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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 06/29/1992

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

DASSAULT SYSTEMES AMERICAS CORP.

175 WYMAN STREET
WALTHAM, MA 02451

2b Employer Identification Number (EIN) 51-0379588

2c Sponsor's telephone number 781-810-3000

2d Business code (see instructions) 541519

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	Filed with authorized/valid electronic signature.	04/02/2014	DANIEL BARNES
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

5	Total number of participants at the beginning of the plan year	**5**	627
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**	226
b	Retired or separated participants receiving benefits	**6b**	65
c	Other retired or separated participants entitled to future benefits	**6c**	330
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	621
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	623
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
DASSAULT SYSTEMES AMERICAS CORP.

D Employer Identification Number (EIN)
51-0379588

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2012

2 Assets:

a Market value	**2a**	33135469
b Actuarial value	**2b**	33603420

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	57	8266082
b For terminated vested participants	**3b**	315	10361872
c For active participants:			
(1) Non-vested benefits	**3c(1)**		745802
(2) Vested benefits	**3c(2)**		11071200
(3) Total active	**3c(3)**	255	11817002
d Total	**3d**	627	30444956

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	7.16 %
6 Target normal cost	**6**	200000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary	03/06/2014 Date
LOIDA R. A. MOSHER Type or print name of actuary	11-06037 Most recent enrollment number
TOWERS WATSON DELAWARE INC. Firm name	310-551-5600 Telephone number (including area code)
1925 CENTURY PARK EAST SUITE 1500 LOS ANGELES, CA 90067 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 2.12%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2738958
	b Interest on (a) using prior year's effective interest rate of 6.33% except as otherwise provided (see instructions)		173376
	c Total available at beginning of current plan year to add to prefunding balance		2912334
	d Portion of (c) to be added to prefunding balance		2912334
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2912334

Part III Funding Percentages

14	Funding target attainment percentage	14	100.80 %
15	Adjusted funding target attainment percentage	15	110.37 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.90 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	324171				
07/13/2012	324171				
09/12/2013	3000000				
			Totals ► 18(b)	3648342	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3298088

20	Quarterly contributions and liquidity shortfalls:		
	a Did the plan have a "funding shortfall" for the prior year?	X Yes	No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	X Yes	No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	3
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	200000
b Excess assets, if applicable, but not greater than line 31a	**31b**	200000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	3298088

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	3298088
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan	**B** Three-digit plan number (PN) ▶
DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN	002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
DASSAULT SYSTEMES AMERICAS CORP.	51-0379588

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

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

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

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

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

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

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

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

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

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

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

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

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)

LORD ABBETT & CO

13-5620131

(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?
28 50 51	NONE	69385	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MCDONNELL INVESTMENT MANAGEMENT

36-4445613

(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?
28 50 51	NONE	48791	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ALLIANACE CAPITAL MANAGEMENT

13-4064930

(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?
28 50 51	NONE	40593	Yes [ ] No [X]	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)

LAZARD FRERES & CO

13-5545100

(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?
28 50 51	NONE	31129	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NAVELLIER & ASSOCIATES

88-0240393

(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?
28 50 51	NONE	29449	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIRST STATE TRUST COMPANY

13-3124172

(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?
21 25 28 50	NONE	22831	Yes [ ] No [X]	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
(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.	

(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 H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DASSAULT SYSTEMES AMERICAS CORP.

D Employer Identification Number (EIN)
51-0379588

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)	4650534	3000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	102299	97064
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)	5853359	5489277
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	4038192	4521263
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	14771483	16583128
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	3416705	8733405
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	453105	473394

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	33285677	38897531
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	638	
i Acquisition indebtedness	1i		
j Other liabilities	1j	8238	7001
k Total liabilities (add all amounts in lines 1g through1j)	1k	8876	7001
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	33276801	38890530

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)	3648342	
(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)		3648342
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	107842	
(C) Corporate debt instruments	2b(1)(C)	190325	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	19687	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		317854
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	335582	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		335582
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	10800332	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	10394198	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		406134
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2049274	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		2049274

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		1163
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		6758349
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	902442	
(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)		902442
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)	219347	
(4) Other	2i(4)	22831	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		242178
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1144620
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5613729
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: STEVEN STROLL (2) EIN: 95-4665222

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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.)	4a		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.)	4b		X	

			Yes	No	Amount
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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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:**

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)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DASSAULT SYSTEMES AMERICAS CORP.

D Employer Identification Number (EIN)
51-0379588

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-3124172

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

DASSAULT SYSTEMES AMERICAS CORP.
EMPLOYEE RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

DASSAULT SYSTEMES AMERICAS CORP.
EMPLOYEE RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

CONTENTS

	Page Number
Table of Contents	1
Independent Auditor's Report	2
Statement of Net Assets Available for Benefits At December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits For Years Ended December 31, 2012 and 2011	4
Statement of Accumulated Plan Benefits For Year Ended December 31, 2011	5
Notes to Financial Statements	6-11

STEVEN STROLL, CPA

51-0379588/002
B"H

A PROFESSIONAL CORPORATION
MEMBER
THE CALIFORNIA SOCIETY
OF CERTIFIED PUBLIC ACCOUNTANTS

4929 WILSHIRE BOULEVARD, SUITE 388
LOS ANGELES, CALIFORNIA 90010
TELEPHONE (323) 936-2777
FACSIMILE (323) 936-2745

INDEPENDENT AUDITOR'S REPORT

To the Administrator:
Dassault Systemes Americas Corp.
Employee Retirement Plan
Woodland Hills, California

I have audited the accompanying statement of net assets available for benefits of the Dassault Systemes Americas Corp. Employee Retirement Plan as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years then ended, as well as the related statement of accumulated plan benefits for the year ended December 31, 2011, along with the supplemental schedules provided pursuant to the Department of Labor rules and regulations. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed me not to perform, and I did not perform any auditing procedures with respect to the information summarized in Note 4, which was certified by First State Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. I have been informed by the Administrator of the Plan that the Plan Trustee holds the Plan's investment assets and executes investment transactions. The Administrator of the Plan has obtained certification from the Plan Trustee that the information provided to the Administrator of the Plan by the Plan Trustee as of December 31, 2012 and 2011 and for the years ended December 31, 2012 and 2011 is complete and accurate.

Because of the significance of the information that I did not audit, I am unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Plan Trustee have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974.

Steven Stroll, CPA
Los Angeles, California
October 8, 2013

A Professional Corporation

DASSAULT SYSTEMES AMERICAS CORP.

EMPLOYEE RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 20101

	2012	2011
Assets:		
Investments held by Trustee at fair value -		
Investments that represent 5% or more of the Plan's net assets are separately identified:		
Northern Instituitional Diversified Assets - SW	$ 8,733,405	$ 3,416,705
Common stocks (Cost $13,784,791 in 2012, $13,473,228 in 2011)	16,583,128	14,771,483
Corporate obligations (Cost $3,851,506 in 2012; $3,851,506 in 2011)	4,521,263	4,038,192
U.S. Gov't/Federal agency obligations (Cost $5,193,111 in 2012; $5,528,669 in 2011)	5,489,277	5,853,359
Government other obligations (Cost $403,499 in 2011; $385,058 in 2010)	473,394	453,105
Total Investments	35,800,467	28,532,844
Receivables -		
Contributions	3,000,000	4,650,534
Interest and dividends	97,064	102,299
Total Receivables	3,097,064	4,752,833
Total Assets	38,897,531	33,285,677
Liabilities:		
Due to broker on unsettled trades	7,001	8,238
Accrued expenses	-	638
Total Liabilities	7,001	8,876
Net Assets Available for Benefits	$ 38,890,530	$ 33,276,801

See accompanying notes to financial statements

DASSAULT SYSTEMES AMERICAS CORP.

EMPLOYEE RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
Additions to Plan:		
Employer contributions	$ 3,648,342	$ 5,809,383
Investment income (loss) -		
Interest & dividends earned	653,436	586,857
Unrealized appreciation in fair value of investments	2,049,274	115,756
Net gain (loss) on investments sold	406,134	(148,852)
Other income	1,163	9,579
	3,110,007	563,340
Total Additions to Plan	6,758,349	6,372,723
Deductions from Plan:		
Pension benefits provided	902,442	775,648
Investment management fees	219,347	178,683
Trustee fees	22,831	21,015
Total Deductions from Plan	1,144,620	975,346
Net additions to Plan for year	5,613,729	5,397,377
Net assets available for benefits:		
Balance at beginning of year	33,276,801	27,879,424
Balance at End of Year	$ 38,890,530	$ 33,276,801

See accompanying notes to financial statements

DASSAULT SYSTEMES AMERICAS CORP.

EMPLOYEE RETIREMENT PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

YEAR ENDED DECEMBER 31, 2011

Actuarial present value of accumulated plan benefits at January 1, 2011		$ 25,594,894
Increase (decrease) during year attributable to:		
Benefits accumulated and net gains and losses experienced	$ 1,036,227	
Actuarial (gains)/losses	(339,041)	
Decrease in the discount period	2,099,464	
Benefits paid	(775,648)	
Plan amendments	(538,287)	
Net increase for year		1,482,715
Actuarial present value of accumulated plan benefits at December 31, 2011		$ 27,077,609
Consisting of:		
Vested Benefits:		
Active participants	$ 9,761,177	
Retirees	7,580,858	
Vested terminated and transferred out	9,106,913	
Total vested benefits	26,448,948	
Non-vested benefits	628,661	
Total Accumulated Plan Benefits:		$ 27,077,609

See accompanying notes to financial statements

DASSAULT SYSTEMES AMERICAS CORP.
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 – PLAN DESCRIPTION:

Dassault Systemes Americas Corp. Retirement Plan (the "Plan") is a defined benefit pension plan which covers eligible employees of Dassault Systemes Americas Corp (the "Company"). The Plan is funded through a trust fund which receives Company contributions, invests Plan assets, and disburses pension benefits in accordance with the Trust Agreement.

Effective April 1, 1998, the Plan was expanded to include employees of Enovia Corporation, a former division of IBM Corporation that was acquired by Dassault's parent company. All employee service, including pre-acquisition Enovia service, is counted in determining DSA Plan benefits for those Enovia employees who elected to transfer their IBM Plan accrued benefits to the DSA Plan. Those Enovia employees who elected not to transfer their IBM Plan accrued benefits are treated as any other new participants would be under the DSA Plan. Effective December 31, 2005 Enovia Corporation merged into Dassault Systemes Americas Corp. Effective January 1, 2009 employees hired or rehired after December 31, 2008 shall not commence or recommence participation in the plan.

At the normal retirement age of 65, the annual pension is $195 for each year of credited service (up to 35 years) through December 25, 1984 plus 1.5% of Excess Pay (as defined by the Plan), plus 1% of Final Average Pay (as defined by the Plan) for each year of credited service after December 25, 1984 (not greater than 40 years less credited service up to December 25, 1984).

Other benefits provided include: early retirement pensions, disability pensions, pre and post-retirement death benefits, and special termination benefits for attaining 25 years of service prior to age 50, or 20 years of service by age 50.

Plan participants become 100% vested upon attaining five years of service. All other participants are non-vested.

FUNDING –
Contributions to the plan are expected to fund each year's normal costs and a portion of unfunded accrued liabilities. As of January 1, 2012, the latest actuarial valuation date, the minimum funding requirements of the Employee Retirement Income Security Act (ERISA) had been met.

TERMINATION –
The Plan is intended to be permanent. However, the Plan provides that in the event of termination, the assets remaining in the Plan shall be allocated amongst retired employees, beneficiaries, and participants in the following order, as prescribed by the Employee Retirement Income Security Act of 1974 (ERISA):

1. Retirement benefits payable as a pension at the beginning of the three-year period ending on the termination date, or those benefits that would have been in pay status during that time had the participant chosen to retire, excluding any increases in retirement benefits resulting from Plan amendments during the preceding five years. The lowest pension in pay status during the three-year period shall be considered the pension in pay status for such period.

2. Retirement benefits payable to terminated fully vested participants who have not reached retirement age or to fully vested employees who would be entitled to such retirement benefits if their employment were terminated on the date of Plan termination, to the extent such retirement benefits are guaranteed by ERISA.

3. All other fully vested benefits not provided for in the foregoing paragraph.

4. All other retirement benefits under the Plan.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES:

Assets, liabilities, revenues and expenses are recorded on the accrual basis of accounting. Plan investments are stated at fair value as determined by quoted market price. Short-term money market funds are stated at cost, which approximates fair value.

USE OF ESTIMATES –
The preparation of Plan financial statements requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

SUBSEQUENT EVENTS –
Management has evaluated all activity of the Plan through October 8, 2013, the date the financial statements were available to be issued, and concluded that no subsequent events have occurred that would require recognition or disclosure in these financial statements.

NOTE 3 – FAIR VALUE MESUREMENTS:

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes 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 highest priority to unadjusted quoted prices in active markets for identical assets (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820-10 are described as follows:

- Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.

- Level 2 inputs to the valuation methodology include the following:
  -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.

  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.

- 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, 2012 and 2011:

Money Market Funds: Valued at the net asset value of shares held by the Plan at year-end.

U.S. Government bonds, U.S. Agency bonds, corporate bonds: Valued based on dealer quotes, bond market activity, and other relevant information

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

The aforementioned valuation methods 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 presents the plan's assets at fair value as of December 31, 2012 and 2011, within the fair value hierarchy:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Totals
Money market funds -				
Short term investment fund	$ -	$ 8,733,405	$ -	$ 8,733,405
U.S. treasury obligations -				
U.S. treasury bonds & notes	-	2,347,325	-	2,347,325
U.S. treasury inflation index	-	652,544	-	652,544
	-	2,999,869	-	2,999,869
U.S. Government agencies -				
Government agencies bond	-	2,489,408	-	2,489,408
Corporate & foreign bonds-				
Corp. bonds domestic	-	4,250,716	-	4,250,716
Corp. bonds foreign	-	270,547	-	270,547
	-	4,521,263	-	4,521,263
Municipal obligations -				
Muni bonds taxable	-	473,394	-	473,394
Common equity securities -				
Common stock domestic	12,787,028	-	-	12,787,028
Common stock foreign	3,796,100	-	-	3,796,100
	16,583,128	-	-	16,583,128
Total assets at fair value	$ 16,583,128	$ 19,217,339	$ -	$ 35,800,467

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Totals
Money market funds -				
Short term investment fund	$ -	$ 3,416,705	$ -	$ 3,416,705
U.S. treasury obligations -				
U.S. treasury bonds & notes	-	3,144,915	-	3,144,915
U.S. treasury inflation index	-	648,146	-	648,146
	-	3,793,061	-	3,793,061
U.S. Government agencies -				
Government agencies bond	-	2,060,298	-	2,060,298
Corporate & foreign bonds-				
Corp. bonds domestic	-	3,728,692	-	3,728,692
Corp. bonds foreign	-	309,500	-	309,500
	-	4,038,192	-	4,038,192
Municipal obligations -				
Muni bonds taxable	-	453,105	-	453,105
Common equity securities -				
Common stock domestic	11,444,711	-	-	11,444,711
Common stock foreign	3,326,772	-	-	3,326,772
	14,771,483	-	-	14,771,483
Total assets at fair value	$ 14,771,483	$ 13,761,361	$ -	$ 28,532,844

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE:

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by First State Trust Company, the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules:

(a) Investments held and certified by First State Trust Company:

	Year Ended December 31,	
	2012	2011
Money market funds	$ 8,733,405	$ 3,416,705
Common stock	16,583,128	14,771,483
U.S Gov't/Federal agencies obligations	5,489,277	5,853,359
Corporate obligations	4,994,657	4,491,297
	$ 35,800,467	$ 28,532,844

(b) Investment income (loss) certified by First State Trust Company:

	Year Ended December 31,			
	2012		2011	
	Interest & Dividend Income	Net Appreciation in fair value	Interest & Dividend Income	Net Appreciation in fair value
Money market funds	$ 1,163	$ -	$ 895	$ -
Common Stock	348,543	2,096,038	286,031	(627,440)
U.S Gov't/Federal agencies obligations	107,842	74,087	143,645	449,157
Corporate obligations	210,012	213,806	168,488	145,187
	$ 667,560	$ 2,383,931	$ 599,059	$ (33,096)

NOTE 5 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:

Accumulated Plan benefits are the estimated future periodic payments attributable to pension credits earned by participants through the valuation date, January 1, 2012.

The actuarial present value of accumulated Plan benefits is determined by the actuary, Watson Wyatt Worldwide, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits. These actuarial adjustments reflect the time and value of money (through discounts for interest), and the probability of payment (affected by decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant assumptions used to calculate the present value of accumulated plan benefits (per FASB ASC 960) as of January 1, 2012 were as follows:

Investment return - 8.0% per annum

Mortality - Non–disabled participants:

[The prescribed mortality under section 430(h) (3) (A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.]

Disabled participants:

Mortality specified under Revenue 96-7.

Retirement Age - 55 through 70, with the rate of retirement benefits at each age based upon the table developed by actuary.

NOTE 6 – INCOME TAX STATUS:

The Internal Revenue Service has ruled that the Pension Plan is a qualified Plan under Section 401(a) of the Internal Revenue Code and that the Trust is exempt from income tax under Section 501(a) of the Internal Revenue Code.

The Internal Revenue Service has determined and informed the Plan that the Plan and its related trust qualify for tax-exempt status, and are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC").

The Plan administrator believes that the Plan is designed and continues to be operated in compliance with the applicable sections of the IRC, and that the Plan and related trust continue to be tax-exempt.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require provision for income taxes in the accompanying financial statements.

NOTE 7 – RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the respective values of investment securities will occur in the near term, and these changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 8 – AMENDMENT:

Effective December 31, 2011 the plan was amended to provide that no employees participating in the plan shall accrue additional benefits.

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE H ATTACHMENTS

The required Information is included in the Accountants Opinion attachment

SCHEDULE H ATTACHMENTS

The required Information is included in the Accountants Opinion attachment

SCHEDULE H ATTACHMENTS

The required Information is included in the Accountants Opinion attachment

SCHEDULE H ATTACHMENTS

The required Information is included in the Accountants Opinion attachment

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

Dassault Systemes Americas Corp. Employee Retirement Plan

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Dassault Systemes Americas Corp.

D Employer Identification Number (EIN)

51-0379588

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2012

2	Assets:			
	a Market value		**2a**	33,135,469
	b Actuarial value		**2b**	33,603,420
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	57	8,266,082
	b For terminated vested participants	**3b**	315	10,361,872
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		745,802
	(2) Vested benefits	**3c(2)**		11,071,200
	(3) Total active	**3c(3)**	255	11,817,002
	d Total	**3d**	627	30,444,956
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	7.16 %
6	Target normal cost		**6**	200,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Loida R. A. Mosher — Signature of actuary

03/06/2014 — Date

Loida R. A. Mosher — Type or print name of actuary

11-06037 — Most recent enrollment number

Towers Watson Delaware Inc. — Firm name

(310) 551-5600 — Telephone number (including area code)

1925 Century Park East
Suite 1500
Los Angeles CA 90067 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 2.12 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2,738,958
	b Interest on (a) using prior year's effective interest rate of 6.33 % except as otherwise provided (see instructions)		173,376
	c Total available at beginning of current plan year to add to prefunding balance		2,912,334
	d Portion of (c) to be added to prefunding balance		2,912,334
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2,912,334

Part III Funding Percentages

14	Funding target attainment percentage	14	100.80 %
15	Adjusted funding target attainment percentage	15	110.37 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.90 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	324,171				
07/13/2012	324,171				
09/12/2013	3,000,000				
			Totals ▶ 18(b)	3,648,342	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3,298,088

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.54 %	6.85 %	7.52 %	

b Applicable month (enter code) **21b** 3

22 Weighted average retirement age **22** 62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ..... ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ..... ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... ☒ Yes ☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years **28**

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) **29**

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6) **31a** 200,000

b Excess assets, if applicable, but not greater than line 31a **31b** 200,000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33** 0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) .. **34** 0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35) **36** 0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) **37** 3,298,088

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) **38a** 3,298,088

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0

40 Unpaid minimum required contributions for all years **40** 0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ..... ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ..... ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment **42**

43 Excess installment acceleration amount to be carried over to future plan years **43**

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Dassault Systemes Americas Corp.
EIN/PN	51-0379588/002
Plan Name	Dassault Systemes Americas Corp. Employee Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Loida R. A. Mosher
Enrollment Number	11-06037

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2012

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

(A) Retirement Age	(B) Probability of Active Participant Attaining Retirement Age (A) *	(C) Probability of Retirement at Age (A) Given that Active Participant Attains Retirement Age (A).	(D) (A) x (B) x (C)
55	1.000	0.070	3.850
56	0.930	0.050	2.604
57	0.884	0.040	2.014
58	0.848	0.050	2.460
59	0.806	0.060	2.852
60	0.757	0.075	3.408
61	0.701	0.085	3.633
62	0.641	0.200	7.949
63	0.513	0.180	5.816
64	0.421	0.175	4.710
65	0.347	0.400	9.020
66	0.208	0.250	3.435
67	0.156	0.250	2.615
68	0.117	0.250	1.991
69	0.088	0.250	1.515
70	0.066	1.000	4.610

Active Participants Weighted Average Retirement Age: 62.482

* No decrements other than retirement are assumed to be in effect.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2012

	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		7		4		0		0		0		0		0		0		0	
30 - 34	0		7		16		2		0		0		0		0		0		0	
35 - 39	0		10		22		8		1		0		0		0		0		0	
40 - 44	0		13		16		11		2		0		0		0		0		0	
45 - 49	0		15		17		10		2		1		4		0		0		0	
50 - 54	0		6		16		4		2		5		7		8		0		0	
55 - 59	0		5		9		5		1		1		0		1		0		0	
60 - 64	0		0		4		5		0		2		0		0		0		1	
65 - 69	0		2		0		0		2		1		0		0		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions/Methods

Interest rate basis:

• Applicable month	October
• Yield curve basis	3-Segment Rates
• MAP-21 applied for funding	Yes
• MAP-21 applied for benefit restrictions	Yes

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	5.54%	2.03%
• Second segment rate	6.85%	5.20%
• Third segment rate	7.52%	6.30%
• Effective interest rate	7.16%	5.75%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Administrative expenses

The amount included this year for the plan-related expenses is $200,000.

SCHEDULE SB ATTACHMENTS

Mortality

For non-disabled participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

For disabled participants: Mortality specified under Revenue Ruling 96-7.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Age	Annual Rate of Retirement
55	7.0%
56	5.0
57	4.0
58	5.0
59	6.0
60	7.5
61	8.5
62	20.0
63	18.0
64	17.5
65	40.0
66	25.0
67	25.0
68	25.0
69	25.0
70	100.0

SCHEDULE SB ATTACHMENTS

Disability rates (per 100 employees)

Sample rates at which participants become disabled are shown below:

Percentage becoming disabled during the year	
Age	**Annual Rate of Disability**
30	.0118%
40	.0219
50	.0710
60	.3184

Compensation increases

Not Applicable.

Future increases in social security

Not applicable.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

SCHEDULE SB ATTACHMENTS

Representative termination rates (per 100 employees) not due to disability, retirement or mortality

Participants with less than 10 years of service	
Age	**Annual Rate of Termination**
20	15.10%
25	14.00
30	13.00
35	11.60
40	10.30
45	9.00
50	7.90
55 and over	0.00

Participants with 10 or more years of service	
Age	**Annual Rate of Termination**
All ages under 55	2.00%
55 and over	0.00%

Form of payment

Benefits are assumed to be paid in the normal form.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Plan compensation

The rate of base compensation as of March 1 of the plan year.

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2010 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Participant data

Employee data was supplied electronically as of the valuation date.

SCHEDULE SB ATTACHMENTS

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued based on discussions with Dassault Systemes Americas Corp. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Dassault Systemes Americas Corp. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Changes in assumptions and methods since last actuarial valuation

- Due to the freezing of plan benefits as of December 31, 2011, future compensation assumptions are no longer applicable.
- The required mortality table used to calculate the funding target was updated to include one additional year of projected mortality improvement.
- The segment interest rates used to calculate the funding target and target normal cost were changed from October 2010 to October 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21.
- The administrative expense load was changed from $190,000 to $200,000 to better reflect past experience.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions

Plan sponsor

Dassault Systemes Americas Corp.

Plan

Dassault Systemes Americas Corp. Employee Retirement Plan

EIN: 51-0379588/002

Effective date

The plan was originally effective June 29, 1992. The most recent amendment was effective December 31, 2011.

Plan year

The twelve-month period ending December 31.

Coverage and participation

All employees are eligible and participate on the later of the effective date of the plan or date of hire. The plan was amended effective January 1, 2009 to provide that employees hired or rehired after December 31, 2008 shall not commence or recommence participation in the Plan. Further the plan was amended to freeze benefit accruals for all participants effective December 31, 2011.

SCHEDULE SB ATTACHMENTS

Credited service

- Prior to January 1, 1991

Credited Service as recognized by the Lockheed Retirement Plan for Certain Salaried Employees.

- On and After January 1, 1991

One year of Credited Service per each plan year in which a member has forty-five or more weeks of service.

Credited Service includes service with Dassault Systemes Services.

Credited Service accruals were frozen for all participants effective December 31, 2011.

Final average compensation

The average of the five highest consecutive years of compensation of a participant out of the last ten years, or the average of the entire period of participation, if less than five years. Effective December 31, 2011, final average compensation is frozen.

Excess pay

Final Average Pay less $15,600, but not less than $8,480.68. Effective December 31, 2011, excess pay is frozen.

Compensation

The rate of base compensation including 401(k) deferrals, but excluding overtime, bonus, and commissions. In 2011, compensation is limited by law to $245,000.

SCHEDULE SB ATTACHMENTS

Normal retirement benefit

Eligibility: The later of age 65 and completion of five years of service.

Benefit: For each year of Credited Service (not greater than 35) through December 25, 1984, $195 plus 1.5% of Excess Pay

PLUS

For each year of Credited Service after December 25, 1984 (not greater than 40 less credited service up to December 25, 1984), 1% of Final Average Pay.

Normal retirement benefits for those employees who transferred from Dassault Systemes Services (DSS) are reduced by the accrued benefits earned while covered by the DSS plan.

Normal retirement benefits for those employees of Enovia Corporation who transferred their accrued benefits from the IBM Retirement Plan (IBM) are not less than their accrued benefits earned as of April 1, 1998 under the IBM plan.

Normal retirement benefits are frozen effective December 31, 2011.

Late retirement

The Normal Retirement Benefit accrued to Late Retirement Date.

Early retirement benefit

Eligibility: Age 55 with 10 years of service.

Benefit: Accrued Normal Retirement Benefit, reduced by the smaller of (i) 2.5% for each year before age 65, or (ii) 2.5% for each "point" under 85. The number of points earned is equal to the sum of years and months of participant's age and Credited Service since the last Break in Service. No reduction for 85 or more points if at least age 55. Credited Service is frozen effective December 31, 2011.

SCHEDULE SB ATTACHMENTS

Disability benefit

Eligibility: Ten years of continuous service, is totally and permanently disabled, and has not reached age 65.

Benefit: Accrued Normal Retirement Benefit based on Final Average Pay and Credited Service to date of disablement, reduced by excess of (i) sum of retirement benefits and worker's compensation payments over (ii) 60% of monthly pay at disablement. The benefit is payable while disabled until Normal Retirement Age. At age 65, Normal Retirement Benefit is payable, subject to adjustment for optional annuity factors at that age.

Effective December 31, 2011, no member shall accrual additional Continuous Service or Credited Service for purposes of calculating disability benefits.

Vested benefits upon termination of service

Vesting: Years of Service	Percent Vested
Less than 5	0%
5 or more	100%

Participants are 100% vested at their normal retirement date.

Termination Benefit: Accrued Normal Retirement Benefit, multiplied by vesting percentage, payable without reduction if deferred until age 65. Participant may elect an actuarial reduced benefit payable as early as age 55.

Special termination benefit

Eligibility: Earlier of (i) age 50 with 20 years of service or (i) 25 years of service.

Benefit: Accrued Normal Retirement Benefit, reduced for early commencement (but not before age 55) by the smaller of (i) 2.5% for each year before age 65 or (ii) 2.5% for each "point" under 85. The number of points is equal to the sum of years and months of the participant's age at benefit commencement and his Credited Service since his last Break in Service.

Credited Service is frozen effective December 31, 2011.

SCHEDULE SB ATTACHMENTS

Pre-retirement death benefit

Eligibility: The surviving spouse of a participant who dies after becoming 100% vested is eligible for a pre-retirement death benefit.

Benefit: Married participant entitled to death benefit payable to spouse upon death while vested, but before benefits commence. Benefit is the amount the surviving spouse would have received under a 50% Joint and Survivor annuity if the participant had retired on the date before his or her death, or at age 55, if later.

Post-retirement death benefit

Upon the death of any member of the plan who is currently receiving monthly benefits, a one-time lump sum payment of $5,000 shall be paid to the designated beneficiary.

Normal form of benefit

Life annuity for single participant. 50% Joint and Survivor annuity for married participant.

Optional forms of retirement income in lieu of normal form

66 2/3%, 75%, 100% Joint and Survivor; 10 years certain and life, Social Security level income. Lump sums under $1,000 are automatically paid by the plan, and the participants may elect lump sums up to $5,000.

Optional forms of payment are calculated according to actuarial equivalence factors shown on Appendix A of the plan document. Lump sums and social security level income forms of payment are calculated according to Section 417(e) of the Internal Revenue Code.

Plan participants' contributions

None.

SCHEDULE SB ATTACHMENTS

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future plan changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in plan provisions since last actuarial valuation

Benefit accruals and credited service were frozen under the plan effective December 31, 2011.