

Ongoing Obligations in Autodesk Settlements

By Brian Kirkpatrick

An Autodesk settlement agreement contains the typical payment and release language, but sometimes the agreements also contain non-monetary provisions that audit targets must follow.

Autodesk also usually includes a requirement for a company to adopt and maintain a written policy against unauthorized software duplication. Autodesk will provide a sample for a company to adopt and circulate to its employees. Such a policy may obligate a company to enforce disciplinary action upon employees who install unlicensed software on company machines.

Although license verification or audit matters are typically covered in the license agreement, Autodesk often includes additional audit language in the standard agreement.

Another requirement from Autodesk is appearing in some recent proposed settlement agreements: Software Asset Management. When settling an alleged claim of unlicensed use of its software products, Autodesk usually requires the other party to make certain representations and warranties regarding additional actions that a company must take in addition to purchasing licenses from Autodesk. One of the latest requirements is that a company engages an Autodesk-approved third-party Software Asset Management (“SAM”) vendor to advise a company on how it acquires Autodesk software and even how it uses the software.

Companies should carefully review the monetary and the non-monetary provisions in the settlement agreement. If a provision is unacceptable, it may be helpful to contact experienced counsel before the parties finalize the settlement agreement.



About the author Brian Kirkpatrick:

Brian practices exclusively in intellectual property and technology law. He has drafted and negotiated hundreds of software contracts with a wide breadth of complexity including large-scale master services agreements (MSA’s), software as a service (SaaS) agreements, and End-User License Agreements (EULA’s). Before entering the legal profession, Brian was a licensed securities representative and Vice President level middle-market commercial banker.

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