

SECURITIES AND EXCHANGE COMMISSION

FORM 3

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REPORTING OWNER

Hoffmann Michael

CIK: **1290428**

Type: **3** | Act: **34** | File No.: **001-08722** | Film No.: **04817228**

Mailing Address

*2 MACARTHUR BOULEVARD
SANTA ANA CA 92707*

Business Address

714 444-8638

ISSUER

MSC SOFTWARE CORP

CIK: **717238** | IRS No.: **952239450** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **7372** Prepackaged software

Mailing Address

*815 COLORADO BOULEVARD
LOS ANGELES CA 90041*

Business Address

*815 COLORADO BLVD
LOS ANGELES CA 90041
3232589111*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Hoffmann Michael</u> (Last) (First) (Middle) 2 MACARTHUR PLACE (Street) SANTA ANA, CA (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/12/2004	3. Issuer Name and Ticker or Trading Symbol <u>MSC SOFTWARE CORP [MNS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer (give title below) ___ Other (specify below) Vice President	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	305	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock	12/10/2004	12/10/2014	Common Stock	20,000 ⁽¹⁾	\$8.88	D	
Common Stock	08/06/2004	08/06/2014	Common Stock	6,000 ⁽²⁾	\$7.45	D	
Common Stock	05/14/2004	05/14/2014	Common Stock	15,000 ⁽³⁾	\$6.77	D	
Common Stock	05/09/2003	05/09/2013	Common Stock	30,000 ⁽⁴⁾	\$11.4	D	

Explanation of Responses:

- Discretionary grant to employee of nonqualified option (4 year vesting) to buy common stock under issuer's 2001 Stock Option Plan.
- Discretionary grant to employee of nonqualified option (3 year vesting) to buy common stock under issuer's 2001 Stock Option Plan.
- Discretionary grant to employee of nonqualified option (4 year vesting) to buy common stock under issuer's 2001 Stock Option Plan.
- Discretionary grant to employee of nonqualified option (4 year vesting) to buy common stock under issuer's 2001 Stock Option Plan.

Signatures

Margaret Williams, Power of Attorney for Michael Hoffmann

05/18/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Louis Greco and Margaret Williams signing singly, the undersigned's true and lawful attorney-in-fact to:

1. prepare, sign, acknowledge, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MSC.Software Corporation (the "Company"), Forms 3, 4, and 5 and any amendments thereof in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules there under, with respect to securities or contracts of (or with respect to) the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit my filing via EDGAR;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
3. seek or obtain, as my representative and on my behalf, information concerning transactions in or with respect to the Company's securities from any third party, including brokers, employee benefit plans administrators and trustees, knowing that I hereby authorize any such person to release any such information to the attorney-in-fact and approve any such release of information; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the

undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or any liability I may have with respect to transactions reported or reportable there under. This Power of Attorney shall remain in full force and effect until the earlier of (a) ten years from the date of this Power of Agreement or (b) the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14 day of May , 2004.

____/MICHAEL HOFFMANN/_____

Signature

__Michael Hoffmann_____

Print Name