

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A
AMENDMENT NO. 4

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

(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), please
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), please
check the following box. [X]

Securities Act registration statement file 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

NONE

NONE

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

Rights to Purchase Series A Participating
Cumulative Preferred Stock

(Title of Class)

The undersigned registrant hereby amends the following items, exhibits and portions of its registration statement on Form 8-A dated October 9, 1997 as set forth in the pages attached hereto.

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

Item 1 of the Form 8-A dated October 9, 1997 (as amended to date, the "Form 8-A") filed by Aspen Technology, Inc. (the "Company") is hereby further amended to include the following:

On March 19, 2002, the Company amended its Rights Agreement, dated March 12, 1998 and amended October 26, 2001 and February 6, 2002, by entering into Amendment No. 3 to the Rights Agreement dated March 19, 2002 (the "Amendment"), between the Company and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agreement"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Rights Agreement.

The definition of "Exempt Person" set forth in Section 1 of the Rights Agreement has been amended to define an "Exempt Person" to mean those investors and their transferees who have purchased or acquired shares of Series B-I Convertible Preferred Stock, Series B-II Convertible Preferred Stock or any warrants issued in connection with the Company's private placement of such securities.

A copy of the Amendment is attached hereto as Exhibit 4.6 and is incorporated herein by reference. The foregoing description of the change to the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, as amended.

ITEM 2. EXHIBITS

Item 2 of the Form 8-A is hereby amended by adding the following exhibit attached hereto:

EXHIBIT NO. -----	DESCRIPTION -----
4.6	Amendment No. 3, dated as of March 19, 2002, to the Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer and Trust Company, as Rights Agent.

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.

Date: March 19, 2002

ASPEN TECHNOLOGY, INC.

By: /s/ Lisa W. Zappala

Lisa W. Zappala
Senior Vice President and Chief
Financial Officer

RIGHTS AGREEMENT
AMENDMENT NO. 3

THIS AMENDMENT NO. 3 TO RIGHTS AGREEMENT is entered into as of March 19, 2002 by Aspen Technology, Inc. (the "Company") and American Stock Transfer and Trust Company, as Rights Agent (the "Rights Agent"), with respect to the Rights Agreement dated as of March 12, 1998 between the Company and the Rights Agreement, as amended to date (the "Rights Agreement").

WHEREAS, no Distribution Date, as defined in Section 3(b) of the Rights Agreement, has occurred; and

WHEREAS, the Company has directed the Rights Agent to enter into this Amendment No. 3 pursuant to Section 26 of the Rights Agreement;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein, the Company and the Rights Agent agree as follows:

The definition of "Exempt Person" set forth in Section 1 of the Rights Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

"`Exempt Person' shall mean Pine Ridge Financial Inc., Perseverance LLC and Smithfield Fiduciary LLC (each a "Series B Investor"), unless and until such time as such Series B Investor directly or indirectly becomes the Beneficial Owner of Common Shares other than Common Shares received (i) as a dividend on, or as a result of any conversion or redemption of, any shares of the Series B-I Convertible Preferred Stock, \$.10 par value per share, or Series B-II Convertible Preferred Stock, \$.10 par value per share, of the Company, (ii) upon exercise of warrants issued by the Company pursuant to the Amended and Restated Securities Purchase Agreement, dated as of the date hereof, between the Company and the Series B Investors, or (iii) otherwise pursuant to such Amended and Restated Securities Purchase Agreement or to the Amended and Restated Registration Rights Agreement, dated as of the date hereof, between the Company and the Series B Investors. In addition, `Exempt Person' shall include any Person to whom or which a Series B Investor transfers any shares of such Series B-I Convertible Preferred Stock or Series B-II Convertible Stock or any of such warrants."

IN WITNESS WHEREOF, the parties have duly executed this Amendment No. 3 as of the date first written above.

ASPEN TECHNOLOGY, INC.

AMERICAN STOCK TRANSFER AND TRUST
COMPANY, AS RIGHTS AGENT

By: /s/ Lisa W. Zappala

Lisa W. Zappala
Senior Vice President and
Chief Financial Officer

By: /s/ Herbert L. Lemmer

Name: Herbert L. Lemmer
Title: Vice President