

**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): **February 14, 2008**

ASPEN TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in 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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 14, 2008, we received a letter from The Nasdaq Stock Market advising us that the Nasdaq Listing Qualifications Panel ("Panel") has determined to delist our shares from The Nasdaq Stock Market, and will suspend trading of those shares effective at the open of business on Tuesday, February 19, 2008.

As previously reported, the Panel determined on January 7, 2008 to continue the listing of our shares on The Nasdaq Stock Market, subject to certain conditions, including filing by January 18, 2008 our Form 10-K for the period ended June 30, 2007 and our Form 10-Q for the period ended September 30, 2007. On January 28, 2008, the Panel granted our request for an extension to remain listed through February 8, 2008.

On February 12, 2008, we filed with the SEC a Form 12b-25 notification of late filing of our Form 10-Q for the period ended December 31, 2007. We are working diligently to complete the preparation of our financial statements for the fiscal year ended June 30, 2007 and the quarters ended September 30, 2007 and December 31, 2007 so that we may become current in our SEC filings.

Following the delisting of our securities from The Nasdaq Stock Market, we expect that our common stock will be quoted on the Pink Sheets LLC electronic quotation service ("Pink Sheets") beginning on February 19, 2008. We expect that the trading symbol of our common stock will be AZPN or AZPN.PK. Information about the Pink Sheets can be accessed via the Internet at www.pinksheets.com.

On February 14, 2008, we issued a press release announcing that we received the February 14, 2008 letter from The Nasdaq Stock Market described in this Current Report on Form 8-K. 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 and 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.

(d) Exhibits.

The following exhibit is furnished herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Aspen Technology, Inc. on February 14, 2008.

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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: February 15, 2008

By: /s/ Bradley T. Miller
Bradley T. Miller
Senior Vice President and
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on February 14, 2008

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Contacts:

Media Contact

David Grip
AspenTech
+1 781-221-5273
david.grip@aspentech.com

Investor Contact

Kori Doherty
ICR
+1 617-956-6730
kdoherty@icrinc.com

Aspen Technology Announces Delisting From NASDAQ Effective February 19, 2008

Burlington, Mass. — February 14, 2008 — Aspen Technology, Inc. (AZPN) announced today that the Nasdaq Listing Qualifications Panel (the “Panel”) has determined to delist the Company’s securities and will suspend trading of the Company’s securities on the Nasdaq stock market effective at the opening of trading on February 19, 2008.

The Company may request that the Nasdaq Listing and Hearing Review Council review the decision of the Panel. If the Listing Council determines to review this decision, it may affirm, modify, reverse, dismiss, or remand the decision to the Panel. The Company is considering whether to make such a request. However, such a request would not delay the Panel’s determination to delist the Company’s securities.

The Company anticipates that its common stock will be quoted on the Pink Sheet Electronic Quotation Service automatically and immediately after Nasdaq suspends trading. The Company expects that the trading symbol of its common stock will remain the same (AZPN or AZPN.PK). Information about the Pink Sheets can be found at its Internet website www.pinksheets.com.

Mark Fusco, Chief Executive Officer of the Company, said: “We are disappointed that the time it has taken for the review we initiated in connection with the restatement of our financial statements has resulted in the delisting of our common stock. We believe AspenTech remains a financially strong company as evidenced by our cash and cash equivalents of \$131 million as of December 31, 2007, and we are committed to regaining compliance with our filing requirements and applying to list our common stock on a national exchange as soon as possible thereafter.”

The Company has previously issued several press releases and filed several reports with the SEC including reports on Form 8-K, and investors are encouraged to read these in their entirety for discussion of the delay in the Company’s filings.

About AspenTech

AspenTech is a leading provider of award-winning process optimization software and services. AspenTech’s integrated aspenONE™ solutions enable manufacturers to reduce costs, increase capacity, and optimize operational performance end-to-end throughout the engineering, plant operations, and supply chain management processes, resulting in millions of dollars in cost savings. For more information, visit www.aspentech.com.

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Forward Looking Statements

This press release may 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: AspenTech’s plan to improve operational performance may not be implemented effectively; AspenTech has identified material weaknesses in its internal controls with respect to software license revenue recognition and other matters, that, if not remedied effectively, could result in material misstatements; risks around securities litigation and investigations; AspenTech’s lengthy sales cycle makes it difficult to predict quarterly operating results; fluctuations in AspenTech’s quarterly operating results; AspenTech’s dependence on customers in the cyclical chemicals, petrochemicals and petroleum industries; the possibility of new accounting standards or the interpretation of existing accounting standards affecting our financial results; AspenTech’s ability to raise additional capital as required; intense competition; AspenTech’s need to develop and market products successfully; reliance on relationships with strategic partners; challenges associated with international operations; and other risk factors described from time to time in AspenTech’s periodic reports filed with the Securities and Exchange Commission.

The trading of AspenTech’s common stock over the counter may negatively impact the trading price of the common stock and the levels of liquidity available to stockholders. In addition, the trading of AspenTech’s common stock over the counter would materially adversely affect AspenTech’s access to the capital markets and ability to raise capital through alternative financing sources on terms acceptable to AspenTech or at all. Securities that trade over the counter are no longer eligible for margin loans, and a company trading over the counter cannot avail itself of Federal preemption of state securities or “blue sky” laws, which adds substantial compliance costs to securities issuances, including pursuant to employee option plans, stock purchase plans and private

or public offerings of securities. AspenTech’s delisting from The Nasdaq Stock Market may also have other negative implications, including the potential loss of confidence by suppliers, customers and employees, and the loss of institutional investor interest in AspenTech.

AspenTech cannot guarantee any future results, levels of activity, performance, or achievements. AspenTech expressly disclaims any current intention to update forward-looking statements after the date of this press release.

