

**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 28, 2013**

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-24786
(Commission
File Number)

04-2739697
(IRS Employer
Identification No.)

200 Wheeler Road, Burlington, MA
(Address of principal executive offices)

01803
(Zip Code)

Registrant's telephone number, including area code: **(781) 221-6400**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(b) - Departure of Director

Stephen M. Jennings has resigned from the Company's board of directors. The full text of the Company's press release announcing the resignation of Mr. Jennings as a director, and the board's election of Robert M. Whelan, Jr. as chairman of the board, is filed as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed as part of this report:

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on January 29, 2013.

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 29, 2013

By: /s/ Frederic G. Hammond
Frederic G. Hammond

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on January 29, 2013.



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AspenTech Announces Changes to Board of Directors

Burlington, Mass. — January 29, 2013 — The Board of Directors of Aspen Technology, Inc. (NASDAQ:AZPN) today announced that Stephen M. Jennings has resigned from the company's Board of Directors. Mr. Jennings was originally elected to AspenTech's Board in 2000, and served as Chairman of the Board since 2005.

"I am grateful to Steve Jennings for his many years of dedicated service to AspenTech," said Mark E. Fusco, President and CEO and a member of the AspenTech Board. "Steve's steady hand and global business experience have been significant factors in AspenTech's progress over the past several years. Our investors and employees have benefited greatly from his many contributions and focus on AspenTech, and we wish him well in his future endeavors."

AspenTech also announced that the Board has elected Robert M. Whelan, Jr., as Chairman. Mr. Whelan was originally elected to the Board of AspenTech in 2011 and also serves on the Audit Committee.

"We are pleased that Bob Whelan has agreed to serve as Chairman and are confident that his many years of experience and insight will serve AspenTech well into the future," said Fusco.

About AspenTech

AspenTech is a leading supplier of software that optimizes process manufacturing — for energy, chemicals, engineering and construction, and other industries that manufacture and produce products from a chemical process. With integrated aspenONE solutions, process manufacturers can implement best practices for optimizing their engineering, manufacturing and supply chain operations. As a result, AspenTech customers are better able to increase capacity, improve margins, reduce costs and become more energy efficient. To see how the world's leading process manufacturers rely on AspenTech to achieve their operational excellence goals, visit www.aspentech.com.

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Source: Aspen Technology, Inc.
