

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): July 27, 1998

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

0-24786

04-2739697

(State or other jurisdiction
of incorporation)

(Commission
file number)

(IRS employer
identification no.)

TEN CANAL PARK, CAMBRIDGE, MASSACHUSETTS

02141

(Address of principal executive offices)

(Zip code)

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

NOT APPLICABLE

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

ITEM 5. OTHER EVENTS.

On July 27, 1998, Aspen Technology, Inc. issued a press release containing certain financial information for the three months ended June 30, 1998. A copy of the July 27, 1998 press release is filed as Exhibit 99.1 to this Current Report and is 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
Number

Description

99.1 Press release of Aspen Technology, Inc. issued July 27, 1998.

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: July 28, 1998

By: /s/ Mary A. Palermo

Mary A. Palermo
Executive Vice President, Finance and
Chief Financial Officer

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EXHIBIT INDEX

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99.1	Press release of Aspen Technology, Inc. issued July 27, 1998	

ASPEN TECHNOLOGY ANNOUNCES PRELIMINARY
FOURTH QUARTER FISCAL 1998 RESULTS

CAMBRIDGE, Mass. - July 27, 1998 - Aspen Technology, Inc. (NASDAQ: AZPN), the leading provider of Smart Manufacturing software and services for the process industries, today announced preliminary financial results for the fourth quarter of fiscal year 1998.

Total revenues are expected to exceed \$74 million, which would represent a growth rate in excess of 30% compared with the fourth quarter of fiscal 1997. License revenue is expected to exceed \$43 million, which would represent growth in excess of 35%, year-over-year. Net income is expected to be approximately \$8 million, or \$0.30 per share, excluding one-time acquisition-related charges.

"Revenue growth overall was solid during the fourth quarter, particularly on the license side," observed Larry Evans, Chairman and Chief Executive Officer.

"However, services revenue growth was a bit slower than we'd hoped, and expenses were higher throughout the organization. This combination put pressure on our profitability. To address these issues, we plan to implement programs focused on the productivity of our project services and on improved expense management. Notwithstanding these execution challenges, we believe that fourth quarter license revenue growth is good evidence of the attractive market opportunity and our leadership position."

AspenTech will announce final fourth quarter and audited fiscal 1998 results on August 11, 1998.

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 8-K filed on June 3, 1998, which factors are incorporated herein by reference.

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.