

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ASPEN TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

04-2739697  
(I.R.S. employer  
identification number)

TEN CANAL PARK  
CAMBRIDGE, MASSACHUSETTS 02141  
(617) 949-1000  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

LAWRENCE B. EVANS  
Chairman of the Board and Chief Executive Officer  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141  
(617) 949-1000  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:

STEPHEN J. DOYLE, ESQ.  
Vice President, General Counsel,  
Chief Legal Officer and Secretary  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141

MARK L. JOHNSON, ESQ.  
FOLEY, HOAG & ELIOT LLP  
One Post Office Square  
Boston, Massachusetts 02109

The Registrant hereby withdraws from registration all of those shares of its common stock, \$.10 par value per share, registered pursuant to its Registration Statement on Form S-3 (registration number 333-63483) and not sold as of the time of filing of this Post-Effective Amendment No. 1.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Massachusetts, as of February 4, 1999.

ASPEN TECHNOLOGY, INC.

By: /s/ Lawrence B. Evans

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Lawrence B. Evans  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated as of February 4, 1999.

SIGNATURE -----	TITLE -----
/s/ LAWRENCE B. EVANS ----- Lawrence B. Evans	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
*	
----- Lisa W. Zappala	Chief Financial Officer (Principal Financial and Accounting Officer)
*	
----- Joseph F. Boston	Director
*	
----- Gresham T. Brebach, Jr.	Director
*	
----- Douglas R. Brown	Director
*	
----- Joan C. McArdle	Director
*	
----- Alison Ross	Director
*By /s/ LAWRENCE B. EVANS ----- Lawrence B. Evans Attorney-in-fact	