

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): October 2, 1998

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ASPEN TECHNOLOGY, INC.

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(Exact name of registrant as specified in its charter)

DELAWARE

0-24786

04-2739697

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(State or other jurisdiction  
of incorporation)

(Commission  
file number)

(IRS employer  
identification no.)

TEN CANAL PARK, CAMBRIDGE, MASSACHUSETTS

02141

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(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (617) 949-1000

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NOT APPLICABLE

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(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On October 2 and October 5, 1998, Aspen Technology, Inc. issued two press releases containing certain information regarding Aspen Technology's fiscal 1999 first quarter results.

Copies of the press releases are filed as Exhibits 99.1 and 99.2 to this Current Report and are incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Business Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

| Exhibit<br>Number<br>----- | Description<br>-----                                            |
|----------------------------|-----------------------------------------------------------------|
| 99.1                       | Press release of Aspen Technology, Inc. issued October 2, 1998. |
| 99.2                       | Press release of Aspen Technology, Inc. issued October 5, 1998. |

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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 hereunto duly authorized.

ASPEN TECHNOLOGY, INC.

Date: October 5, 1998

By: /s/ Lisa W. Zappala

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Lisa W. Zappala  
Chief Financial Officer

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#### EXHIBIT INDEX

| Exhibit<br>Number<br>- - - - - | Description<br>- - - - -                                          | Page Number in<br>Sequentially<br>Numbered Copy<br>----- |
|--------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 99.1                           | Press release of Aspen Technology, Inc. issued<br>October 2, 1998 | 1                                                        |
| 99.2                           | Press release of Aspen Technology, Inc. issued<br>October 5, 1998 | 2                                                        |

ASPEN TECHNOLOGY TO ANNOUNCE  
PRELIMINARY RESULTS

CAMBRIDGE, Mass. - October 2, 1998 - Aspen Technology, Inc. (NASDAQ: AZPN) today announced that the company has requested NASDAQ to suspend trading pending a release prior to opening of trading on Monday. The release will be on preliminary results for the first quarter of fiscal 1999, which suggest an unexpected shortfall in revenue and earnings.

This press release contains forward-looking statements that involve a number of risks and uncertainties. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include the risks set forth under the caption "Risk Factors" in Aspen Technology's Current Report on Form 10-K filed on September 28, 1998, which factors are incorporated herein by reference.

ABOUT ASPENTECH

Aspen Technology, Inc., is a leading supplier of software and services for the analysis, design and automation of process manufacturing plants in industries such as chemical, petroleum, pharmaceuticals, electric power, pulp and paper, and metals. Process manufacturers use AspenTech's solutions to improve the way they design, operate and manage their plants. These solutions enable customers to reduce their raw material, energy, and capital expenses, meet environmental and safety regulations, improve product quality, and shorten the time required to get new production processes on stream. AspenTech is headquartered in Cambridge, Massachusetts, with offices in 21 countries worldwide. AspenTech, Plantelligence, True Potential and the AspenTech logo are USPTO registered trademarks of Aspen Technology, Inc.

ASPEN TECHNOLOGY, INC. FISCAL 1999  
FIRST QUARTER RESULTS BELOW PLAN

CAMBRIDGE, Mass.--October 5, 1998--Aspen Technologies, Inc. (NASDAQ:AZPN) announced today that revenue and earnings for its first fiscal quarter ended September 30, 1998 are expected to be below plan. Based on preliminary results, first quarter total revenues are estimated at approximately \$46 million, and a loss per share of approximately \$0.26.

Given the magnitude of the first quarter revenue shortfall the company is in the process of reassessing its business prospects for the remainder of the fiscal year. The company currently believes that revenue and earnings will be significantly reduced from previously anticipated levels. First quarter results will be released October 28, 1998.

This press release contains forward-looking statements that involve a number of risks and uncertainties. Because the financial accounts of the company have not been finalized for the quarter, these estimates are necessarily preliminary and are therefore subject to change. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include the risks set forth under the caption "Risk Factors" in Aspen Technology's Current Report on Form 10-K filed on September 28, 1998, which factors are incorporated herein by reference.

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