

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 4, 1999

Registration No. 333-63483

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ASPEN TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

04-2739697  
(I.R.S. employer  
identification number)

TEN CANAL PARK  
CAMBRIDGE, MASSACHUSETTS 02141  
(617) 949-1000  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

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LAWRENCE B. EVANS  
Chairman of the Board and Chief Executive Officer  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141  
(617) 949-1000  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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Copies to:

STEPHEN J. DOYLE, ESQ.  
Vice President, General Counsel,  
Chief Legal Officer and Secretary  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141

MARK L. JOHNSON, ESQ.  
FOLEY, HOAG & ELIOT LLP  
One Post Office Square  
Boston, Massachusetts 02109

The Registrant hereby withdraws from registration all of those shares of  
its common stock, \$.10 par value per share, registered pursuant to its  
Registration Statement on Form S-3 (registration number 333-63483) and not sold  
as of the time of filing of this Post-Effective Amendment No. 1.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Massachusetts, as of February 4, 1999.

ASPEN TECHNOLOGY, INC.

By: /s/ Lawrence B. Evans

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Lawrence B. Evans  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated as of February 4, 1999.

SIGNATURE -----	TITLE -----
/s/ LAWRENCE B. EVANS ----- Lawrence B. Evans	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
* ----- Lisa W. Zappala	Chief Financial Officer (Principal Financial and Accounting Officer)
* ----- Joseph F. Boston	Director
* ----- Gresham T. Brebach, Jr.	Director
* ----- Douglas R. Brown	Director
* ----- Joan C. McArdle	Director
* ----- Alison Ross	Director
*By /s/ LAWRENCE B. EVANS ----- Lawrence B. Evans Attorney-in-fact	