

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2009-01-26**  
SEC Accession No. **0000906304-09-000170**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **MSC SOFTWARE CORP**

CIK: **717238** | IRS No.: **952239450** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-34721** | Film No.: **09545356**  
SIC: **7372** Prepackaged software

Mailing Address	Business Address
815 COLORADO BOULEVARD LOS ANGELES CA 90041	815 COLORADO BLVD LOS ANGELES CA 90041 3232589111

### FILED BY

#### **ROYCE & ASSOCIATES LLC**

CIK: **906304** | IRS No.: **522343049** | State of Incorporation: **DE** | Fiscal Year End: **0331**  
Type: **SC 13G/A**

Mailing Address	Business Address
1414 AVE OF THE AMERICAS NEW YORK NY 10019	1414 AVE OF AMERICA NEW YORK NY 10019 2124861495

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

Information statement pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934  
(Amendment No.8)

MSC.Software Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

553531104  
(CUSIP Number)

Date of Event Which Requires Filing of this Statement: December 31, 2008

\*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 553531104 13G

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Royce & Associates, LLC 52-2343049

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER

SHARES 5,458,800

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 5,458,800

PERSON 8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON 5,458,800  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES [ ]  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
12.05%  
12 TYPE OF REPORTING PERSON  
IA

CUSIP No. 553531104 13G

Item 1(a) Name of Issuer:  
MSC.Software Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:  
Chief Financial Officer  
815 Colorado Boulevard  
Los Angeles, CA 90041

Item 2(a) Name of Persons Filing:  
Royce & Associates, LLC

Item 2(b) Address of Principal Business Office, or, if None, Residence:  
1414 Avenue of the Americas, New York, NY 10019

Item 2(c) Citizenship:  
New York Corporation

Item 2(d) Title of Class of Securities:  
Common Stock

Item 2(e) CUSIP Number:  
553531104

Item 3 If this statement is filed pursuant to rules 13d-1(b), or 13d-  
2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under Section 15 of the Act
- (b)  Bank as defined in Section 3(a)(6) of the Act
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act
- (d)  Investment Company registered under Section 8 of  
the Investment Company Act
- (e)  Investment Adviser registered under Section 203 of  
the Investment Advisers Act of 1940
- (f)  Employee Benefit Plan, Pension Fund which is  
subject to the provisions of the Employee  
Retirement Income Security Act of 1974 or Endowment Fund
- (g)  Parent Holding Company, in accordance with Rule 13d-1 (b) (ii) (G)
- (h)  Group

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Item 4 Ownership

(a) Amount Beneficially Owned:  
5,458,800

(b) Percent of Class:  
12.05%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote  
5,458,800

(ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition  
of 5,458,800

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

Item 5 Ownership of Five Percent or Less of a Class. [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another Person .  
NOT APPLICABLE

Item 7 Identification and Classification of the Subsidiary Which Acquired  
The Security Being Reported on by the Parent Holding  
Company.

NOT APPLICABLE

Item 8 Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9 Notice of Dissolution of Group.

NOT APPLICABLE

CUSIP No. 553531104 13G

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief,  
the securities referred to above were acquired and are held in the ordinary  
course of business and were not acquired and are not held for the purpose of  
or with the effect of changing or influencing the control of the issuer of  
the securities and were not acquired and are not held in connection with  
or as a participant in any transaction having that purpose or effect.

Signature

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

Date: January 26, 2009

By: Daniel A. O'Byrne, Vice President

