

ANSYS INC
Form AW
September 24, 2008

[ANSYS, Inc. Letterhead]

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VIA EDGAR AND FEDERAL EXPRESS

Katherine Wray

Division of Corporation Finance

United States Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

**Re: ANSYS, Inc.
Post-Effective Amendment to Registration Statement on Form S-3
File No. 333-136332
Withdrawal Application**

Dear Ms. Wray:

Pursuant to Rule 477 of the Securities Act of 1933, as amended, we request that the staff of the Securities and Exchange Commission (the Commission) consent to the withdrawal of Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-136332) that was originally filed by ANSYS, Inc. (the Company) with the Commission on September 16, 2008 (the Amendment). The Amendment was inadvertently filed using the EDGAR tag POS AM to describe the submission type rather than the tag POSASR. Accordingly, the Company hereby applies for the Commission s consent to the immediate withdrawal of the Amendment. We intend to refile the Amendment with the correct submission tag as soon as possible. No securities were sold in connection with this offering.

If you have any questions, please contact our outside counsel, Elizabeth Fischer of Goodwin Procter LLP, at (617) 570-1157.

ANSYS, Inc.

By: /s/ Sheila S. DiNardo
Sheila S. DiNardo

Vice President, General Counsel and Secretary

cc: Joseph Johnson
Goodwin Procter LLP