

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan DASSAULT SYSTEMES EMPLOYEE SAVINGS PLAN PLUS	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 06/29/1992</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 06/29/1992	
1b Three-digit plan number (PN) ▶	001				
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 MAIL STOP DS-45 WALTHAM, MA 02451	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 51-0379588</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 781-810-5589</td> </tr> <tr> <td>2d Business code (see instructions) 541512</td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) 51-0379588	2c Plan Sponsor's telephone number 781-810-5589	2d Business code (see instructions) 541512	
2b Employer Identification Number (EIN) 51-0379588					
2c Plan Sponsor's telephone number 781-810-5589					
2d Business code (see instructions) 541512					

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.	10/15/2015	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 ☒ Same as Plan Sponsor		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:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	3226
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	2356
a(2) Total number of active participants at the end of the plan year		6a(2)	2727
b Retired or separated participants receiving benefits		6b	2
c Other retired or separated participants entitled to future benefits.....		6c	919
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	3648
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	5
f Total. Add lines 6d and 6e		6f	3653
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	3393
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	73
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: 2E 2F 2G 2J 2K 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1)	☐	(1)	Insurance
(2)	☐	(2)	Code section 412(e)(3) insurance contracts
(3)	☒	(3)	Trust
(4)	☐	(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		b General Schedules	
(1)	☒	(1)	☒ H (Financial Information)
(2)	☐	(2)	☐ I (Financial Information – Small Plan)
		(3)	☐ A (Insurance Information)
		(4)	☒ C (Service Provider Information)
(3)	☐	(5)	☒ D (DFE/Participating Plan Information)
		(6)	☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan DASSAULT SYSTEMES EMPLOYEE SAVINGS PLAN PLUS	B Three-digit plan number (PN) ▶	001
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	Service Provider Information (see instructions)
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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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	24791	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
ABF LG CAP VAL INST - STATE STREET	225 FRANKLIN STREET BOSTON, MA 02111	0.04%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF MID CAP VAL INST - STATE STREE	225 FRANKLIN STREET BOSTON, MA 02111	0.04%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK US OPPS INST - BNY MELLON IN	P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FKLN INTL SMCPGR ADV - FRANKLIN TE 94-3167260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN GROWTH ADV - FRANKLIN TEM 94-3167260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HEARTLAND SEL VAL IS - ALPS FUND S 20-3247785	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS SM CAP VAL Y - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPP DEVELOPING MKT Y - OFI GLOBAL TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM REAL RETURN INST - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.03%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TEMPLETON FOREIGN AD - FRANKLIN TE 94-3167260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG INT VAL R5 - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP NEW HORIZONS - T. ROWE PRICE S 52-2269240	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIRE BAL - T. ROWE PRICE SER	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2005 - T. ROWE PRIC	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP RETIREMENT 2010 - T. ROWE PRIC	0.15%	
52-2269240		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TRP RETIREMENT 2015 - T. ROWE PRIC	0.15%	
52-2269240		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TRP RETIREMENT 2020 - T. ROWE PRIC	0.15%	
52-2269240		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TRP RETIREMENT 2025 - T. ROWE PRIC	0.15%	
52-2269240		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRP RETIREMENT 2030 - T. ROWE PRIC</p> <p>52-2269240</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRP RETIREMENT 2035 - T. ROWE PRIC</p> <p>52-2269240</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRP RETIREMENT 2040 - T. ROWE PRIC</p> <p>52-2269240</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TRP RETIREMENT 2045 - T. ROWE PRIC	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TRP RETIREMENT 2050 - T. ROWE PRIC	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TRP RETIREMENT 2055 - T. ROWE PRIC	0.15%	
52-2269240		

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

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:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>DASSAULT SYSTEMES EMPLOYEE SAVINGS PLAN PLUS</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES AMERICAS CORP.</u>		D Employer Identification Number (EIN) <u>51-0379588</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	19072438	18040684
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	3926602	4542601
(9) Value of interest in common/collective trusts	1c(9)	11463094	14999800
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	424727288	504283213
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	459189422	541866298

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	459189422	541866298
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11719102	
(B) Participants	2a(1)(B)	32707646	
(C) Others (including rollovers)	2a(1)(C)	29838440	
(2) Noncash contributions	2a(2)	0	74265188
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3528	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	176940	
(F) Other	2b(1)(F)	0	180468
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	24531128	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		24531128

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		146728
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		5808427
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		104931939

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	22848464	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		22848464
f Corrective distributions (see instructions).....	2f		1993
g Certain deemed distributions of participant loans (see instructions).....	2g		-159
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	30725	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		30725
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		22881023

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		82050916
l Transfers of assets:			
(1) To this plan.....	2l(1)		625960
(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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: STEVEN STROLL, CPA, A PROFESSIONAL

(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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.		X	
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>DASSAULT SYSTEMES EMPLOYEE SAVINGS PLAN PLUS</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES AMERICAS CORP.</u>	D Employer Identification Number (EIN) <u>51-0379588</u>

Part I	Distributions
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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
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): <u>04-6568107</u>	
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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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
EMPLOYEE SAVINGS PLAN PLUS
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

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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 of Dassault Systemes
Employee Savings Plan Plus
Woodland Hills, California

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Dassault Systemes Employee Savings Plan Plus, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits and the related notes to the financial statements for the year ended December 31, 2014, and the supplemental schedule of assets held at end of year.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material, misstatement whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. I have been informed by the administrator of the plan that the trustee holds the plan's investment assets and executes investment transactions. The administrator of the plan has obtained certification from the trustee that the information provided to the Administrator by the Trustee as of December 31, 2014 and for the year then ended is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, I do not express an opinion on these financial statements.

Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Steven Stroll, CPA
A Professional Corporation
Los Angeles, California
October 7, 2015

DASSAULT SYSTEMES

EMPLOYEE SAVINGS PLAN PLUS

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2014 AND 2013

Assets:

Investments held by Trustee at fair value -

	<u>2014</u>	<u>2013</u>
Money Market Fund	\$ 18,040,684	\$ 19,072,438
Mutual Funds	504,283,213	424,727,288
Common/Collective Trusts	<u>14,999,799</u>	<u>11,463,094</u>
Total Investments	<u>537,323,696</u>	<u>455,262,820</u>
Receivables -		
Notes receivable from participants	<u>4,542,601</u>	<u>3,926,602</u>
Total Assets	<u>541,866,297</u>	<u>459,189,422</u>
Adjustment from fair value to contract value to reflect fully benefit responsive contracts	<u>(219,245)</u>	<u>(218,190)</u>
Net Assets Available for Benefits	<u><u>\$ 541,647,052</u></u>	<u><u>\$ 458,971,232</u></u>

See accompanying notes to financial statements

DASSAULT SYSTEMES

EMPLOYEE SAVINGS PLAN PLUS

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2014

Additions to Plan:

Contributions

Employer contributions	\$ 11,719,102
Participant contributions	32,707,646
Rollover and other contributions	29,838,440
Total contributions	<u>74,265,188</u>

Investment income

Interest & dividends earned	24,534,656
Net gain on investments	5,954,100
	<u>30,488,756</u>

Interest income on notes from participants	<u>176,940</u>
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Account transfers in	<u>625,959</u>
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Total Additions to Plan	<u>105,556,843</u>
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Deductions from Plan:

Pension benefits provided	22,848,464
Trustee fees	30,725
Deemed distributions of participant loans	1,993
Corrective distributions	<u>(159)</u>

Total Deductions from Plan	<u>22,881,023</u>
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Net additions to Plan for year	82,675,820
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Net assets available for benefits:

Balance at beginning of year	<u>458,971,232</u>
------------------------------	--------------------

Balance at end of year	<u><u>\$ 541,647,052</u></u>
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See accompanying notes to financial statements

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 – PLAN DESCRIPTION:

The following description of Dassault Systemes Employee Savings Plan Plus (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

Dassault Systemes Employee Savings Plan Plus (the “Plan”) is a defined contribution plan established under Section 401(k) of the Internal Revenue Code, which covers eligible employees of Dassault Systemes of America, Corp. and its affiliates DS Enovia Corporation, DS Delmia, Corp., Spatial Corp., Dassault Systemes Services, LLC, DS Simulia Corp., Inceptra, LLC, who have completed 1,000 hours of service during a plan year or who were participants in the CADAM, Inc. Employee Savings Plan Plus on June 28, 1992. The Plan was adopted July 8, 1992, with an effective date of June 29, 1992. The Plan was established in conjunction with the acquisition of CADAM, Inc. and was designed to provide equivalent benefits to those under the savings plan maintained by CADAM.

CONTRIBUTIONS –

The Plan provides for both participant pre-tax and after tax contributions of up to 75% of compensation, as well as employer matching contributions. The matching contributions are in an amount equal to 50% of participant pre-tax elective deferrals of amounts up to 8% of eligible compensation. Employer contributions are to come solely from current and/or accumulated earnings and profits of the Company.

PARTICIPANT ACCOUNTS –

Each participant's account is credited with pre and after tax contributions, matching contributions and an allocation of Plan earnings. Allocations are based upon account balances, as defined. Upon termination of employment or attainment of age of 65, the benefit to which a participant is entitled is that which can be provided from the participant's account. Benefits are also provided upon death, disability or entry into the U.S. armed forces.

VESTING –

Participants are immediately vested with respect to employee contributions. Vesting of Employer matching contributions is based on a sliding scale beginning with 25% after two years of service and reaching 100% after five or more years of service.

PAYMENT OF BENEFITS –

Benefits are paid in a lump-sum amount equal to the value of the participant’s account as of the next subsequent valuation date. The Plan also provides for receiving benefit payments in installments of up to 240 months. If the account balance is greater than \$3,500 the participant has the option to defer payment until age 65.

PARTICIPANT ACCOUNT LOANS –

Participants may borrow amounts up to 50% of their vested account balances, not to exceed \$50,000. Interest on such loans is set at 2% above prime rate.

TERMINATION –

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES:

Assets, liabilities, revenues and expenses are recorded on the accrual basis of accounting. 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. Participant loans are stated at cost.

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.

PAYMENT OF BENEFITS –

Benefits are recorded when paid.

NOTE 3 – FAIR VALUE MEASUREMENTS:

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 include:
 - 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, 2014 and 2013:

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

Common/Collective Trusts: Valued based on the contractual terms of underlying GICs; provides a daily mil-rate for income accretion.

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

The following table presents the plan's assets at fair value as of December 31, 2014 and 2013, within the fair value hierarchy:

	December 31, 2014		December 31, 2013	
	(Level 1)	(Level 2)	(Level 1)	(Level 2)
Mutual Funds -				
Stock Investments -				
Large Cap	\$ 168,153,029	\$ -	\$ 145,594,071	\$ -
Mid Cap	63,675,369	-	55,335,048	-
Small Cap	44,855,700	-	40,679,971	-
International	46,359,995	-	49,212,793	-
Other	21,844,926	-	16,967,190	-
Blended Investments	102,060,976	-	67,503,059	-
Bond Investments -				
Income	53,008,298	-	46,649,023	-
Other	4,324,920	-	2,786,133	-
	<u>504,283,213</u>	<u>-</u>	<u>424,727,288</u>	<u>-</u>
Short Term Investments -				
Gov't Money Market Fund	<u>18,040,684</u>	<u>-</u>	<u>19,072,438</u>	<u>-</u>
Common/Collective Trusts -				
Stable Value Fund	-	14,999,799	-	11,463,094
Total assets at fair value	<u>\$ 522,323,897</u>	<u>\$ 14,999,799</u>	<u>\$ 443,799,726</u>	<u>\$ 11,463,094</u>

NOTE 4 – 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 the Trust is exempt from income tax under Section 501(a) of the Internal Revenue Code.

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, 2014, there are no uncertain positions taken or expected to be taken that would require provision for income taxes in the accompanying financial statements.

NOTE 5 – RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian of Plan assets and is also the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions that are exempt from the prohibited transactions rules. Fees paid by the Plan to Fidelity Management for recordkeeping services for the year ended December 31, 2014 amounted to \$24,791.

NOTE 6 – FORFEITURES:

Forfeitures of non-vested employer contributions are used to reduce the Company's contributions and plan expenses. . For the year ended December 31, 2014, forfeited non-vested funds totaling \$326,023 were used to reduce employer contributions.

NOTE 7 – INVESTMENTS:

The following table presents the fair value of investments. Investments that represent 5 percent or more of the plan's assets are separately identified.

	<u>2014</u>	<u>2013</u>
BlackRock US Opportunities Inst Fund	\$ *	\$ 27,438,836
Fidelity Advisor Strategic Income Fund	29,007,835	25,381,418
Fidelity New Insights Z	65,224,682	61,087,750
Spartan 500 Index Fund INST	77,682,775	63,333,449
Spartan Small Cap Index Fund	*	26,355,564
Spartan Mid Cap Index Fund INST	28,990,569	23,379,753
WFA Discovery R6	29,727,371	*
Other funds	306,690,464	228,286,050
	<u>\$ 537,323,696</u>	<u>\$ 455,262,820</u>

* Investment was less than 5% of Plan's assets.

During the 2014 fiscal year, the fair value of Plan investments, including investments bought, sold, and held during the year, appreciated (depreciated) as follows:

Mutual funds -	\$ 5,808,427
Stable value fund -	145,673
	<u>\$ 5,954,100</u>

NOTE 8 – INFORMATION CERTIFIED BY THE TRUSTEE:

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the Trustee of the plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statement of net assets available for benefits for pension benefits as of December 31, 2014 and 2013, and the supplemental Schedule H, line 4-Schedule of Assets (Held at End of Year) as of December 31, 2014; and the related investment activity reflected in the statement of changes in net assets available for pension benefits for the year ended December 31, 2014.

NOTE 9 – ADJUSTMENT TO CONTRACT VALUE FOR STABLE VALUE FUND:

As described in FASB ASC 946, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to full benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The stable value fund investment held by the Plan contains underlying investment contracts that are subject to the requirements of FASB ASC 946. As required by FASB ASC 946 the statements of net assets available for benefits presents the fair value of the stable value fund from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

NOTE 10 – RISKS AND UNCERTAINTIES:

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

NOTE 11 - RECONCILIATION TO FORM 5500:

The following is a reconciliation to Form 5500 of net assets available for benefits at December 31,

	2014	2013
Net assets available for benefits per the financial statements	\$ 14,780,534	\$ 11,244,904
Adjustment from contract value to fair value	219,245	218,190
Net assets available for benefits per Form 5500	<u>\$ 14,999,779</u>	<u>\$ 11,463,094</u>

The following is a reconciliation to Form 5500 of the changes in net assets available for benefits for the year ended December 31,

	2014	2013
Changes in net assets available for benefits per the financial statements excluding account transfers in	\$ 104,930,884	\$ 126,789,558
Change in adjustment to contract value from prior year to current year	1,055	(45,604)
Changes in net assets per Form 5500	<u>\$ 104,931,939</u>	<u>\$ 126,743,954</u>

NOTE 12 - SUBSEQUENT EVENTS:

Management has evaluated all activity of the Plan through October 7, 2015, 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 the financial statements.

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
PLAN YEAR ENDED DECEMBER 31, 2014

PLAN SPONSOR: DASSAULT SYSTEMES OF AMERICA, CORP.

PLAN NUMBER: 001

EIN: 51-0379588

IDENTITY OF ISSUE	DESCRIPTION OF INVESTMENT		CURRENT VALUE
Descriptions	Investment Type	Investment Group	Amount
ABF MID CAP VAL INST	MUTUAL FUND	MID CAP	\$ 4,957,429
TRP NEW HORIZONS	MUTUAL FUND	SMALL CAP	7,955,192
TRP RETIREMENT 2005	MUTUAL FUND	BLENDED	419,149
TRP RETIREMENT 2015	MUTUAL FUND	BLENDED	5,484,738
TRP RETIREMENT 2025	MUTUAL FUND	BLENDED	15,522,493
TRP RETIREMENT 2035	MUTUAL FUND	BLENDED	12,866,126
TRP RETIREMENT 2045	MUTUAL FUND	BLENDED	5,223,305
OPP DEVELOPING MKT Y	MUTUAL FUND	INTERNATIONAL	10,121,527
TRP RETIREMENT 2055	MUTUAL FUND	BLENDED	661,818
TRP RETIREMENT 2050	MUTUAL FUND	BLENDED	3,525,333
INVS SM CAP VAL Y	MUTUAL FUND	SMALL CAP	10,482,009
PIM REAL RETURN INST	MUTUAL FUND	BOND - OTHER	4,324,920
WFA DISCOVERY R6	MUTUAL FUND	MID CAP	29,727,371
TEMPLETON FOREIGN AD	MUTUAL FUND	INTERNATIONAL	5,268,440
TRP RETIRE BAL	MUTUAL FUND	BLENDED	1,361,621
ABF LG CAP VAL INST	MUTUAL FUND	LARGE CAP	25,245,571
FRANKLIN GROWTH ADV	MUTUAL FUND	MF - OTHER	21,844,926
FKLN INTL SMCPGR ADV	MUTUAL FUND	INTERNATIONAL	8,211,545
* FID STRATEGIC INCOME	MUTUAL FUND	BOND - INC	29,007,835
* FID RET GOVT MM	MUTUAL FUND	MMF - GOV	18,040,684
MIP CL 1	COMMON / COLLECTIVE TRUSTS		14,780,554
TRP RETIREMENT 2010	MUTUAL FUND	BLENDED	1,819,797
TRP RETIREMENT 2020	MUTUAL FUND	BLENDED	19,602,464
TRP RETIREMENT 2030	MUTUAL FUND	BLENDED	21,025,769
TRP RETIREMENT 2040	MUTUAL FUND	BLENDED	14,548,363
* SPTN US BOND IDX IS	MUTUAL FUND	BOND - INC	24,000,463
* SPTN 500 INDEX INST	MUTUAL FUND	LARGE CAP	77,682,775
* SPTN MID CAP IDX INS	MUTUAL FUND	MID CAP	28,990,569
* SPTN SM CAP IDX INS	MUTUAL FUND	SMALL CAP	26,418,500
* SPTN INTL INDEX INS	MUTUAL FUND	INTERNATIONAL	22,758,483
* FA NEW INSIGHTS Z	MUTUAL FUND	LARGE CAP	65,224,682
PARTICIPANT LOANS	LOANS RECEIVABLE		4,542,601
	VARIOUS INT RATES		
TOTAL			<u>\$ 541,647,052</u>

* Indicates party-in-interest to the Plan.

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

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4929 WILSHIRE BOULEVARD, SUITE 388
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TELEPHONE (323) 936-2777
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INDEPENDENT AUDITOR'S REPORT

To the Administrator of Dassault Systemes
Employee Savings Plan Plus
Woodland Hills, California

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Dassault Systemes Employee Savings Plan Plus, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits and the related notes to the financial statements for the year ended December 31, 2014, and the supplemental schedule of assets held at end of year.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material, misstatement whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, I do not express an opinion on these financial statements.

Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Steven Stroll, CPA
A Professional Corporation
Los Angeles, California
October 7, 2015

DASSAULT SYSTEMES

EMPLOYEE SAVINGS PLAN PLUS

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2014 AND 2013

Assets:

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	2014	2013
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DASSAULT SYSTEMES

EMPLOYEE SAVINGS PLAN PLUS

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2014

Additions to Plan:

Contributions

Employer contributions	\$ 11,719,102
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Net assets available for benefits:

Balance at beginning of year	<u>458,971,232</u>
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Balance at end of year	<u>\$ 541,647,052</u>
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See accompanying notes to financial statements

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 – PLAN DESCRIPTION:

The following description of Dassault Systemes Employee Savings Plan Plus (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

Dassault Systemes Employee Savings Plan Plus (the “Plan”) is a defined contribution plan established under Section 401(k) of the Internal Revenue Code, which covers eligible employees of Dassault Systemes of America, Corp. and its affiliates DS Enovia Corporation, DS Delmia, Corp., Spatial Corp., Dassault Systemes Services, LLC, DS Simulia Corp., Inceptra, LLC, who have completed 1,000 hours of service during a plan year or who were participants in the CADAM, Inc. Employee Savings Plan Plus on June 28, 1992. The Plan was adopted July 8, 1992, with an effective date of June 29, 1992. The Plan was established in conjunction with the acquisition of CADAM, Inc. and was designed to provide equivalent benefits to those under the savings plan maintained by CADAM.

CONTRIBUTIONS –

The Plan provides for both participant pre-tax and after tax contributions of up to 75% of compensation, as well as employer matching contributions. The matching contributions are in an amount equal to 50% of participant pre-tax elective deferrals of amounts up to 8% of eligible compensation. Employer contributions are to come solely from current and/or accumulated earnings and profits of the Company.

PARTICIPANT ACCOUNTS –

Each participant's account is credited with pre and after tax contributions, matching contributions and an allocation of Plan earnings. Allocations are based upon account balances, as defined. Upon termination of employment or attainment of age of 65, the benefit to which a participant is entitled is that which can be provided from the participant's account. Benefits are also provided upon death, disability or entry into the U.S. armed forces.

VESTING –

Participants are immediately vested with respect to employee contributions. Vesting of Employer matching contributions is based on a sliding scale beginning with 25% after two years of service and reaching 100% after five or more years of service.

PAYMENT OF BENEFITS –

Benefits are paid in a lump-sum amount equal to the value of the participant’s account as of the next subsequent valuation date. The Plan also provides for receiving benefit payments in installments of up to 240 months. If the account balance is greater than \$3,500 the participant has the option to defer payment until age 65.

PARTICIPANT ACCOUNT LOANS –

Participants may borrow amounts up to 50% of their vested account balances, not to exceed \$50,000. Interest on such loans is set at 2% above prime rate.

TERMINATION –

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES:

Assets, liabilities, revenues and expenses are recorded on the accrual basis of accounting. 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. Participant loans are stated at cost.

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.

PAYMENT OF BENEFITS –

Benefits are recorded when paid.

NOTE 3 – FAIR VALUE MEASUREMENTS:

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 include:
 - 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, 2014 and 2013:

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

Common/Collective Trusts: Valued based on the contractual terms of underlying GICs; provides a daily mil-rate for income accretion.

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

The following table presents the plan's assets at fair value as of December 31, 2014 and 2013, within the fair value hierarchy:

	December 31, 2014		December 31, 2013	
	(Level 1)	(Level 2)	(Level 1)	(Level 2)
Mutual Funds -				
Stock Investments -				
Large Cap	\$ 168,153,029	\$ -	\$ 145,594,071	\$ -
Mid Cap	63,675,369	-	55,335,048	-
Small Cap	44,855,700	-	40,679,971	-
International	46,359,995	-	49,212,793	-
Other	21,844,926	-	16,967,190	-
Blended Investments	102,060,976	-	67,503,059	-
Bond Investments -				
Income	53,008,298	-	46,649,023	-
Other	4,324,920	-	2,786,133	-
	<u>504,283,213</u>	<u>-</u>	<u>424,727,288</u>	<u>-</u>
Short Term Investments -				
Gov't Money Market Fund	<u>18,040,684</u>	<u>-</u>	<u>19,072,438</u>	<u>-</u>
Common/Collective Trusts -				
Stable Value Fund	-	14,999,799	-	11,463,094
Total assets at fair value	<u>\$ 522,323,897</u>	<u>\$ 14,999,799</u>	<u>\$ 443,799,726</u>	<u>\$ 11,463,094</u>

NOTE 4 – 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 the Trust is exempt from income tax under Section 501(a) of the Internal Revenue Code.

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, 2014, there are no uncertain positions taken or expected to be taken that would require provision for income taxes in the accompanying financial statements.

NOTE 5 – RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian of Plan assets and is also the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions that are exempt from the prohibited transactions rules. Fees paid by the Plan to Fidelity Management for recordkeeping services for the year ended December 31, 2014 amounted to \$24,791.

NOTE 6 – FORFEITURES:

Forfeitures of non-vested employer contributions are used to reduce the Company's contributions and plan expenses. . For the year ended December 31, 2014, forfeited non-vested funds totaling \$326,023 were used to reduce employer contributions.

NOTE 7 – INVESTMENTS:

The following table presents the fair value of investments. Investments that represent 5 percent or more of the plan's assets are separately identified.

	<u>2014</u>	<u>2013</u>
BlackRock US Opportunities Inst Fund	\$ *	\$ 27,438,836
Fidelity Advisor Strategic Income Fund	29,007,835	25,381,418
Fidelity New Insights Z	65,224,682	61,087,750
Spartan 500 Index Fund INST	77,682,775	63,333,449
Spartan Small Cap Index Fund	*	26,355,564
Spartan Mid Cap Index Fund INST	28,990,569	23,379,753
WFA Discovery R6	29,727,371	*
Other funds	306,690,464	228,286,050
	<u>\$ 537,323,696</u>	<u>\$ 455,262,820</u>

* Investment was less than 5% of Plan's assets.

During the 2014 fiscal year, the fair value of Plan investments, including investments bought, sold, and held during the year, appreciated (depreciated) as follows:

Mutual funds -	\$ 5,808,427
Stable value fund -	145,673
	<u>\$ 5,954,100</u>

NOTE 8 – INFORMATION CERTIFIED BY THE TRUSTEE:

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the Trustee of the plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statement of net assets available for benefits for pension benefits as of December 31, 2014 and 2013, and the supplemental Schedule H, line 4-Schedule of Assets (Held at End of Year) as of December 31, 2014; and the related investment activity reflected in the statement of changes in net assets available for pension benefits for the year ended December 31, 2014.

NOTE 9 – ADJUSTMENT TO CONTRACT VALUE FOR STABLE VALUE FUND:

As described in FASB ASC 946, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to full benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The stable value fund investment held by the Plan contains underlying investment contracts that are subject to the requirements of FASB ASC 946. As required by FASB ASC 946 the statements of net assets available for benefits presents the fair value of the stable value fund from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

NOTE 10 – RISKS AND UNCERTAINTIES:

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

NOTE 11 - RECONCILIATION TO FORM 5500:

The following is a reconciliation to Form 5500 of net assets available for benefits at December 31,

	2014	2013
Net assets available for benefits per the financial statements	\$ 14,780,534	\$ 11,244,904
Adjustment from contract value to fair value	219,245	218,190
Net assets available for benefits per Form 5500	<u>\$ 14,999,779</u>	<u>\$ 11,463,094</u>

The following is a reconciliation to Form 5500 of the changes in net assets available for benefits for the year ended December 31,

	2014	2013
Changes in net assets available for benefits per the financial statements excluding account transfers in	\$ 104,930,884	\$ 126,789,558
Change in adjustment to contract value from prior year to current year	1,055	(45,604)
Changes in net assets per Form 5500	<u>\$ 104,931,939</u>	<u>\$ 126,743,954</u>

NOTE 12 - SUBSEQUENT EVENTS:

Management has evaluated all activity of the Plan through October 7, 2015, 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 the financial statements.

DASSAULT SYSTEMES
EMPLOYEE SAVINGS PLAN PLUS
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
PLAN YEAR ENDED DECEMBER 31, 2014

PLAN SPONSOR: DASSAULT SYSTEMES OF AMERICA, CORP.

PLAN NUMBER: 001

EIN: 51-0379588

IDENTITY OF ISSUE	DESCRIPTION OF INVESTMENT		CURRENT VALUE
Descriptions	Investment Type	Investment Group	Amount
ABF MID CAP VAL INST	MUTUAL FUND	MID CAP	\$ 4,957,429
TRP NEW HORIZONS	MUTUAL FUND	SMALL CAP	7,955,192
TRP RETIREMENT 2005	MUTUAL FUND	BLENDED	419,149
TRP RETIREMENT 2015	MUTUAL FUND	BLENDED	5,484,738
TRP RETIREMENT 2025	MUTUAL FUND	BLENDED	15,522,493
TRP RETIREMENT 2035	MUTUAL FUND	BLENDED	12,866,126
TRP RETIREMENT 2045	MUTUAL FUND	BLENDED	5,223,305
OPP DEVELOPING MKT Y	MUTUAL FUND	INTERNATIONAL	10,121,527
TRP RETIREMENT 2055	MUTUAL FUND	BLENDED	661,818
TRP RETIREMENT 2050	MUTUAL FUND	BLENDED	3,525,333
INVS SM CAP VAL Y	MUTUAL FUND	SMALL CAP	10,482,009
PIM REAL RETURN INST	MUTUAL FUND	BOND - OTHER	4,324,920
WFA DISCOVERY R6	MUTUAL FUND	MID CAP	29,727,371
TEMPLETON FOREIGN AD	MUTUAL FUND	INTERNATIONAL	5,268,440
TRP RETIRE BAL	MUTUAL FUND	BLENDED	1,361,621
ABF LG CAP VAL INST	MUTUAL FUND	LARGE CAP	25,245,571
FRANKLIN GROWTH ADV	MUTUAL FUND	MF - OTHER	21,844,926
FKLN INTL SMCPGR ADV	MUTUAL FUND	INTERNATIONAL	8,211,545
* FID STRATEGIC INCOME	MUTUAL FUND	BOND - INC	29,007,835
* FID RET GOVT MM	MUTUAL FUND	MMF - GOV	18,040,684
MIP CL 1	COMMON / COLLECTIVE TRUSTS		14,780,554
TRP RETIREMENT 2010	MUTUAL FUND	BLENDED	1,819,797
TRP RETIREMENT 2020	MUTUAL FUND	BLENDED	19,602,464
TRP RETIREMENT 2030	MUTUAL FUND	BLENDED	21,025,769
TRP RETIREMENT 2040	MUTUAL FUND	BLENDED	14,548,363
* SPTN US BOND IDX IS	MUTUAL FUND	BOND - INC	24,000,463
* SPTN 500 INDEX INST	MUTUAL FUND	LARGE CAP	77,682,775
* SPTN MID CAP IDX INS	MUTUAL FUND	MID CAP	28,990,569
* SPTN SM CAP IDX INS	MUTUAL FUND	SMALL CAP	26,418,500
* SPTN INTL INDEX INS	MUTUAL FUND	INTERNATIONAL	22,758,483
* FA NEW INSIGHTS Z	MUTUAL FUND	LARGE CAP	65,224,682
PARTICIPANT LOANS	LOANS RECEIVABLE		4,542,601
	VARIOUS INT RATES		
TOTAL			<u>\$ 541,647,052</u>

* Indicates party-in-interest to the Plan.