

DASSAULT SYSTEMES SA  
Form SC 13G/A  
February 09, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1) (1)

MSC.SOFTWARE CORPORATION

-----  
(Name of Issuer)

Common Stock, \$.01 par value

-----  
(Title of Class of Securities)

553531104

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
(1) The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter disclosures provided in a prior cover page. The information required on  
the remainder of this cover page shall not be deemed to be "filed" for the  
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise  
subject to the liabilities of that section of the Act but shall be subject to  
all other provisions of the Act.

CUSIP No. 553531104

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1. NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dassault Systemes S.A.

2. CHECK THE APPROPRIATE BOX IF (a) [ ]  
A MEMBER OF A GROUP (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 5. SOLE VOTING POWER  
SHARES

-0-

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-

12. TYPE OF REPORTING PERSON

CO

-2-

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dassault Systemes Corp.

2. CHECK THE APPROPRIATE BOX IF (a) [ ]  
A MEMBER OF A GROUP (b) [ ]

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-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER	-0-
6. SHARED VOTING POWER	-0-
7. SOLE DISPOSITIVE POWER	-0-
8. SHARED DISPOSITIVE POWER	-0-

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----  
-0-  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
-----  
[ ]  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
-----  
-0-  
-----

12. TYPE OF REPORTING PERSON  
-----  
CO  
-----

-3-

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dassault Systemes Americas Corp.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
-0-

-----

6. SHARED VOTING POWER  
-0-

-----

7. SOLE DISPOSITIVE POWER  
-0-

-----

8. SHARED DISPOSITIVE POWER  
-0-

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-

-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ]

-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
-0-

-----

12. TYPE OF REPORTING PERSON  
CO

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Amendment No. 1 to Schedule 13G (Final Amendment)  
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Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on July 30, 2001 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended as follows:

ITEM 1(b) - ADDRESS OF ISSUER'S PRINCIPAL OFFICES:

The Issuer's principal executive office is located 2 MacArthur Place, Santa Ana, California 92707.

ITEM 2 - PERSONS FILING:

Effective December 31, 2005, Dassault Systemes of America Corp., which was a wholly-owned subsidiary of Dassault Systemes Corp., merged with Enovia Corp., another wholly-owned subsidiary of Dassault Systemes Corp., and the combined company changed its name to Dassault Systemes Americas Corp., a Delaware

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corporation.

ITEM 4 -

OWNERSHIP:

(a) Amount Beneficially Owned:

-0-

(b) Percent of Class:

-0-

(c) Number of shares as to which the Reporting Persons have:

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

-0-

(iv) shared power to dispose or to direct the disposition of:

-0-

ITEM 5 -

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: [X]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DASSAULT SYSTEMES S.A.

By /s/ Thibault de Tersant

-----  
Name: Thibault de Tersant

Title: Executive Vice President

DASSAULT SYSTEMES CORP.

By /s/ Thibault de Tersant

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Name: Thibault de Tersant

Title: Secretary

DASSAULT SYSTEMES AMERICAS CORP.

By /s/ Joel Lemke

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Name: Joel Lemke

Title: Chief Executive Officer

Dated: February 8, 2006

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