

**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) **May 4, 2011**

**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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

On May 4, 2011, the board of directors elected Robert M. Whelan, Jr. as one of our Class II directors effective immediately. His term will expire at the 2013 Annual Meeting of Stockholders.

Upon his election to the board, Mr. Whelan was granted a stock option to acquire 24,000 shares of our common stock. He will receive cash compensation in accordance with our Director Compensation Policy, a copy of which is attached as Exhibit 10.43 to the Registration Statement on Form S-1 we filed with the Securities and Exchange Commission on July 30, 2010.

Mr. Whelan has been the President of Whelan & Company, LLC, which provides business and financial consulting and strategic services to a broad range of companies, since 2001. From 2001 to 2005, Mr. Whelan also served as Managing Director of Valuation Perspectives, Inc., a consulting firm. Prior to 2001, Mr. Whelan held a number of senior-level positions at various investment banking and brokerage firms. Among other positions, Mr. Whelan was Vice Chairman of Prudential Volpe Technology Group, the technology investment banking and research division of Prudential Securities, and prior to that, he was Chief Operating Officer, Managing Director, Head of Investment Banking, and a board member of Volpe Brown Whelan & Company, a private technology and healthcare investment banking, brokerage and asset management firm acquired by Prudential Securities in 1999. Mr. Whelan currently serves as a director of ARIAD Pharmaceuticals, Inc. a NASDAQ - listed developer of small-molecule drugs to treat patients with aggressive cancers. He also serves as a director of Leerink Swann LLC, a privately held independent healthcare research firm, and Growth Capital Partners L.P., a privately held advisory and asset management firm. Mr. Whelan is 59 years old.

On May 6, 2011, we issued a press release announcing the election of Mr. Whelan to our board of directors. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on May 6, 2011.

**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: May 6, 2011

By: /s/ Frederic G. Hammond  
Frederic G. Hammond  
Senior Vice President and General Counsel

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on May 6, 2011.

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### AspenTech Appoints Robert M. Whelan, Jr. to Board of Directors

*Brings Extensive Technology Investment Banking and  
 Executive Management Experience to AspenTech*

**BURLINGTON, Mass. — May 6, 2011** — Aspen Technology, Inc. (NASDAQ: AZPN), a leading provider of software and services to the process industries, announced that Robert M. Whelan, Jr. has been appointed to the company's board of directors.

- Whelan brings an extensive background of technology investment banking and executive management to AspenTech's board. Since 2001, he has been President of Whelan & Company, LLC, providing business and financial consulting and strategic services to a broad range of companies. From 2001 to 2005, he served as Managing Director of the consulting firm Valuation Perspectives, Inc.
- Previously, Whelan held a number of senior-level positions at leading investment banking and brokerage firms. He was Vice Chairman of Prudential Volpe Technology Group, the technology investment banking and research division of Prudential Securities. Prior to Prudential Volpe, he was Chief Operating Officer, Managing Director, board member and Head of Investment Banking of Volpe Brown Whelan & Company, a private technology and healthcare investment banking, brokerage and asset management firm acquired by Prudential Securities in late 1999.
- Whelan currently serves as a director of ARIAD Pharmaceuticals, Inc. (NASDAQ: ARIA), a developer of small-molecule drugs to treat patients with aggressive cancers where current therapies are inadequate. He also serves as a director of Leerink Swann LLC, an independent healthcare research firm, and Growth Capital Partners L.P., an advisory and asset management firm. He is a former member of the board of directors of Coastal Enterprise Ventures, a socially responsible venture fund in Portland, Maine.
- Whelan holds an MBA from Stanford University and a BA from Dartmouth College.

#### Supporting Quotes:

*Robert M. Whelan, Jr.*

"AspenTech is one of the best positioned companies in software, with a clear mission of helping energy, chemicals and other process industry companies achieve superior operating and financial results. With strong competitive differentiation, a world-class customer base, best in class process optimization software, and a strong financial and organizational foundation, AspenTech is in great position to expand its leadership position. I look forward to being part of that growth."

*Mark Fusco, President & CEO, Aspen Technology, Inc.*

"We are very pleased to add Bob Whelan to our Board of Directors. With AspenTech in a strong position to grow our leadership position in the process industries, his executive management and technology investment banking experience will be a valuable resource to the company. I look forward to working with Bob as we continue to execute on AspenTech's growth strategy."

#### About AspenTech

AspenTech is a leading supplier of software that optimizes process manufacturing — for energy, chemicals, pharmaceuticals, 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](http://www.aspentech.com).

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