

DASSAULT SYSTEMES SA
Form 6-K
June 10, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated June 10, 2008

Commission File No. 0-28578

DASSAULT SYSTEMES S.A.
(Name of Registrant)

9, Quai Marcel Dassault, B.P. 310, 92156 Suresnes Cedex, France
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

ENCLOSURES:

Dassault Systemes S.A. is furnishing under cover of Form 6-K a press release dated June 10, 2008, reporting the number of voting rights and shares comprising its share capital as of May 30, 2008.

Declaration of the number of outstanding shares and voting rights as
of May 30, 2008

Paris, France, June 10, 2008 - Dassault Systèmes (DS) (Nasdaq: DASTY; Euronext Paris: #13065, DSY.PA) reported today the total number of its outstanding shares and voting rights, according to articles 223-16 and 221-3 of the General Regulation of the Autorité des Marchés Financiers as of May 30, 2008.

Number of Outstanding Shares: 118,299,035

Number of Voting Rights: 137,638,409*

* The total number of voting rights was calculated on the basis of the total number of outstanding shares, even if the voting rights attached thereto are suspended, pursuant to Article 223-11 of the General Regulation of the Autorité des Marchés Financiers relating to the method for calculating the percentages of holdings in shares and in voting rights. We invite our shareholders to refer to such article should they need to declare acquisitions or dispositions of shares that cross specific thresholds.

This information is also published on Dassault Systèmes' website: www.3ds.com.

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About Dassault Systèmes:

As a world leader in 3D and Product Lifecycle Management (PLM) solutions, Dassault Systèmes brings value to more than 100,000 customers in 80 countries. A pioneer in the 3D software market since 1981, Dassault Systèmes develops and markets PLM application software and services that support industrial processes and provide a 3D vision of the entire lifecycle of products from conception to maintenance. The Dassault Systèmes portfolio consists of CATIA for designing the virtual product - SolidWorks for 3D mechanical design - DELMIA for virtual production - SIMULIA for virtual testing - ENOVIA for global collaborative lifecycle management, and 3DVIA for online 3D lifelike experiences. Dassault Systèmes is listed on the Nasdaq (DASTY) and Euronext Paris (#13065, DSY.PA) stock exchanges. For more information, visit <http://www.3ds.com> CATIA, DELMIA, ENOVIA, SIMULIA, SolidWorks and 3D VIA are registered trademarks of Dassault Systèmes or its subsidiaries in the US and/or other countries.

CONTACTS:

Dassault Systèmes:

Valérie Agathon/Béatrix Martinez

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DASSAULT SYSTEMES S.A.

Date: June 10, 2008

By: /s/ Thibault de Tersant
Name: Thibault de Tersant
Title: Senior EVP and Chief
Financial Officer

e="border-top: 1px solid #000000">(1) 4,707,955(2)(3) 4,707,955(2)(3) 5,526,749(1)(2)(3) 8.9%
Mark T. Hammond Trust
0 0 4,707,955 4,707,955 4,707,955 7.7%

(1) Includes options to purchase 818,794 shares exercisable within 60 days of December 31, 2004.

(2) Excludes 70,241 shares (which includes options to purchase 16,386 shares exercisable within 60 days of December 31, 2004) owned solely by Mark T. Hammond's wife, Kirstin A. Hammond, and as to which Mark T. Hammond disclaims beneficial ownership pursuant to Rule 13d-4.

(3) Includes 4,707,955 shares held by the Trust of which Mark T. Hammond is the sole trustee.

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

Not applicable.

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.

Item 10 Certification.

Not applicable.

CUSIP NO. 337930 10 1
SIGNATURE:

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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.

Dated: February 14, 2005

/s/ Mark T. Hammond

Mark T. Hammond, individually, and as
trustee of Mark T. Hammond Trust

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledges and agrees that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledges that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated as of February 14, 2005

/s/ Mark T. Hammond

Mark T. Hammond, individually, and as
trustee of Mark T. Hammond Trust