

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 29, 2021

**ASPEN TECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34630**  
(Commission  
File Number)

**04-2739697**  
(IRS Employer  
Identification No.)

**20 Crosby Drive,**  
(Address of principal executive offices)

**Bedford, MA**

**01730**  
(Zip Code)

Registrant's telephone number, including area code: **(781) 221-6400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u>               | <u>Trading Symbol</u> | <u>Name of Each Exchange on Which Registered</u> |
|--|-----------------------|--|
| Common stock, \$0.10 par value per share | AZPN                  | NASDAQ Global Select Market                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At our Annual Meeting of Stockholders on January 29, 2021, three proposals were presented to stockholders:

1. Election of three Class III directors to serve until the 2023 Annual Meeting of Stockholders;
2. Ratification of appointment of KPMG LLP as our independent registered public accounting firm; and
3. Approval, on an advisory basis, of the compensation of our named executive officers as identified in the proxy statement for the annual meeting.

The votes with respect to the proposals are set forth below.

1. Election of three Class III directors to serve until the 2023 Annual Meeting of Stockholders.

| <b>Nominee</b>      | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|------------|-----------------|-------------------------|
| Thomas M. Bradicich | 60,394,697 | 1,580,608       | 1,669,834               |
| Adriana Karaboutis  | 59,820,384 | 2,154,921       | 1,669,834               |
| Georgia Keresty     | 60,435,290 | 1,540,015       | 1,669,834               |

2. Ratification of appointment of KPMG LLP as our independent registered public accounting firm.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 63,360,668 | 278,208        | 6,263          | —                       |

3. Approval, on an advisory basis, of the compensation of our named executive officers as identified in the proxy statement for the annual meeting.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 56,585,191 | 5,374,065      | 16,049         | 1,669,834               |

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**SIGNATURE**

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 hereunto duly authorized.

**ASPEN TECHNOLOGY, INC.**

Date: February 1, 2021

By: /s/ Frederic G. Hammond  
Frederic G. Hammond  
Senior Vice President, General Counsel and Secretary