

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A/A

AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ASPEN TECHNOLOGY, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

04-2739697

-----  
(State of incorporation or organization) (I.R.S. employer identification no.)

TEN CANAL PARK, CAMBRIDGE, MASSACHUSETTS

02141

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(Address of principal executive offices) (Zip code)

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(b) of the  
Exchange Act and is effective pursuant  
to General Instruction A.(c), check  
the following box. [ ]

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(g) of the  
Exchange Act and is effective pursuant  
to General Instruction A.(d), check  
the following box. [X]

Securities Act registration statement number to which  
this form relates: \_\_\_\_\_ (If applicable)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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NONE.

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

COMMON STOCK, \$.10 PAR VALUE PER SHARE

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(Title of Class)

The undersigned registrant hereby amends the following items, exhibits  
and portions of its registration statement on Form 8-A (dated as of  
September 13, 1994) as set forth in the pages attached hereto:

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On March 12, 1998, Aspen Technology, Inc., a Massachusetts corporation  
("Aspen Massachusetts"), changed its state of incorporation by merging with and  
into Aspen Technology, Inc., a Delaware corporation and wholly owned subsidiary  
of Aspen Massachusetts (the "Company"). The Company's authorized capital stock  
consists of 40,000,000 shares of Common Stock, \$.10 par value per share, and  
10,000,000 shares of Preferred Stock, \$.10 par value per share.

COMMON STOCK

Holders of Common Stock are entitled to one vote per share for each  
share held of record on all matters submitted to a vote of stockholders and do  
not have cumulative voting rights. Holders of a plurality of the shares of

Common Stock entitled to vote in any election of Directors may elect all of the Directors in the class standing for election. Subject to preferential dividend rights with respect to any outstanding Preferred Stock, holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor. Upon liquidation, dissolution or winding up of the Company, holders of Common Stock are entitled to share ratably in the assets of the Company legally available for distribution to the holders of Common Stock, subject to any prior rights of any outstanding Preferred Stock. Holders of Common Stock have no cumulative voting rights nor any preemptive, subscription, redemption or conversion rights. All outstanding shares of Common Stock are validly issued, fully paid and non-assessable. The rights, preferences and privileges of holders of Common Stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of Preferred Stock which the Company may designate and issue in the future.

#### PREFERRED STOCK

The Board of Directors is authorized, subject to any limitations prescribed by law, without further stockholder approval, to issue from time to time up to an aggregate of 10,000,000 shares of Preferred Stock in one or more series. Each such series of Preferred Stock shall have such number of shares, designations, preferences, voting powers, qualifications and special or relative rights or privileges, which may include, among others, dividend rights, voting rights, redemption and sinking fund provisions, liquidation preferences and conversion rights, as shall be determined by the Board of Directors in a resolution or resolutions providing for the issuance of such series. Any such series of Preferred Stock, if so determined by the Board of Directors, may have full voting rights with the Common Stock or superior or limited voting rights, and may be convertible into Common Stock or another security of the Company.

The Company has granted the Board of Directors the authority to issue Preferred Stock and to determine its rights and preferences in order to eliminate delays associated with a stockholder vote on specific issuances. The issuance of Preferred Stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from acquiring, a majority of the outstanding voting stock of the Company. The Company has designated and reserved an aggregate of 400,000 shares of authorized but unissued Preferred Stock for issuance as Series A participating cumulative preferred stock, \$.10 par value per share, of the Company ("Series A Preferred Stock") pursuant to the Company's Stockholder Rights Plan. See "-- Rights Plan."

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#### DELAWARE LAW AND CERTAIN CHARTER AND BY-LAW PROVISIONS

The Company is subject to the provisions of Section 203 of the General Corporation Law of Delaware. Section 203 prohibits a publicly-held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation's outstanding voting stock.

The Certificate of Incorporation of the Company provides for the division of the Board of Directors into three classes as nearly equal in size as possible with staggered three-year terms. In addition, the Certificate of Incorporation provides that directors may be removed only for cause by the affirmative vote of the holders of two-thirds of the shares of capital stock of the corporation entitled to vote. Under the Certificate of Incorporation, any vacancy on the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, may only be filled by vote of a majority of the directors then in office. The classification of the Board of Directors and the limitations on the removal of directors and filling of vacancies could have the effect of making it more difficult for a third party to

acquire, or of discouraging a third party from acquiring, control of the Company.

The Certificate of Incorporation also provides that any action required or permitted to be taken by the stockholders of the Company at any annual meeting or special meeting of stockholders may only be taken if it is properly brought before such meeting and may not be taken by written consent in lieu of a meeting. The Certificate of Incorporation further provides that special meetings of the stockholders may only be called by the Chairman of the Board of Directors, the Chief Executive Officer or, if none, the President of the Company or by the Board of Directors. Under the Company's By-Laws, in order for any matter to be considered properly brought before a meeting, a stockholder must comply with certain requirements regarding advance notice to the Company. The foregoing provisions could have the effect of delaying until the next stockholders' meeting stockholder actions which are favored by the holders of a majority of the outstanding voting securities of the Company. These provisions may also discourage another person from making a tender offer for the Common Stock, because such person, even if it acquired a majority of the outstanding voting securities of the Company, would be able to take action as a stockholder (such as electing new directors or approving a merger) only at a duly called stockholders' meeting, and not by written consent.

The General Corporation Law of Delaware provides generally that the affirmative vote of a majority of the shares entitled to vote on any matter is required to amend a corporation's certificate of incorporation or by-laws, unless a corporation's certificate of incorporation or by-laws, as the case may be, requires a greater percentage. The Company's Certificate of Incorporation and By-Laws require the affirmative vote of the holders of at least 75% of the shares of capital stock of the Company issued and outstanding and entitled to vote to amend or repeal any of the provisions described in the prior two paragraphs.

The Certificate of Incorporation contains certain provisions permitted under the General Corporation Law of Delaware relating to the liability of directors. The provisions eliminate a director's liability for monetary damages for a breach of fiduciary duty, except in certain circumstances involving wrongful acts, such as the breach of a director's duty of loyalty or acts or omissions which involve intentional misconduct or a knowing violation of law. Further, the Certificate of Incorporation contains provisions to indemnify the Company's directors and officers to the fullest extent permitted by the General Corporation Law of

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Delaware. The Company believes that these provisions will assist the Company in attracting and retaining qualified individuals to serve as directors and officers.

#### RIGHTS PLAN

On March 12, 1998, the Board of Directors of the Company adopted a Stockholder Rights Agreement (the "Rights Plan") and distributed one Right for each outstanding share of Common Stock. The Rights were issued to holders of record of Common Stock outstanding on March 12, 1998. Each share of Common Stock issued after March 12, 1998 will also include one Right, subject to certain limitations. Each Right when it becomes exercisable will initially entitle the registered holder to purchase from the Company one one-hundredth (1/100th) of a share of Series A Preferred Stock at a price of \$175.00 (the "Purchase Price").

Currently the Rights are attached to outstanding shares of Common Stock. The Rights are not now exercisable and cannot be transferred separately. The Rights will become exercisable and separately transferable when the Company learns that any person or group has acquired beneficial ownership of 15% or more of the outstanding Common Stock or on such other date as may be designated by the Board of Directors following the commencement of, or first public disclosure of an intent to commence, a tender or exchange offer for outstanding Common Stock that could result in the offeror becoming the beneficial owner of 15% or more of the outstanding Common Stock. In such circumstances, holders of the Rights will be entitled to purchase, for the Purchase Price, a number of hundredths of a share of Series A Preferred Stock equivalent to the number of

shares of Common Stock (or, in certain circumstances, other equity securities) having a market value of twice the Purchase Price. Beneficial holders of 15% or more of the outstanding Common Stock, however, would not be entitled to exercise their Rights in such circumstances. As a result, their voting and equity interests in the Company would be substantially diluted if the Rights were to be exercised.

The Rights expire in March 2008, but may be redeemed earlier by the Company at a price of \$.01 per Right, in accordance with the provisions of the Rights Plan.

#### TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Stock is American Stock Transfer & Trust Company.

THE FOREGOING DESCRIPTION OF THE CAPITAL STOCK OF THE COMPANY DOES NOT PURPORT TO BE COMPLETE AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE COMPANY'S CERTIFICATE OF INCORPORATION, THE CERTIFICATE OF DESIGNATION OF SERIES A PARTICIPATING CUMULATIVE PREFERRED STOCK, THE RIGHTS AGREEMENT AND THE FORM OF RIGHT CERTIFICATE, EACH OF WHICH IS INCORPORATED HEREIN BY REFERENCE.

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#### ITEM 2. EXHIBITS.

- \*3.1 Certificate of Incorporation of Aspen Technology, Inc.
- \*\*3.1A Certificate of Designation of Series A Participating Cumulative Preferred Stock of Aspen Technology, Inc.
- \*3.2 By-Laws of Aspen Technology, Inc.
- 4.0 Specimen certificate of Common Stock, \$.10 par value per share
- \*4.1 Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer and Trust Company, as Rights Agent
- \*\*4.3 Form of Right Certificate
- \* Incorporated by reference to the corresponding Exhibit to the Registrant's Current Report on Form 8-K dated March 26, 1998.
- \*\* Incorporated by reference to the corresponding Exhibit to the Registrant's Form 10-Q dated May 15, 1998.

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#### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ASPEN TECHNOLOGY, INC.

Dated: June 10, 1998

By: /s/ Mary A. Palermo

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



## EXHIBIT 4.0

[LOGO]

NUMBER

SHARES

AZ \_\_\_\_\_

ASPEN TECHNOLOGY, INC.

Incorporated under the laws of the State of Delaware

COMMON STOCK

SEE REVERSE FOR  
CERTAIN DEFINITIONS

THIS CERTIFIES THAT

CUSIP 045327 10 3

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK \$.10 PAR VALUE OF

Aspen Technology, Inc. transferable on the books of the corporation by such owner in person or by attorney upon surrender of this certificate duly endorsed or assigned. This certificate and the shares represented hereby are subject to the laws of the State of Delaware and to the Certificate of Incorporation and By-Laws of the corporation, as now in effect or hereafter amended. This certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the corporation and the facsimile signatures of its duly authorized officers.

Dated:

[LOGO]

/s/ Lawrence Evans  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

/s/ Mary A. Palermo  
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

COUNTERSIGNED AND REGISTERED  
AMERICAN STOCK TRANSFER & TRUST COMPANY  
TRANSFER AGENT AND REGISTRAR

By

AUTHORIZED SIGNATURE

THE CORPORATION IS AUTHORIZED

TO ISSUE MULTIPLE CLASSES AND SERIES OF STOCK. THE FULL TEXT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL, OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS, OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS, ALL VESTING POWERS, QUALIFICATIONS AND SPECIAL AND RELATIVE RIGHTS OF THE SHARES OF EACH SUCH CLASS, AS SET FORTH IN THE CERTIFICATE OF INCORPORATION, WILL BE FURNISHED TO THE HOLDER HEREOF WITHOUT CHARGE, UPON WRITTEN REQUEST TO THE CORPORATION.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	-- as tenants in common	UNIF GIFT MIN ACT --	Custodian
TEN ENT	-- as tenants by the entirety	-----	-----
JT TEN	-- as joint tenants with right of survivorship and not as tenants in common	(Cust)	(Minor)
		under Uniform Gifts to Minors Act	-----
			(State)

Additional abbreviations may also be used though not in the above list.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR  
OTHER IDENTIFYING NUMBER OF ASSIGNEE

-----  
-----  
PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE  
-----  
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----- Shares  
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

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Attorney to transfer the said stock on the books of the within-named corporation with full power of substitution in the premises.

Dated, \_\_\_\_\_

\_\_\_\_\_  
Signature(s) Guaranteed

THE SIGNATURE(s) SHOULD BE GUARANTEED BY AN ELIGIBLE  
GUARANTOR INSTITUTION (BANKS, STOCKBROKERS,  
SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS  
WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE  
MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE  
17Ad-15.

This certificate also evidences and entitles the holder hereof to certain Rights as set forth in a Rights Agreement dated as of March 12, 1998, as it may be amended from time to time (the "Rights Agreement"), between Aspen Technology, Inc. (the "Company") and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent"), the terms of which are hereby incorporated herein by reference and a copy of which is on file at the principal executive offices of the Company. Under certain circumstances, as set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate. The Company will mail to the holder of this certificate a copy of the Rights Agreement without charge after receipt of a written request therefor. Rights beneficially owned by Acquiring Persons or their Affiliates or Associates (as such terms are defined in the Rights Agreement) and by any subsequent holder of such rights are null and void and nontransferable.

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the Certificate, in every particular, without alteration or enlargement, or any change whatever.