UNITED STATES 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): January 27, 2021

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-34630 (Commissio File Number	on (IRS Employer
20 Crosby Drive, (Address of principal execution	Bedford, MA ve offices)	01730 (Zip Code)
Registrant's	telephone number, includir	ng area code: (781) 221-6400
Check the appropriate box below if the Form 8-K fili following provisions:	ng is intended to simultan	aneously satisfy the filing obligation of the registrant under any of the
 Written communications pursuant to Rule 425 under Soliciting material pursuant to Rule 14a-12 under the Pre-commencement communications pursuant to Rule Pre-commencement communications pursuant to Rule 	e Exchange Act (17 CFR 2 ale 14d-2(b) under the Excl	240.14a-12) Change Act (17 CFR 240.14d-2(b))
	es registered pursuant to S	
Title of Each Class Common stock, \$0.10 par value per share	Trading Sym AZPN	Name of Each Exchange on Which Registered NASDAQ Global Select Market
chapter) or Rule 12b-2 of the Securities Exchange Act of	1934 (§240.12b-2 of this if the registrant has elected	$ Emerging \ growth \ company \ \Box $ ed not to use the extended transition period for complying with any new

Item 2.02. Events Results of Operations and Financial Condition.

On January 27, 2021, we issued a press release announcing financial results for the second quarter of fiscal year 2021, ended December 31, 2020. The full text of the press release issued in connection with this announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

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Exhibit No.	Description	
99.1	Press release issued by Aspen Technology, Inc. on January 27, 2021	

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: January 27, 2021 By: /s/ Karl E. Johnsen

Karl E. Johnsen

Senior Vice President and Chief Financial Officer



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Aspen Technology Announces Financial Results for the Second Quarter of Fiscal 2021

Bedford, Mass. – January 27, 2021 - Aspen Technology, Inc. (NASDAQ: AZPN), a global leader in asset optimization software, today announced financial results for its second quarter of fiscal year 2021 ended December 31, 2020.

"AspenTech's second quarter results were solid in the context of the current economic environment and support our outlook for a strong performance in the fiscal year. The quarter results were also highlighted by strong free cash flow generation," said Antonio Pietri, President and Chief Executive Officer of Aspen Technology. "Customers continued to make substantial long-term commitments with AspenTech, including a renewal in excess of \$75 million with one of the largest global oil companies making it one of the biggest transactions in our history."

Pietri continued, "Demand activity remains strong across our product portfolio and we believe we are on track to have a good second half of the fiscal year. The increasing importance of digitalization and sustainability in the process and other capital intensive industries, as well as customer feedback on recent product announcements like the Aspen AIoT Hub and aspenONE v12, give us confidence in our ability to return to double-digit annual spend growth once the economy normalizes."

Second Quarter Fiscal Year 2021 Recent Business Highlights

• Annual spend, which the company defines as the annualized value of all term license and maintenance contracts at the end of the quarter, was approximately \$604 million at the end of the second quarter of fiscal 2021, which increased 7.0% compared to the second quarter of fiscal 2020 and 1.3% sequentially.

Summary of Second Quarter Fiscal Year 2021 Financial Results

AspenTech's total revenue of \$233.7 million included:

- License revenue, which represents the portion of a term license agreement allocated to the initial license, was \$180.2 million in the second quarter of fiscal 2021, compared to \$72.4 million in the second quarter of fiscal 2020.
- Maintenance revenue, which represents the portion of the term license agreement related to on-going support and the right to future product enhancements, was \$46.8 million in the second quarter of fiscal 2021, compared to \$44.5 million in the second quarter of fiscal 2020.
- Services and other revenue was \$6.7 million in the second quarter of fiscal 2021, compared to \$9.0 million in the second quarter of fiscal 2020.

For the quarter ended December 31, 2020, AspenTech reported income from operations of \$149.5 million, compared to income from operations of \$42.9 million for the quarter ended December 31, 2019.

Net income was \$129.2 million for the quarter ended December 31, 2020, leading to net income per share of \$1.89, compared to net income per share of \$0.58 in the same period last fiscal year.

Non-GAAP income from operations was \$162.2 million for the second quarter of fiscal 2021, compared to non-GAAP income from operations of \$52.1 million in the same period last fiscal year. Non-GAAP net income was \$139.3 million, or \$2.04 per share, for the second quarter of fiscal 2021, compared to non-GAAP net income of \$47.1 million, or \$0.68 per share, in the same period last fiscal year. These non-GAAP results add back the impact of stock-based compensation expense, amortization of intangibles and acquisition-related fees. A reconciliation of GAAP to non-GAAP results is presented in the financial tables included in this press release.

AspenTech had cash and cash equivalents of \$217.5 million and total borrowings, net of debt issuance costs, of \$300.8 million at December 31, 2020. During the second quarter the company paid down approximately \$119.2 million on the outstanding balance on its revolving credit facility.

During the second quarter, the company generated \$37.8 million in cash flow from operations and \$38.0 million in free cash flow. Free cash flow is calculated as net cash provided by operating activities adjusted for the net impact of: purchases of property, equipment and leasehold improvements; payments for capitalized computer software development costs, and other nonrecurring items, such as acquisition-related payments.

Business Outlook

Based on information as of today, January 27, 2021, Aspen Technology is issuing the following guidance for fiscal year 2021:

- Annual spend growth of 6-8% year-over-year
- Free cash flow of \$265 to \$275 million
- Total bookings of \$805 to \$850 million
- Total revenue of \$731 to \$760 million
- GAAP total expense of \$356 to \$361 million
- Non-GAAP total expense of \$313 to \$318 million
- GAAP operating income of \$375 to \$399 million
- Non-GAAP operating income of \$418 to \$442 million
- GAAP net income of \$328 to \$347 million
- Non-GAAP net income of \$362 million to \$381 million
- GAAP net income per share of \$4.80 to \$5.08
- Non-GAAP net income per share of \$5.29 to \$5.58

These statements are forward-looking and actual results may differ materially. Refer to the Forward-Looking Statements safe harbor below for information on the factors that could cause our actual results to differ materially from these forward-looking statements.

AspenTech has not reconciled its expectations as to forward-looking non-GAAP total expense, non-GAAP operating income, non-GAAP net income and non-GAAP net income per share to their most directly comparable GAAP measure because certain items are out of AspenTech's control or cannot be reasonably predicted. Accordingly, a reconciliation for forward-looking non-GAAP total expense, non-GAAP operating income, non-GAAP net income and non-GAAP net income per share is not available without unreasonable effort.

Use of Non-GAAP Financial Measures

This press release contains "non-GAAP financial measures" under the rules of the U.S. Securities and Exchange Commission. Non-GAAP financial measures are not based on a comprehensive set of accounting rules or principles. This non-GAAP information supplements, and is not intended to represent a measure of performance in accordance with, disclosures required by generally accepted accounting principles, or GAAP. Non-GAAP financial measures should be considered in addition to, not as a substitute for or superior to, financial measures determined in accordance with GAAP. A reconciliation of GAAP to non-GAAP results is included in the financial tables included in this press release.

Management considers both GAAP and non-GAAP financial results in managing Aspen Technology's business. As the result of adoption of new licensing models, management believes that a number of Aspen Technology's performance indicators based on GAAP, including revenue, gross profit, operating income and net income, should be viewed in conjunction with certain non-GAAP and other business measures in assessing Aspen Technology's performance, growth and financial condition. Accordingly, management utilizes a number of non-GAAP and other business metrics, including the non-GAAP metrics set forth in this press release, to track Aspen Technology's business performance. None of these non-GAAP metrics should be considered as an alternative to any measure of financial performance calculated in accordance with GAAP.

Conference Call and Webcast

Aspen Technology will host a conference call and webcast today, January 27, 2021, at 4:30 p.m. (Eastern Time), to discuss the company's financial results for the second-quarter of fiscal year 2021 as well as the company's business outlook. The live dial-in number is (866) 471-3828 or (678) 509-7573, conference ID code 8443369. Interested parties may also listen to a live webcast of the call by logging on to the Investor Relations section of Aspen Technology's website, http://ir.aspentech.com/events-and-presentations, and clicking on the "webcast" link. A replay of the call will be archived on Aspen Technology's website and will also be available via telephone at (855) 859-2056 or (404) 537-3406, conference ID code 8443369, through February 3, 2021.

About Aspen Technology

Aspen Technology (AspenTech) is a global leader in asset optimization software. Its solutions address complex, industrial environments where it is critical to optimize the asset design, operation and maintenance lifecycle. AspenTech uniquely combines decades of process modelling expertise with artificial intelligence. Its purpose-built software platform automates knowledge work and builds sustainable competitive advantage by delivering high returns over the entire asset lifecycle. As a result, companies in capital-intensive industries can maximize uptime and push the limits of performance, running their assets safer, greener, longer and faster. Visit AspenTech.com to find out more.

Forward-Looking Statements

The third paragraph of this press release as well as the Business Outlook section contain forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may vary significantly from AspenTech's expectations based on a number of risks and uncertainties, including, without limitation: delays or reductions in demand for AspenTech solutions due to the COVID-19 pandemic; AspenTech's failure to increase usage and product adoption of aspenONE offerings or grow the aspenONE APM business, and failure to continue to provide innovative, market-leading solutions; declines in the demand for, or usage of, aspenONE software for any reason, including declines due to adverse changes in the process or other capital-intensive industries and due to the drop in demand for oil due to the COVID-19 pandemic, compounded by the excess supply arising from producers' failure to agree on production cuts; unfavorable economic and market conditions or a lessening demand in the market for asset process optimization software, including due to the significant drop in oil prices arising from drop in demand due to the COVID-19 pandemic and producers' failure to agree on production cuts; risks of foreign operations or transacting business with customers outside the United States; risks of competition and other risk factors described from time to time in AspenTech's periodic reports filed with the Securities and Exchange Commission. AspenTech cannot guarantee any future results, levels of activity, performance, or achievements. AspenTech expressly disclaims any obligation to update forward-looking statements after the date of this press release.

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Source: Aspen Technology, Inc.

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited in Thousands, Except per Share Data)

	Three Mo Decen	nths En ber 31,			Six Month Decemb			
	 2020		2019		2020		2019	
		(Do	llars in Thousands,	Excep	t per Share Data)			
Revenue:								
License	\$ 180,170	\$	72,436	\$,	\$	160,155	
Maintenance	46,818		44,547		93,676		88,219	
Services and other	 6,730		9,029		12,984		17,815	
Total revenue	 233,718		126,012		348,689		266,189	
Cost of revenue:								
License	2,238		2,009		4,374		3,669	
Maintenance	4,128		4,584		8,892		9,561	
Services and other	 7,949	_	8,933		16,515		17,514	
Total cost of revenue	14,315		15,526		29,781		30,744	
Gross profit	219,403		110,486		318,908		235,445	
Operating expenses:	 							
Selling and marketing	26,575		28,500		51,747		57,692	
Research and development	22,172		22,625		44,702		45,118	
General and administrative	21,203		16,422		38,836		36,306	
Total operating expenses	 69,950		67,547		135,285		139,116	
Income from operations	 149,453		42,939		183,623		96,329	
Interest income	9,304		8,428		17,973		16,404	
Interest (expense)	(2,049)		(3,161)		(4,144)		(6,161)	
Other (expense) income, net	(333)		(997)		(1,802)		135	
Income before income taxes	156,375		47,209		195,650		106,707	
Provision for income taxes	27,223		7,408		33,787		13,392	
Net income	\$ 129,152	\$	39,801	\$	161,863	\$	93,315	
Net income per common share:								
Basic	\$ 1.91	\$	0.58	\$	2.39	\$	1.37	
Diluted	\$ 1.89	\$	0.58	\$	2.37	\$	1.35	
Weighted average shares outstanding:								
Basic	67,780		68,114		67,754		68,277	
Diluted	68,400		68,844		68,360		69,090	

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (Unaudited in Thousands, Except Share and Per Share Data)

	<u></u>	December 31, 2020		June 30, 2020		
		(Dollars in Th Shar	ousands, E e Data)	xcept		
ASSETS			,			
Current assets:						
Cash and cash equivalents	\$	217,487	\$	287,796		
Accounts receivable, net		46,348		56,301		
Current contract assets, net		309,964		291,497		
Prepaid expenses and other current assets		10,922		10,884		
Prepaid income taxes		4,003		3,962		
Total current assets		588,724		650,440		
Property, equipment and leasehold improvements, net		5,748		5,963		
Computer software development costs, net		1,438		928		
Goodwill		157,797		137,055		
Intangible assets, net		48,223		42,851		
Non-current contract assets, net		419,258		318,976		
Contract costs		28,295		28,614		
Operating lease right-of-use assets		33,431		34,905		
Deferred tax assets		2,863		1,735		
Other non-current assets		2,112		1,839		
Total assets	\$	1,287,889	\$	1,223,306		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	\$	2,876	\$	3,988		
1 5	Þ	40,230	3	43,556		
Accrued expenses and other current liabilities		7.094		6.824		
Current operating lease liabilities		4,359		1,799		
Income taxes payable		16,000		135,163		
Current borrowings Current deferred revenue		48,582		43,168		
Total current liabilities						
		119,141		234,498		
Non-current deferred revenue		12,524		13,913		
Deferred tax liabilities		181,734		179,978		
Non-current operating lease liabilities		30,890		33,088		
Non-current borrowings, net		284,757		292,369		
Other non-current liabilities		4,711		3,107		
Commitments and contingencies (Note 17)						
Series D redeemable convertible preferred stock, \$0.10 par value— Authorized— 367,000 shares as of December 31, 2020 and June 30, 2020 Issued and outstanding— none as of December 31, 2020 and June 30, 2020		_		_		
Stockholders' equity:						
Common stock, \$0.10 par value— Authorized—210,000,000 shares Issued—104,099,832 shares at December 31, 2020 and 103,988,707 shares at June 30, 2020 Outstanding—67,829,817 shares at December 31, 2020 and 67,718,692 shares at June 30, 2020		10,410		10,399		
Additional paid-in capital		783,897		769,411		
Retained earnings		1,620,193		1,458,330		
Accumulated other comprehensive income (loss)		6,131		(5,288		
Treasury stock, at cost—36,270,015 shares of common stock at December 31, 2020 and 36,270,015 shares at June 30,		0,131		(3,288		
2020		(1,766,499)		(1,766,499		
Total stockholders' equity		654,132		466,353		
Total liabilities and stockholders' equity	\$	1,287,889	\$	1,223,306		

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited in Thousands)

		Three Mo Decem				Six Mont Decem		
		2020		2019		2020		2019
				(Dollars in T	Γhous	sands)		
Cash flows from operating activities:						4.54.0.54		00.01.5
Net income	\$	129,152	\$	39,801	\$	161,863	\$	93,315
Adjustments to reconcile net income to net cash provided by operating activities:		2.522		2.112		4.055		4.450
Depreciation and amortization		2,523		2,443		4,857		4,479
Reduction in the carrying amount of right-of-use assets		2,414		1,364		4,779		3,251
Net foreign currency losses (gains)		591		(883)		2,054		(162)
Stock-based compensation		9,096		7,559		15,364		16,834
Deferred income taxes		171		(74)		212		(1,400)
Provision for bad debts		1,616		282		4,736		1,264
Other non-cash operating activities		205		108		407		215
Changes in assets and liabilities:								
Accounts receivable		6,129		(2,594)		8,372		(4,539)
Contract assets, net		(116,007)		1,639		(123,373)		(29,887)
Contract costs		37		(485)		321		(830)
Lease liabilities		(2,572)		(1,464)		(5,235)		(3,396)
Prepaid expenses, prepaid income taxes, and other assets		1,942		324		42		(1,768)
Accounts payable, accrued expenses, income taxes payable and other liabilities		(1,558)		(10,364)		(7,063)		(23,105)
Deferred revenue		4,100		9,291		6,954		7,936
Net cash provided by operating activities		37,839		46,947		74,290		62,207
Cash flows from investing activities:								
Purchases of property, equipment and leasehold improvements		(345)		(368)		(522)		(968)
Payments for business acquisitions, net of cash acquired		(15,943)		_		(15,943)		(74,219)
Payments for equity method investments		168		_		(166)		_
Payments for capitalized computer software development costs		(89)		(61)		(895)		(70)
Net cash used in investing activities		(16,209)		(429)		(17,526)		(75,257)
Cash flows from financing activities:								
Issuance of shares of common stock		2,846		1,696		3,114		2,714
Repurchases of common stock		_		(50,016)		_		(100,864)
Payments of tax withholding obligations related to restricted stock		(2,279)		(2,685)		(4,107)		(5,851)
Proceeds from revolving credit facility, net of repayments		(119,182)		29,163		(119,182)		129,163
Repayments of amounts borrowed under term loan		(4,000)		_		(8,000)		_
Payments of debt issuance costs		_		(3,454)				(3,454)
Net cash provided by (used in) financing activities		(122,615)		(25,296)		(128,175)		21,708
Effect of exchange rate changes on cash and cash equivalents		876		631		1,104		(98)
Increase (decrease) in cash, cash equivalents, and restricted cash		(100,109)		21,853		(70,307)		8,560
Cash, cash equivalents, and restricted cash, beginning of period		317,598		58,633		287,796		71,926
Cash, cash equivalents, and restricted cash, end of period	\$	217,489	\$		\$		\$	80,486
Supplemental disclosure of cash flow information:	Ψ	217,107	Ψ	00,100	Ψ	217,107	Ψ	00,100
Income taxes paid, net	\$	27,965	¢	9,464	P	30,668	P	19,748
Interest paid	Ф	2,096	Ф	2,391	Φ	4,217	Φ	5,192
Supplemental disclosure of non-cash activities:		2,090		2,391		4,217		3,192
Change in purchases of property, equipment and leasehold improvements included	:							
accounts payable and accrued expenses	\$	(224)	\$	(256)	\$	57	\$	(96)
Change in repurchases of common stock included in accounts payable and accrued expenses		_		(16)		_		(864)
Lease liabilities arising from obtaining right-of-use assets		1,068		1,552		1,291		4,824

	De	cember 31, 2020	De	cember 31, 2019
Reconciliation to amounts within the unaudited consolidated balance sheets:		(Dollars in	Thousa	nds)
Cash and cash equivalents	\$	217,487	\$	80,486
Restricted cash included in other non-current assets		2		_
Cash, cash equivalents, and restricted cash, end of period	\$	217,489	\$	80,486

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES Reconciliation of GAAP to Non-GAAP Results of Operations and Cash Flows (Unaudited in Thousands, Except per Share Data)

	Three Mor Decem			Six Month Decemb			
	 2020		2019		2020		2019
<u>Total expenses</u>							
GAAP total expenses (a)	\$ 84,265	\$	83,073	\$	165,066	\$	169,860
Less:							
Stock-based compensation (b)	(9,096)		(7,559)		(15,364)		(16,834)
Amortization of intangibles	(1,865)		(1,682)		(3,610)		(2,877)
Acquisition related fees	(1,821)		40		(2,384)		(78)
Non-GAAP total expenses	\$ 71,483	\$	73,872	\$	143,708	\$	150,071
Income from enoughions							
Income from operations GAAP income from operations	\$ 149,453	¢.	42,939	¢.	183,623	C	96,329
Plus:	\$ 149,433	Э	42,939	Э	183,023	Э	90,329
	0.006		7.550		15.264		16 924
Stock-based compensation (b)	9,096 1,865		7,559 1,682		15,364 3,610		16,834
Amortization of intangibles			,				2,877
Acquisition related fees	1,821		(40)		2,384		78
Non-GAAP income from operations	\$ 162,235	\$	52,140	\$	204,981	\$	116,118
Net income							
GAAP net income	\$ 129,152	\$	39,801	\$	161,863	\$	93,315
Plus:							
Stock-based compensation (b)	9,096		7,559		15,364		16,834
Amortization of intangibles	1,865		1,682		3,610		2,877
Acquisition related fees	1,821		(40)		2,384		78
Less:							
Income tax effect on Non-GAAP items (c)	(2,684)		(1,932)		(4,485)		(4,156)
Non-GAAP net income	\$ 139,250	\$	47,070	\$	178,736	\$	108,948
Diluted income new shows							
Diluted income per share	\$ 1.89	\$	0.58	\$	2.37	Ф	1.35
GAAP diluted income per share Plus:	\$ 1.09	Φ	0.38	Ф	2.37	Ф	1.55
	0.13		0.11		0.23		0.25
Stock-based compensation (b)							
Amortization of intangibles	0.03		0.02		0.05		0.04

Acquisition related fees	0.03	_	0.03	_
Less:				
Income tax effect on Non-GAAP items (c)	(0.04)	(0.03)	(0.07)	(0.06)
Non-GAAP diluted income per share	\$ 2.04	\$ 0.68	\$ 2.61	\$ 1.58
Shares used in computing Non-GAAP diluted income per share	68,400	68.844	68,360	69,090

	Three Mor Decem		Six Months Ended December 31,				
	 2020		2019		2020		2019
Free Cash Flow							
Net cash provided by operating activities (GAAP)	\$ 37,839	\$	46,947	\$	74,290	\$	62,207
Purchases of property, equipment and leasehold improvements	(345)		(368)		(522)		(968)
Payments for capitalized computer software development costs	(89)		(61)		(895)		(70)
Acquisition related payments	616		1,617		907		1,264
Free cash flow (non-GAAP)	\$ 38,021	\$	48,135	\$	73,780	\$	62,433

(a) GAAP total expenses

	Three Months Ended December 31,				Six Months Ended December 31,			
		2020		2019		2020		2019
Total costs of revenue	\$	14,315	\$	15,526	\$	29,781	\$	30,744
Total operating expenses		69,950		67,547		135,285		139,116
GAAP total expenses	\$	84,265	\$	83,073	\$	165,066	\$	169,860

(b) Stock-based compensation expense was as follows:

	Three Months Ended December 31,					Six Months Ended December 31,			
		2020		2019		2020		2019	
Cost of maintenance	\$	122	\$	362	\$	438	\$	761	
Cost of services and other		351		484		801		1,027	
Selling and marketing		1,612		1,209		2,856		2,756	
Research and development		2,449		2,009		4,171		4,111	
General and administrative		4,562		3,495		7,098		8,179	
Total stock-based compensation	\$	9,096	\$	7,559	\$	15,364	\$	16,834	

⁽c) The income tax effect on non-GAAP items for the three and six months ended December 31, 2020 and 2019, respectively, is calculated utilizing the Company's statutory tax rate of 21 percent.