

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>01/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1995</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>DASSAULT SYSTEMES SOLIDWORKS CORP.</u> <u>175 WYMAN STREET</u> <u>MAIL STOP DS-45</u> <u>WALTHAM, MA 02451</u>	2b Employer Identification Number (EIN) <u>04-3244752</u> 2c Sponsor's telephone number <u>978-371-5058</u> 2d Business code (see instructions) <u>541511</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>11/13/2012</u>	<u>LINDA FIFIELD</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DASSAULT SYSTEMES SOLIDWORKS CORP. 175 WYMAN STREET MAIL STOP DS-45 WALTHAM, MA 02451	3b Administrator's EIN 04-3244752 3c Administrator's telephone number 978-371-5058
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	752
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☐ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2012 and ending 01/31/2012

A Name of plan <u>DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES SOLIDWORKS CORP.</u>	D Employer Identification Number (EIN) <u>04-3244752</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

LPL FINANCIAL CORPORATION

95-2834236

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
61	ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF LG CAP VAL INV - STATE STREET B</p> <p>04-1867445</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF TRES INFL PRO IV - STATE STREET</p> <p>04-1867445</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BLKRRK SM CAP GR EQ I - BNY MELLON I 760 MOORE ROAD KING OF PRUSSIA, PA 19406</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DREY SMALL CAP A - DREYFUS TRANSFER	0.35%	
13-2614959		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DREYFUS INTL STK IDX - DREYFUS TRAN	0.15%	
13-2614959		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FKLN INTL SMCPGR ADV - FRANKLIN TEM	0.25%	
94-3167260		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
FRANKLIN GROWTH ADV - FRANKLIN TEMP	0.25%	
94-3167260		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
HEARTLAND SEL VAL IS - ALPS FUND SE	0.25%	
20-3247785		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
INVS SM CAP VAL Y - INVESCO CANADA	0.25%	
P.O. BOX 4739 HOUSTON, TX 77210		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM EQUITY IDX SEL - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.05%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPP DEVELOPING MKT Y - OPPENHEIMERF 13-2527171	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPPHMR MS SELECT Y - OPPENHEIMERFUN 13-2527171	0.25%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LPL FINANCIAL CORPORATION	61	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPHMR MS SELECT Y - OPPENHEIMERFUN 13-2527171	\$5M+=0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2012 and ending 01/31/2012

A Name of plan <u>DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES SOLIDWORKS CORP.</u>	D Employer Identification Number (EIN) <u>04-3244752</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FA STABLE VALUE

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-026</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>01/31/2012</u>		
A Name of plan <u>DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES SOLIDWORKS CORP.</u>	D Employer Identification Number (EIN) <u>04-3244752</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4240742	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	530820	0
(9) Value of interest in common/collective trusts.....	1c(9)	2077692	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	59776134	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	66625388	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	66625388	0
---	-----------	----------	---

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2202	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2202
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-66094
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		842092
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		778203

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		0

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		778203
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		67403591

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: FEELEY & DRISCOLL

(2) EIN: 04-2684828

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☒ Yes ☐ No Amount: 0

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

DASSAULT SYSTEMES SAVINGS PLAN PLUS

5b(2) EIN(s)	5b(3) PN(s)
51-0379588	001

**DASSAULT SYSTEMES
SOLIDWORKS CORP. 401(K) PLAN
FINANCIAL STATEMENTS
JANUARY 31, 2012**



DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

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Feeley & Driscoll, P.C.

Certified Public Accountants / Business Consultants

To the Board of Trustees
Dassault Systemes SolidWorks Corp. 401(k) Plan
Waltham, Massachusetts

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of the Dassault Systemes SolidWorks Corp. 401(k) Plan as of January 31, 2012 and December 31, 2011, and the related statement of changes in net assets available for benefits for the month ended January 31, 2012. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of January 31, 2012 and December 31, 2011 and for the month ended January 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

November 2, 2012

Feeley & Driscoll, P.C.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Statements of Net Assets Available for Benefits

January 31, 2012 and December 31, 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$ -	\$ 64,016,876
Common/Collective trust	-	2,077,692
Total investments	<u>-</u>	<u>66,094,568</u>
Receivables:		
Notes receivable from participants	-	530,820
Employer	-	118,085
Total receivables	<u>-</u>	<u>648,905</u>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 66,743,473</u>

See accompanying notes.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the month ended January 31, 2012

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments

\$ 775,762

Interest and dividend income

2,441

778,203

Net increase

778,203

Net assets available for benefits:

Beginning of year

66,743,473

Transfer of assets from the Plan

(67,521,676)

End of year

\$ -

See accompanying notes.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements

January 31, 2012

Note 1 - Description of Plan

The following description of Dassault Systemes SolidWorks Corp. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for more complete information.

General - The Plan was a defined contribution plan covering all full-time employees of Dassault Systemes SolidWorks Corp. (the "Company") who completed one (1) hour of service. All employees covered by a collective bargaining agreement were excluded from participation. The Plan was subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Effective January 1, 2012, the Plan was amended and merged with Dassault Systemes Employee Savings Plan Plus ("DS Plan"), a defined contribution plan maintained by the Company's parent company. Consequently, all participant accounts and assets of the Plan were transferred to the DS Plan during January 2012.

Employee Contributions - Each year, participants could make pre-tax and/or post-tax Roth 401(k) contributions up to an aggregate maximum of sixty percent (60%) of their eligible compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Effective March 15, 2010, the Plan was amended to increase the aggregate maximum to seventy-five percent (75%) of eligible compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Participants who attained age fifty (50) before the end of the plan year were eligible to make catch-up contributions. Participants could also contribute amounts representing rollover distributions from other qualified plans. Participants directed the investment of their contributions into various investment options offered by the Plan. The Plan offered thirty-two (32) mutual funds and one (1) common/collective trust as investment options for participants.

Employer Contributions - The Company provided a matching contribution equal to fifty percent (50%) up to a maximum of eight percent (8%) of compensation that a participant contributes to the Plan. Contributions were subject to certain limitations.

Participant Accounts - Each participant's account was credited with the participant's contributions and allocations of (a) the Company's contribution, (b) plan earnings, and (c) plan expenses. Allocations were based upon participant earnings or account balances, as defined by the Plan. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 1 - Description of Plan - Continued

Vesting - Participants were immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution, plus actual earnings thereon, was based on years of service. A participant was one hundred percent (100%) vested in the matching contribution after five (5) years of credited service (1,000 hours per plan year). The following represented the vesting schedule for the matching contribution:

Five (5) years or more	100%
Less than five (5) years	75%
Less than four (4) years	50%
Less than three (3) years	25%
Less than two (2) years	0%

Notes Receivable from Participants - Participants could borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or fifty percent (50%) of their vested account balance. The loans were secured by the balance in the participant's account and carried interest at rates that ranged from four and one-quarter percent (4.25%) to nine and one-quarter percent (9.25%), which were commensurate with local prevailing interest rates as determined by the plan administrator. Principal and interest were paid monthly through payroll deductions. Participants were charged a fee when taking out a loan and could only have one loan outstanding at any given time.

Payment of Benefits - Upon a participant's retirement, termination of employment, death or permanent or total disability, a participant could elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In addition, a participant could elect to withdraw all or part of his or her account after attaining age fifty-nine and one-half (59 ½), or in the case of immediate and heavy financial need, subject to certain limitations as defined by the Plan.

Forfeitures - Forfeitures of the non-vested portion of withdrawing employees' accounts were used to first reduce Plan administrative expenses. Any remaining amounts could be used to reduce future employer contributions. During the one month ended January 31, 2012, there were no forfeitures used. At January 31, 2012, there was no balance in the forfeitures account.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan were prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on the contract value basis. For the year ended December 31, 2011, contract value approximated fair value.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments were stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities were recorded on a trade-date basis. Dividends were recorded on the ex-dividend date. Interest income was recorded on the accrual basis. Net appreciation included the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants were measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans were reclassified as distributions based upon the terms of the plan document.

Payment of Benefits - Benefits were recorded when paid.

Operating Expenses - The Company paid for certain administrative expenses of the Plan. Those not paid for by the Company were allocated to participants' accounts or charged directly to certain participants who took advantage of a certain feature of the Plan.

Subsequent Events - The Plan has evaluated subsequent events through November 2, 2012, which is the date the financial statements were available to be issued.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 3 - Investments

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of January 31, 2012 and December 31, 2011, and the related investment activity reflected on the statement of changes in net assets available for benefits for the month ended January 31, 2012.

The following represents five percent (5%) or more of the Plan's net assets at January 31, 2012 and December 31, 2011:

	<u>2012</u>	<u>2011</u>
Mutual Funds:		
JPMorgan Equity Index Select Fund	\$ -	\$ 8,131,511
BlackRock US Opportunities Institutional Fund	-	7,776,569
Thornburg International Value Fund	-	4,645,117
Franklin Growth Adv Fund	-	4,505,413
Fidelity Money Market Trust Retirement		
Money Market Portfolio	-	4,240,742
Fidelity Advisor Strategic Income A Fund	-	3,745,653
Dreyfus Bond Market Index Basic Fund	-	3,653,764
Fidelity Advisor New Insights I Fund	-	3,637,119

For the month ended January 31, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$775,762.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 4 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: <ul style="list-style-type: none">• quoted prices for similar assets or liabilities in active markets;• quoted prices for identical or similar assets or liabilities in inactive markets;• inputs other than quoted prices that are observable for the asset or liability;• inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common/Collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 4 - Fair Value Measurements - Continued

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large/Mid cap stock	\$ 40,373,466	\$ -	\$ -	\$ 40,373,466
Fixed income	8,152,077	-	-	8,152,077
International equity	7,799,501	-	-	7,799,501
Money market	4,240,742	-	-	4,240,742
Small cap stock	3,451,090	-	-	3,451,090
	<u>64,016,876</u>	<u>-</u>	<u>-</u>	<u>64,016,876</u>
Common/Collective trust	<u>-</u>	<u>2,077,692</u>	<u>-</u>	<u>2,077,692</u>
Total assets at fair value	<u>\$ 64,016,876</u>	<u>\$ 2,077,692</u>	<u>\$ -</u>	<u>\$ 66,094,568</u>

Note 5 - Related Party Transaction

Fidelity Management Trust Company was a related party of Fidelity Investments and acts as trustee for only those investments defined by the Plan. The Plan invested in shares of mutual funds and a common/collective trust managed by Fidelity Investments. Transactions in such investments qualified as party-in-interest transactions, which were exempt from the prohibited transaction rules.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 6 - Tax Status

The Internal Revenue Service has determined and informed the Company, by a letter dated March 31, 2008, that the Plan and related trust were designed in accordance with the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believed the Plan was designed and operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of January 31, 2012, there are no uncertain positions taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Note 7 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at January 31, 2012 and December 31, 2011:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ -	\$ 66,743,473
Less 2011 employer contributions receivable	-	(118,085)
Net assets available for benefits per Form 5500	<u>\$ -</u>	<u>\$ 66,625,388</u>

The following is a reconciliation of transfers out of the Plan per the financial statements to Form 5500 for the month ended January 31, 2012:

Transfers out of the Plan per the financial statements	\$ 67,521,676
Less 2011 employer contributions receivable *	(118,085)
Transfers out of the Plan per Form 5500	<u>\$ 67,403,591</u>

* The 2011 employer contributions receivable represents a portion of the 2011 plan year employer match not funded until after December 31, 2011. Due to the timing of when the employer contributions receivable was remitted, the funds were sent directly to the DS Plan. As such, these amounts are not reflected on the Plan's Form 5500, which is prepared on the cash basis.

**DASSAULT SYSTEMES
SOLIDWORKS CORP. 401(K) PLAN
FINANCIAL STATEMENTS
JANUARY 31, 2012**



DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

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Feeley & Driscoll, P.C.

Certified Public Accountants / Business Consultants

To the Board of Trustees
Dassault Systemes SolidWorks Corp. 401(k) Plan
Waltham, Massachusetts

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of the Dassault Systemes SolidWorks Corp. 401(k) Plan as of January 31, 2012 and December 31, 2011, and the related statement of changes in net assets available for benefits for the month ended January 31, 2012. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of January 31, 2012 and December 31, 2011 and for the month ended January 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

November 2, 2012

Feeley & Driscoll, P.C.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Statements of Net Assets Available for Benefits

January 31, 2012 and December 31, 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$ -	\$ 64,016,876
Common/Collective trust	-	2,077,692
Total investments	<u>-</u>	<u>66,094,568</u>
Receivables:		
Notes receivable from participants	-	530,820
Employer	-	118,085
Total receivables	<u>-</u>	<u>648,905</u>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 66,743,473</u>

See accompanying notes.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the month ended January 31, 2012

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments

\$ 775,762

Interest and dividend income

2,441

778,203

Net increase

778,203

Net assets available for benefits:

Beginning of year

66,743,473

Transfer of assets from the Plan

(67,521,676)

End of year

\$ -

See accompanying notes.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements

January 31, 2012

Note 1 - Description of Plan

The following description of Dassault Systemes SolidWorks Corp. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for more complete information.

General - The Plan was a defined contribution plan covering all full-time employees of Dassault Systemes SolidWorks Corp. (the "Company") who completed one (1) hour of service. All employees covered by a collective bargaining agreement were excluded from participation. The Plan was subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Effective January 1, 2012, the Plan was amended and merged with Dassault Systemes Employee Savings Plan Plus ("DS Plan"), a defined contribution plan maintained by the Company's parent company. Consequently, all participant accounts and assets of the Plan were transferred to the DS Plan during January 2012.

Employee Contributions - Each year, participants could make pre-tax and/or post-tax Roth 401(k) contributions up to an aggregate maximum of sixty percent (60%) of their eligible compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Effective March 15, 2010, the Plan was amended to increase the aggregate maximum to seventy-five percent (75%) of eligible compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Participants who attained age fifty (50) before the end of the plan year were eligible to make catch-up contributions. Participants could also contribute amounts representing rollover distributions from other qualified plans. Participants directed the investment of their contributions into various investment options offered by the Plan. The Plan offered thirty-two (32) mutual funds and one (1) common/collective trust as investment options for participants.

Employer Contributions - The Company provided a matching contribution equal to fifty percent (50%) up to a maximum of eight percent (8%) of compensation that a participant contributes to the Plan. Contributions were subject to certain limitations.

Participant Accounts - Each participant's account was credited with the participant's contributions and allocations of (a) the Company's contribution, (b) plan earnings, and (c) plan expenses. Allocations were based upon participant earnings or account balances, as defined by the Plan. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 1 - Description of Plan - Continued

Vesting - Participants were immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution, plus actual earnings thereon, was based on years of service. A participant was one hundred percent (100%) vested in the matching contribution after five (5) years of credited service (1,000 hours per plan year). The following represented the vesting schedule for the matching contribution:

Five (5) years or more	100%
Less than five (5) years	75%
Less than four (4) years	50%
Less than three (3) years	25%
Less than two (2) years	0%

Notes Receivable from Participants - Participants could borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or fifty percent (50%) of their vested account balance. The loans were secured by the balance in the participant's account and carried interest at rates that ranged from four and one-quarter percent (4.25%) to nine and one-quarter percent (9.25%), which were commensurate with local prevailing interest rates as determined by the plan administrator. Principal and interest were paid monthly through payroll deductions. Participants were charged a fee when taking out a loan and could only have one loan outstanding at any given time.

Payment of Benefits - Upon a participant's retirement, termination of employment, death or permanent or total disability, a participant could elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In addition, a participant could elect to withdraw all or part of his or her account after attaining age fifty-nine and one-half (59 ½), or in the case of immediate and heavy financial need, subject to certain limitations as defined by the Plan.

Forfeitures - Forfeitures of the non-vested portion of withdrawing employees' accounts were used to first reduce Plan administrative expenses. Any remaining amounts could be used to reduce future employer contributions. During the one month ended January 31, 2012, there were no forfeitures used. At January 31, 2012, there was no balance in the forfeitures account.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan were prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on the contract value basis. For the year ended December 31, 2011, contract value approximated fair value.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments were stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities were recorded on a trade-date basis. Dividends were recorded on the ex-dividend date. Interest income was recorded on the accrual basis. Net appreciation included the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants were measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans were reclassified as distributions based upon the terms of the plan document.

Payment of Benefits - Benefits were recorded when paid.

Operating Expenses - The Company paid for certain administrative expenses of the Plan. Those not paid for by the Company were allocated to participants' accounts or charged directly to certain participants who took advantage of a certain feature of the Plan.

Subsequent Events - The Plan has evaluated subsequent events through November 2, 2012, which is the date the financial statements were available to be issued.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 3 - Investments

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of January 31, 2012 and December 31, 2011, and the related investment activity reflected on the statement of changes in net assets available for benefits for the month ended January 31, 2012.

The following represents five percent (5%) or more of the Plan's net assets at January 31, 2012 and December 31, 2011:

	<u>2012</u>	<u>2011</u>
Mutual Funds:		
JPMorgan Equity Index Select Fund	\$ -	\$ 8,131,511
BlackRock US Opportunities Institutional Fund	-	7,776,569
Thornburg International Value Fund	-	4,645,117
Franklin Growth Adv Fund	-	4,505,413
Fidelity Money Market Trust Retirement		
Money Market Portfolio	-	4,240,742
Fidelity Advisor Strategic Income A Fund	-	3,745,653
Dreyfus Bond Market Index Basic Fund	-	3,653,764
Fidelity Advisor New Insights I Fund	-	3,637,119

For the month ended January 31, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$775,762.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 4 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: <ul style="list-style-type: none">• quoted prices for similar assets or liabilities in active markets;• quoted prices for identical or similar assets or liabilities in inactive markets;• inputs other than quoted prices that are observable for the asset or liability;• inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common/Collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 4 - Fair Value Measurements - Continued

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large/Mid cap stock	\$ 40,373,466	\$ -	\$ -	\$ 40,373,466
Fixed income	8,152,077	-	-	8,152,077
International equity	7,799,501	-	-	7,799,501
Money market	4,240,742	-	-	4,240,742
Small cap stock	3,451,090	-	-	3,451,090
	<u>64,016,876</u>	<u>-</u>	<u>-</u>	<u>64,016,876</u>
Common/Collective trust	<u>-</u>	<u>2,077,692</u>	<u>-</u>	<u>2,077,692</u>
Total assets at fair value	<u>\$ 64,016,876</u>	<u>\$ 2,077,692</u>	<u>\$ -</u>	<u>\$ 66,094,568</u>

Note 5 - Related Party Transaction

Fidelity Management Trust Company was a related party of Fidelity Investments and acts as trustee for only those investments defined by the Plan. The Plan invested in shares of mutual funds and a common/collective trust managed by Fidelity Investments. Transactions in such investments qualified as party-in-interest transactions, which were exempt from the prohibited transaction rules.

DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

Notes to Financial Statements - Continued

January 31, 2012

Note 6 - Tax Status

The Internal Revenue Service has determined and informed the Company, by a letter dated March 31, 2008, that the Plan and related trust were designed in accordance with the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believed the Plan was designed and operated in compliance with the applicable requirements of the IRC.

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Note 7 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at January 31, 2012 and December 31, 2011:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ -	\$ 66,743,473
Less 2011 employer contributions receivable	-	(118,085)
Net assets available for benefits per Form 5500	<u>\$ -</u>	<u>\$ 66,625,388</u>

The following is a reconciliation of transfers out of the Plan per the financial statements to Form 5500 for the month ended January 31, 2012:

Transfers out of the Plan per the financial statements	\$ 67,521,676
Less 2011 employer contributions receivable *	(118,085)
Transfers out of the Plan per Form 5500	<u>\$ 67,403,591</u>

* The 2011 employer contributions receivable represents a portion of the 2011 plan year employer match not funded until after December 31, 2011. Due to the timing of when the employer contributions receivable was remitted, the funds were sent directly to the DS Plan. As such, these amounts are not reflected on the Plan's Form 5500, which is prepared on the cash basis.