

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

AMENDMENT NO. 4 TO CURRENT REPORT ON FORM 8-K
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Aspen Technology, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Massachusetts	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) 577-0100

Not Applicable

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Current Report on Form 8-K dated January 5, 1996, as previously amended by Amendment Nos. 1, 2 and 3 thereto on Form 8-K/A, as set forth in the pages attached hereto:

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

(a) Financial Statements of Business Acquired.

(1) Dynamic Matrix Control Corporation. The following documents were filed as part of Amendment No. 2 to Current Report on Form 8-K dated January 5, 1996:

(A) Year Ended, and as of, December 31, 1995:

- Report of Independent Public Accountants (Arthur Andersen LLP)
- Balance Sheet -- December 31, 1995
- Statement of Income for the Year Ended December 31, 1995
- Statement of Stockholders' Equity for the Year Ended December 31, 1995
- Statement of Cash Flows for the Year Ended December 31, 1995
- Notes to Financial Statements -- December 31, 1995

(B) Year Ended, and as of, December 31, 1994:

- Independent Auditors' Report (Kelley, Ranshaw & Co.)
- Balance Sheet -- December 31, 1994

Statements of Income and Retained Earnings for the year ended
December 31, 1994
Statements of Cash Flows for the year ended December 31, 1994
Notes to Financial Statements -- December 31, 1994

(2) Setpoint, Inc. The following documents were filed as part of
Amendment No. 3 to Current Report on Form 8-K dated January 5, 1996:

(A) Year Ended, and as of, December 31, 1995:

Report of Independent Public Accountants (Arthur Andersen LLP)
Balance Sheet -- December 31, 1995
Statement of Income for the Year Ended December 31, 1995
Statement of Stockholders' Equity for the Year Ended December 31,
1995
Statement of Cash Flows for the Year Ended December 31, 1995
Notes to Financial Statements -- December 31, 1995

(B) Year Ended, and as of, December 31, 1994:

Independent Auditors' Report (Arthur Andersen LLP)
Balance Sheet -- December 31, 1994
Statements of Income and Retained Earnings for the year ended
December 31, 1994
Statements of Cash Flows for the year ended December 31, 1994
Notes to Financial Statements -- December 31, 1994

(b) Pro Forma Financial Information.

(1) Pro Forma Financial Statements of Aspen Technology, Inc.
(including Dynamic Matrix Control Corporation). The following documents
were filed as part of Amendment No. 2 to Current Report on Form 8-K dated
January 5, 1996:

- (A) Pro forma Condensed Consolidated Balance Sheets as of June 30,
1995
- (B) Pro forma Condensed Consolidated Statements of Income for the
year ended June 30, 1995
- (C) Pro forma Condensed Consolidated Balance Sheets as of December
31, 1995
- (D) Pro forma Condensed Consolidated Statements of Income for the
six months ended December 31, 1995
- (E) Notes to Pro forma Financial Statements

(2) Pro Forma Financial Statements of Aspen Technology, Inc.
(including Dynamic Matrix Control Corporation and Setpoint, Inc.) This
item is amended to substitute the versions of the documents listed below
that follow this page:

- (A) Pro forma Condensed Consolidated Balance Sheets as of June 30,
1995
- (B) Pro forma Condensed Consolidated Statements of Income for the
year ended June 30, 1995
- (C) Pro forma Condensed Consolidated Balance Sheets as of December
31, 1995
- (D) Pro forma Condensed Consolidated Statements of Income for the
six months ended December 31, 1995

ASPEN TECHNOLOGY, INC.

PRO FORMA COMBINED CONDENSED
FINANCIAL STATEMENTS

In January 1996, Aspen Technology, Inc. (the Company) purchased approximately 81% of common stock of Dynamic Matrix Control Corporation (DMCC) for approximately \$15.7 million in cash. In February 1996, the remaining 19% of common stock was purchased for an additional \$3.0 million in cash. This acquisition is being accounted for as a purchase, and due to the different basis in assets for book and tax purposes, deferred taxes have been provided for as part of the purchase price allocation in accordance with Statement of Financial Accounting Standards (SFAS) 109. A significant portion of the purchase price, as outlined in the attached notes to these pro forma financial statements, has been identified in an appraisal as intangible assets, including approximately \$9.5 million of research and development in process (see discussion in Note 3).

In addition, in January 1996, the Company signed a definitive agreement to purchase 100% of the outstanding stock of Setpoint, Inc. for \$26.3 million. The purchase price is subject to certain downward adjustments based upon the net worth of Setpoint as of December 31, 1995 and negotiations with the seller. Based upon the tangible net worth identified in the audited balance sheet as of December 31, 1995, the purchase price could be adjusted downward by up to \$900,000. Upon closing, the Company paid down \$1.7 million of the \$5.2 million of outstanding intercompany debt and signed a note for the remaining \$3.5 million. This note is due in November 1996. This note is subject to an adjustment if the purchase price is reduced below \$26.3 million. The pro forma financial statements presented herein do not reflect a net worth adjustment as it is subject to negotiations. If the purchase price is later adjusted, the purchase price allocation outlined in Note 1, will be appropriately adjusted. This acquisition is also being accounted for as a purchase, and due to the different basis in assets, for book and tax purposes, deferred taxes have been provided for as part of the purchase price allocation in accordance with SFAS 109. Additionally, a significant portion of the purchase price has been identified in an appraisal as intangible assets, including approximately \$14.9 million of research and development in process (see discussion in Note 3).

The accompanying pro forma combined condensed balance sheets as of June 30, 1995 and December 31, 1995 assume that the acquisitions of DMCC and Setpoint took place as of the beginning of the fiscal year presented July 1, 1994, and carried forward through the interim period presented. The pro forma combined condensed statements of income do not include the effect of any non-recurring charges directly attributable to the acquisition.

The accompanying pro forma combined condensed financial statements should be read in conjunction with the historical financial statements and related notes thereto for the Company, DMCC and Setpoint.

ASPEN TECHNOLOGY, INC.

PRO FORMA COMBINED CONDENSED BALANCE SHEETS
AS OF JUNE 30, 1995

(SEE NOTES 1 AND 2)

Current Assets:					
Cash and cash equivalents.....	\$ 4,189	\$1,478	940	\$ (5,617) (6) (11)	\$ 990
Short-term investments.....	16,122	--	100	(16,122) (6)	100
Accounts receivable, net.....	11,759	1,639	13,457		26,855
Unbilled accounts receivable.....	--	1,102	4,968		6,070
Current portion of long-term installments receivable, net.....	12,242	--	--		12,242
Deferred tax asset.....	--	--	1,334	363 (15)	1,697
Prepaid expenses and other current assets.....	1,764	217	1,477	(457) (7)	3,001
Total current assets.....	46,076	4,436	22,276	(21,833)	50,955
Long-term installments receivable, net.....	19,324	--	--		19,324
Equipment and leasehold improvements, at cost....	12,876	6,440	12,724	627 (6)	32,667
Accumulated depreciation and amortization.....	8,255	1,943	8,431	21 (3)	18,650
Computer software development costs.....	4,621	4,497	4,293	606	14,017
Long-term investments.....	1,644	--	--	(2,500)	1,644
Intangibles.....	2,524	--	--	6,226 (1) (2) (6)	24
Other assets.....	--	--	1,581		7,807
	1,508	--	326		1,834
	\$75,697	\$8,933	\$28,476	\$ (17,501)	\$ 95,605
Current Liabilities:					
Current portion of long-term debt & capital lease obligations.....	\$ 475	\$ 183	\$ 2,579		3,237
Payable to a related party.....			4,047	(684) (13)	3,363
Accounts payable and accrued expenses.....	8,064	823	5,559	4,940 (6) (11) (12)	19,386
Unearned revenue.....	1,484	737	5,727		7,948
Deferred revenue.....	4,994	--	--		4,994
Federal & state income taxes payable.....	--	--	--		--
Deferred income taxes.....	3,465	204	--		3,669
Total current liabilities.....	18,482	1,947	17,912	4,256	42,597
Long-term debt & capital lease obligations.....	87	840	--	20,805 (11)	21,732
Subordinated notes payable to a related party....	4,000	--	--		4,000
Deferred revenue, less current portion.....	6,498	--	--		6,498
Other liabilities.....	802	--	--		802
Deferred income taxes, less current portion.....	4,039	678	--	2,632 (5) (6) (10) (11)	7,349
Stockholders' Equity:					
Common stock.....	779	66	1,724	(1,790) (6) (11) (10)	779
Additional paid-in capital.....	37,439	--	923	(923) (6) (11)	37,439
Retained earnings.....	4,091	5,725	9,743	(44,630) (6) (11)	(25,071)
Cumulative translation adjustment.....	(300)	--	--		(300)
Treasury stock, at cost.....	(502)	(323)	(1,826)	2,149 (6) (11)	(502)
Unrealized market gain on investments.....	282	--	--		282
Total stockholders' equity.....	41,789	5,468	10,564	(45,194)	12,627
	\$75,697	\$8,933	\$28,476	\$ (17,501)	\$ 95,605

ASPEN TECHNOLOGY, INC.

PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME
FOR THE YEAR ENDED JUNE 30, 1995

	ASPEN	DMCC	SETPOINT	PRO FORMA ADJUSTMENTS (#)	COMBINED
	-----	-----	-----	-----	-----
Revenues:					
Software licenses.....	\$ 45,649	\$ 2,637	\$ 7,873	(187) (1)	\$ 55,972
Maintenance and other services.....	11,849	12,014	34,895		58,758
	57,498	14,651	42,768	(187)	114,730
Expenses:					
Cost of software licenses.....	2,799	112	620		3,531
Cost of maintenance and other services.....	7,458	6,996	20,572	609 (2) (8)	35,635
Selling and marketing.....	23,233	791	8,633		32,657
Research and development.....	11,375	2,100	7,838		21,313
General and administrative.....	5,132	1,890	4,590	1,641 (3) (4) (9)	113,253
Management and other fees to Ameline.....	--	--	684	(684) (13)	--
Setpoint Systems Ltd. management bonuses.....	--	--	--	--	--
Costs related to acquisition....	950	--	--	--	950
	50,947	11,889	42,937	1,566	107,339
Income from operations.....	6,551	2,762	(169)	(1,753)	7,391

Foreign currency exchange gain (loss).....	34	--	12	--	46
Income (loss) on equity in joint ventures.....	22	--	--	--	22
Interest income, net.....	2,534	(85)	(240)	(2,415) (7) (12)	(206)
	-----	-----	-----	-----	-----
Income before taxes.....	9,141	2,677	(397)	(4,168)	7,253
Provision for income taxes.....	3,725	1,138	(295)	(1,558) (5) (7) (10)	3,010
	-----	-----	-----	-----	-----
Net income.....	\$ 5,416	\$ 1,539	\$ (102)	\$ (2,610)	\$ 4,243
	=====	=====	=====	=====	=====
Net Income Per Common and Common Equivalent Share.....	\$ 0.70	N/A	N/A	N/A	\$ 0.55
	=====	=====	=====	=====	=====
Weighted Average Number of Common and Common Equivalent Shares Outstanding.....	7,781,021				7,781,021
	=====				=====

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ASPEN TECHNOLOGY, INC.

PRO FORMA COMBINED CONDENSED BALANCE SHEETS
AS OF DECEMBER 31, 1995

	ASPEN	DMCC	SETPOINT	PRO FORMA ADJUSTMENTS (SEE NOTES 1 AND 2)	COMBINED
	-----	-----	-----	-----	-----
Current assets:					
Cash and cash equivalents.....	\$ 9,270	\$ 1,571	\$ 2,283	\$ (5,504) (6) (11)	\$ 7,620
Short-term investments.....	18,735..	--	--	(18,735) (6)	--
Accounts receivable, net.....	16,244	3,207	18,970	(593) (14)	37,828
Unbilled accounts receivable.....	--	969	3,196		4,165
Current portion of long-term installments receivable, net.....	11,477	--	--		11,477
Deferred tax assets.....	--	441	1,541	445 (15)	2,427
Prepaid expenses and other current assets.....	1,670	171	1,740	(229) (7)	3,352
	-----	-----	-----	-----	-----
Total current assets.....	57,396	6,359	27,730	(24,616)	66,869
Long-term installments receivable, net.....	12,358	--	--		12,358
Equipment and leasehold improvements, at cost.....	14,558	7,233	11,554	627 (6)	33,972
Accumulated depreciation and amortization.....	9,376	2,303	7,214	32 (2) (6)	18,925
	-----	-----	-----	-----	-----
Computer software development costs.....	5,182	4,930	4,340	595	15,047
Long-term investments.....	1,820	--	--		1,820
Intangibles.....	--	--	1,537	5,156 (1) (2) (4) (6) (11) (9)	6,693
Other assets.....	1,352	6	302		1,660
	-----	-----	-----	-----	-----
	\$78,108	\$11,295	\$ 33,909	\$ (18,865)	\$104,447
	=====	=====	=====	=====	=====
Current liabilities:					
Current portion of long-term debt & capital lease obligations.....	\$ 318	\$ 193	\$ 1,620		\$ 2,131
Payable to related party.....	--	--	5,575	(1,166) (13)	4,409
Accounts payable and accrued expenses.....	6,482	761	8,334	5,042 (6) (12) (13)	20,619
Unearned revenue.....	1,288	271	5,875		7,434
Deferred revenue.....	5,021	813	1,367		7,201
Federal & state income taxes payable.....	--	142	500		642
Deferred income taxes.....	2,793	--	--	2,216 (4) (6) (10) (11)	5,009
	-----	-----	-----	-----	-----
Total current liabilities.....	15,902	2,180	23,271	6,092	47,445
Long-term debt & capital lease obligations....	24	743	--	20,805	21,572
Subordinated notes payable to a related party.....	3,690	--	--		3,690
Deferred revenue, less current portion.....	7,430	--	--		7,430
Other liabilities.....	755	--	--		755
Deferred income taxes, less current portion...	5,345	292			5,637
Stockholders' Equity:					
Common stock.....	795	66	1,724	(1,790) (6) (11)	795
Additional paid-in capital.....	38,185	1,194	923	(2,117) (6) (11)	38,185
Retained earnings.....	6,791	7,147	9,817	(44,008)	(20,253)
Cumulative translation adjustment.....	(308)	--	--		(308)
Treasury stock, at cost.....	(501)	(327)	(1,826)	2,153 (6) (11)	(501)
	-----	-----	-----	-----	-----
Total stockholders' equity.....	44,962	8,080	10,638	(45,762)	17,918
	=====	=====	=====	=====	=====
	\$78,108	\$11,295	\$ 33,909	\$ (18,865)	\$104,447
	=====	=====	=====	=====	=====

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ASPEN TECHNOLOGY, INC.

PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME
FOR THE SIX MONTHS ENDED DECEMBER 31, 1995

	ASPEN	DMCC (NOTE 1)	SETPOINT (NOTE 1) -----	PRO FORMA ADJUSTMENTS (#) (NOTE 2)	COMBINED
	-----	-----	-----	-----	-----
Revenues:					
Software licenses.....	\$23,907	\$1,432	\$ 7,957	\$ (216) (14)	\$33,080
Maintenance and other services.....	7,302	8,278	17,698		33,278
	31,209	9,710	25,655	(216)	66,358
Expenses:					
Cost of software licenses....	1,563	63	203		1,829
Cost of maintenance and other services.....	3,987	5,027	12,150	304 (1) (18)	21,468
Selling and marketing.....	13,104	540	5,442		19,086
Research and development.....	7,188	336	4,223		11,747
General and administrative....	2,663	1,947	2,212	821 (9) (3) (4)	7,643
Management and other fees to Amelinc.....			482	(482) (13)	--
Setpoint Systems Ltd. management bonuses.....			354	(354) (13)	--
Costs related to acquisition.....	--	--	--	--	--
	28,505	7,913	25,066	289	61,773
Income from operations.....	2,704	1,797	589	(505)	4,585
Foreign currency exchange gain (loss).....	--	--	(131)	--	(131)
Interest income, net.....	1,674	(21)	(123)	(1,208) (7) (12)	322
Income before taxes.....	4,378	1,776	335	(1,713)	4,776
Provision for income taxes.....	1,678	803	137	(644) (4) (7) (10) (15)	1,974
Net income.....	\$ 2,700	\$ 973	\$ 198	\$(1,069)	\$ 2,802
	=====	=====	=====	=====	=====
Net income per common and common equivalent share.....	\$0.32	N/A	N/A	N/A	\$0.33
Weighted Average Number of Common and Common Equivalent Shares Outstanding.....	8,507,247				8,507,247
	=====				=====

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ASPEN TECHNOLOGY, INC.

NOTES TO PRO FORMA COMBINED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1. PURCHASE PRICE ALLOCATION

a. Acquisition of Dynamic Matrix Control Corporation (DMCC)

The following outlines the current estimate for the purchase price of the acquisition of DMCC . Management believes that there will be no material adjustments to this allocation which is based upon an outside appraisal of the assets purchased and liabilities assumed as follows:

Purchased R&D In-Process.....	\$ 9,521
Existing Technology.....	1,740
Other Intangibles.....	1,066
Building.....	627

Uncompleted Contracts.....	596

	13,550
Net book value of assets.....	8,080

	21,630
Less: Deferred Taxes.....	(1,491)

	\$20,139
	=====

b. Acquisition of Setpoint, Inc.

The following outlines the current estimate for the purchase price allocation of Setpoint, Inc.. While management believes this to be the best estimate at this time, the purchase price that this estimate is based on has not been finalized. If the purchase price is adjusted, it will result only in an adjustment to the purchase price adjustment, as outlined below:

Purchased R&D In-Process.....	\$14,900
Existing Technology.....	3,308
Other Intangibles.....	1,709
Goodwill.....	1,300
Uncompleted Contracts.....	504

	21,721
Net book value of assets.....	8,502

	30,223
Less: Deferred Taxes.....	(2,043)

	\$28,180
	=====

NOTE 2. PRO FORMA ADJUSTMENTS

Certain pro forma adjustments have been made to the accompanying pro forma combined condensed balance sheets and statements of operations as described below for both DMCC and Setpoint. The pro forma adjustments outlined below assume that the purchase of both acquisitions took place at the beginning of Aspen's last fiscal year, specifically July 1, 1994. Due to the non-recurring nature of the Purchased R&D In-Process it has been assumed to be written off before the beginning of the pro forma period (July 1, 1994).

DMCC:

- (1), (2) Earn out of uncompleted contracts.
- (3) Depreciation of additional amounts allocated to building, using a life of 30 years.

ASPEN TECHNOLOGY, INC.

NOTES TO PRO FORMA COMBINED FINANCIAL STATEMENTS -- (CONTINUED)
(UNAUDITED)

- (4) Amortization of intangibles over lives ranging from 5 - 10 years.
- (5) Related tax effect of adjustments (1) - (4).
- (6) To record purchase price outlined above in Note 1a.
- (7) To record effect on interest income of liquidating short-term

investments to acquire DMCC assets, including related tax effect.

Setpoint:

- (8) Earn out of uncompleted contracts.
- (9) Amortization of intangibles over lives ranging from 5 - 10 years.
- (10) Related tax effect of adjustments (8) & (9).
- (11) To record purchase price outlined above in Note 1b.
- (12) To increase interest expense and reduce interest income as a result of liquidating investments and increasing debt necessary to acquire Setpoint assets.
- (13) Eliminate \$482,000 of non-recurring management fees for which no direct or indirect services were received. Aspen has not charged such fees to subsidiaries in the past and does not intend to do so in the future. Eliminate \$354,000 of non-recurring bonuses paid pursuant to phantom stock agreement terminated by Aspen at the time Setpoint was acquired.
- (14) Eliminate intercompany revenues related to the joint venture activities between Setpoint and the Company prior to the acquisition.
- (15) Related tax effect of (12) - (14).

NOTE 3. RESEARCH AND DEVELOPMENT IN-PROCESS

In connection with the purchase price allocation, the Company received an appraisal of the assets acquired from both DMCC and Setpoint which indicates that these assets combined include approximately \$24.4 million of research and development in process. In the opinion of management and the appraiser, the acquired research and development in process has no alternative uses, and accordingly, this amount will be charged to expense at the time the acquisitions are consummated. This charge has been assumed to be written-off before the pro forma periods presented.

ASPEN TECHNOLOGY, INC.

NOTES TO PRO FORMA COMBINED FINANCIAL STATEMENTS -- (CONTINUED)
(UNAUDITED)

c. Exhibits.

EXHIBIT NUMBER	DESCRIPTION
2.1	Stock Purchase Agreement dated as of December 15, 1995, among Aspen Technology, Inc., Dynamic Matrix Control Corporation and Charles R. Cutler, June A. Cutler, Charles R. Johnston and Cheryl Lynne Johnston, as shareholders of Dynamic Matrix Control Corporation, and First Amendment thereto dated January 3, 1996 (filed previously with Current Report on Form 8-K dated January 5, 1996)
2.2	Agreements among Aspen Technology, Inc., Charles R. Cutler, June A. Cutler, Charles R. Johnston and Cheryl Lynne Johnston, and other shareholders of Dynamic Matrix Control Corporation (filing consists of one such agreement, together with a schedule of terms differing among such agreements) (filed previously with Current Report on Form 8-K dated January 5, 1996)
2.3	Agreements among Aspen Technology, Inc., Dynamic Matrix Control Corporation, and certain optionholders of Dynamic Matrix Control Corporation (filing consists of one such agreement, together with a schedule of terms differing among such

- agreements) (filed previously with Current Report on Form 8-K dated January 5, 1996)
- 2.4 Share Purchase Agreement dated as of January 5, 1996 among Aspen Technology, Inc., Amelinc Corporation and Cegelec S.A. (filed previously with Current Report on Form 8-K dated January 5, 1996)
- 23.1 Consent of Independent Public Accountants of Arthur Andersen LLP
- 23.2 Consent of Independent Public Accountants of Kelley, Ranshaw & Co. (filed previously with Amendment No. 2 to Current Report on Form 8-K dated January 5, 1996)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned hereunto duly authorized.

ASPEN TECHNOLOGY, INC.

Date: June 5, 1996

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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