versus critical audit matter, would undermine the FASB's efforts to reduce the complexity in financial statements and associated disclosures.

We support including a statement affirming the auditor's independence. We do not believe the tenure of the auditor has a bearing on the quality of the independent auditor's work or the adequacy of their opinion and when presented in this manner, it may suggest otherwise. However, we would not oppose this requirement. Furthermore, while we do not believe it will have an impact on the quality of the independent auditor's work, we are not opposed to the addition of the auditor's signature.



***The Auditor's Responsibilities Regarding Other Information in Certain Documents  
Containing Audited Financial Statements and the Related Auditor's Report***

We support including a description in the auditor's report that clarifies the auditor's responsibility for other information in documents containing financial statements. However, we do not support changing the auditor's responsibility to "evaluate" such information versus the current requirement to "read and consider" other information. We also do not support an expansion of audit procedures to include other information beyond MD&A and other schedules containing financial information that is derived from or that supports the financial statements. Finally, we do not support an extension of audit procedures to other information incorporated by reference. Such an extension would cause the auditor to review items not relevant to the financial statements, such as bylaws, proxy statements, and other documents where the costs associated with such additional procedures would not justify the benefit received.

In conclusion, we support improving communication to investors, while maintaining the scope and nature of an audit and the related responsibilities of auditors. We do not support making changes to the audit report that would require auditors to make subjective determinations or repeat information provided elsewhere in the financial statements and related disclosures. We believe the current roles and responsibilities of management, the audit committee and the auditors are the fundamental basis for the financial reporting infrastructure and certain of the proposed alternatives in the proposed auditing standards would negatively impact this structure.

We appreciate the opportunity to share our viewpoints on the Proposed Standards. If the Public Company Accounting Oversight Board has any questions regarding our comments, please contact me at (415) 507-5000.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark J. Hawkins', written over a horizontal line.

Mark J. Hawkins  
Executive Vice President and Chief Financial Officer