UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (Amendment No. 5)1

Aspen Technology, Inc.

(Name of issuer)

Common Stock, par value \$0.10

(Title of class of securities)

045327103

(CUSIP number)

Jarlyth H. Gibson, Assistant Compliance Officer 617-951-9493 C/o Advent International Corporation, 75 State Street, 29th Floor Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2007

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

¹The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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NAME OF REPORTING PERSON LRS. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent International Corporation								
3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 0 CHIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER PRINGFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SOLE DISPOSITIVE POWER SOLE DISPOSITIVE POWER None 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,512,336 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50%	1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
3 SEC USE ONLY 4 OC 5 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 8 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 8 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 9 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 9 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 9 OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 9 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER None 10 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER None 11 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER None 12 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER None 13 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER None 14 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER 15 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER 16 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER 17 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER 18 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER 19 OCHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER 29 OCH		CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*				
SCUSE ONLY SCURCE OF FUNDS WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHICK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHICK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER POSITION OF A CONTROL OF A CONT	2	(a) ✓						
3 SOURCE OF FUNDS 4 WC 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 OCTITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SOLE DISPOSITIVE POWER None SOLE DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 OCHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% 14 TYPE OF REPORTING PERSON*								
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CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER SOLE VOTING POWER AND SOLE VOTING POWER None SOLE VOTING POWER None SOLE DISPOSITIVE POWER None SOLE DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES OF CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES OF CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*	3							
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CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) O CITIZENSHIP OR PLACE OF ORGANIZATION Delaware T SOLE VOTING POWER 29,512,336 SHARED VOTING POWER None SOLE DISPOSITIVE POWER None SOLE DISPOSITIVE POWER 29,512,336 T AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON T CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*	4							
CITIZENSHIP OR PLACE OF ORGANIZATION			IE DIC	POLOCUDE OF LECAL PROCEEDINGS IS DECLUBED DUBSHANT TO ITEMS 2/J/ OD 2/J/				
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Delaware		0						
Delaware Page		CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PESSON BY SHARED DISPOSITIVE POWER None None None None None None None None	6	Delawar	Delaware					
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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SOLE DISPOSITIVE POWER 29,512,336 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,512,336 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES OPERATE OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13 TYPE OF REPORTING PERSON*			7					
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PERSON WITH 10 SHARED DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,512,336 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13 TYPE OF REPORTING PERSON*			O	None				
PERSON WITH 10 SHARED DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,512,336 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*			_	SOLE DISPOSITIVE POWER				
WITH 10 SHARED DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,512,336 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*			9	20.512.227				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,512,336 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*		ŀ						
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*								
29,512,336 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*	11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12 o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*	11	29,512,3	36					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*		CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 33.50% TYPE OF REPORTING PERSON*	12							
13 33.50% TYPE OF REPORTING PERSON*			UT OF	CLASS DEDDESENTED DV AMOUNT IN DOW (0)				
33.50% TYPE OF REPORTING PERSON*	13	PERCEI	VI OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
14		33.50%						
	1.4	TYPE O	F REP	ORTING PERSON*				
	14	CO IA						

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent International Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 🗹							
	(b) o							
3	SEC US	E ONL	Y					
3								
_	SOURC	E OF F	UNDS					
4	WC							
	WC	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	CHECK	пъ	RELOGICE OF LEGILL PROCEEDINGS IS REQUIRED FORSOMY TO THEMS 2(a) OR 2(c)					
	0							
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
U	Delawar	Delaware						
		_	SOLE VOTING POWER					
NII IMI	BER OF	7	28,965,435					
	ARES		SHARED VOTING POWER					
BENEF	ICIALLY	8						
	ED BY		None					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON		28,965,435					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	28,965,4		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	СПЕСК	BUA I	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	0							
12	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13	32.88%							
	ТҮРЕ С	F REP	ORTING PERSON*					
14	PN							
	FIN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Global Private Equity IV Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 							
	(b) o							
3	SEC US	E ONL	Y					
1	SOURC	SOURCE OF FUNDS						
4	WC							
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6	. .							
	Delawar	e	SOLE VOTING POWER					
		7	SOLL VOINGTOWER					
	BER OF		14,426,457					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	O	None					
	СН	0	SOLE DISPOSITIVE POWER					
	RTING SON	9	14,426,457					
W	ITH		SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	14,426,4		F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	CHECK	BUAI	THE AUGREDATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	0							
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13	16.38%							
1.4	TYPE O	F REP	ORTING PERSON*					
14	PN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Global Private Equity III Limited Partnership							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) 🗹							
	(b) o							
	SEC USE ONLY							
3								
	acrina		YAND O					
4	SOURC	E OF F	UNDS					
7	WC							
	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	О							
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
U	Delawar	Delaware						
			SOLE VOTING POWER					
		7						
	BER OF		4,131,728					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	O	None					
	СН		SOLE DISPOSITIVE POWER					
	RTING	9						
PER	RSON		4,131,728					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	4,131,72							
10	CHECK	BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13								
	4.69%							
11	TYPE O	F REP	ORTING PERSON*					
14	PN							

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1	I.R.S. ID	ENTIF	PORTING PERSON FICATION NO. OF ABOVE PERSON (ENTITIES ONLY) s GPE-IV Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 							
	(b) o SEC US	E ONL	Y					
3								
1	SOURC	E OF F	TUNDS					
4	WC							
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	o							
	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	Bermuda	Bermuda						
		7	SOLE VOTING POWER					
NUME	BER OF	,	182,597					
	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	None					
	СН	Λ	SOLE DISPOSITIVE POWER					
	RTING SON	9	182,597					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	182,597							
10	CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13	0.21%							
1.4	ТҮРЕ О	F REP	ORTING PERSON*					
14	PN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent PGGM Global Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 🗹							
	(b) o							
2	SEC USE ONLY							
3								
	SOURC	E OF F	UNDS					
4								
	WC	IE DIC	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	СПЕСК	IF DIS	SCLUSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO TEMS 2(d) OR 2(e)					
	0							
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	Delaware						
	20141141		SOLE VOTING POWER					
		7						
	BER OF		413,151					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	U	None					
	·СН	_	SOLE DISPOSITIVE POWER					
	RTING SON	9	413,151					
	ITH		SHARED DISPOSITIVE POWER					
***		10						
			None					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	413,151							
	CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12								
	O PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13	LICE		CERSO REPRESENTED DI TIMOCHI IN ROM (7)					
	0.47%							
14	TYPE O	F REP	ORTING PERSON*					
14	PN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners GPE-III Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 🗹							
	(b) o	(b) o SEC USE ONLY						
3	SEC 05	L ONL	•					
4	SOURC	E OF F	UNDS					
4	WC							
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	Delaware						
		7	SOLE VOTING POWER					
NUME	BER OF	7	35,378					
	ARES		SHARED VOTING POWER					
	ICIALLY ED BY	8	None					
	CH.		SOLE DISPOSITIVE POWER					
	RTING SON	9	35,378					
	ITH		SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	None AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	35,378 CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12								
	O DERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13		VI 01	CLASS REI RESERVED DI AMOGNI IN ROW (7)					
	0.04%	EDED	ORTING PERSON*					
14	TIPEU	T KEP	ORTING LERSON					
	PN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners (NA) GPE-III Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 🗹							
	(b) o							
3	SEC US	E ONL	Y					
3								
_	SOURC	E OF F	UNDS					
4	WC							
	WC CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	chilen	11 210	-20001E 01 2201E 110 0222E 1 00 12 12 10 12 10 112 10 112 10 12 12 10 01 2(0)					
	0							
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
U	Delawar	Delaware						
		7	SOLE VOTING POWER					
NUME	BER OF	7	10,513					
	ARES		SHARED VOTING POWER					
	ICIALLY	8						
	ED BY CH		None SOLE DISPOSITIVE POWER					
	RTING	9	SOLE DISPOSITIVE POWER					
PER	SON		10,513					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	10,513							
		BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12								
	0							
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
15	0.01%							
14	TYPE O	F REP	ORTING PERSON*					
14	PN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III Limited Partnership					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☑ (b) o					
3	SEC US	E ONL	Y			
4	SOURC	E OF F	UNDS			
5	CHECK o	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZE		OR PLACE OF ORGANIZATION			
NUMBER OF SHARES		7	SOLE VOTING POWER 1,907,638 SHARED VOTING POWER			
BENEFI OWN:	ICIALLY ED BY	8	None			
REPO	ACH RTING ASON	9	SOLE DISPOSITIVE POWER 1,907,638			
W	ITH	10	SHARED DISPOSITIVE POWER None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,907,638					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
13	PERCEN 2.17%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
14	TYPE OF REPORTING PERSON* PN					

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1	I.R.S. ID	ENTIF	PORTING PERSON FICATION NO. OF ABOVE PERSON (ENTITIES ONLY) & Communications III-A Limited Partnership				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*				
2	CILCK	TILL	II I KOI KIATE BOX II. A WEWDER OF A GROOF				
2	(a) 🗵						
	(b) o						
•	SEC US	SEC USE ONLY					
3							
	SOURC	E OE E	TINIDO				
4	SOURC	E OF F	UNDS				
7	WC						
	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5							
	0						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	Delawar						
	Delawai	е	SOLE VOTING POWER				
		7	SOLE VOTING FOWER				
NUME	BER OF	,	944,435				
SHA	ARES		SHARED VOTING POWER				
	ICIALLY	8					
	ED BY		None				
	CH	Λ	SOLE DISPOSITIVE POWER				
	RTING SON	9	944,435				
	ITH		SHARED DISPOSITIVE POWER				
VV	1111	10	SHARED DISTOSITIVE TOWER				
		10	None				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
	944,435						
12	CHECK	BOX I	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
12	0						
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
13	LICE	11 01	CENSO REPRESENTED BY AMOUNT IN NOW (7)				
	1.07%						
	TYPE O	F REP	ORTING PERSON*				
14							
	PN						

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-B Limited Partnership							
_	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) 🗹							
	(b) o		<u>.</u>					
3	SEC US	E ONL	Y					
4	SOURC	E OF F	UNDS					
4	WC	WC						
_		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6								
	Delawar	e	SOLE VOTING POWER					
		7	SOLL VOINGTOWER					
	BER OF		236,057					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY		None					
	CH	Λ	SOLE DISPOSITIVE POWER					
	RTING SON	9	236,057					
W	ITH		SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	236,057	DOV I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	CHECK	BUAI	THE AUGREDATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	0							
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
15	0.27%							
11	TYPE O	F REP	ORTING PERSON*					
14	PN							

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-C Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑						
	(b) o	(b) o					
3	SEC USE ONLY						
	SOURCE OF FUNDS						
4							
	WC CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	CHECK II DISCLOSURE OF LEGAL I ROCLEDINGS IS REQUIRED FORSUANT TO FIEMS 2(u) OR 2(c)						
	0	ICHID	OR BY A GE OF OR GANIFACTION				
6	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION					
Ů	Delaware						
		7	SOLE VOTING POWER				
NUME	BER OF	,	3,777,641				
	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	None				
	СН		SOLE DISPOSITIVE POWER				
REPORTING PERSON		9					
	ISON ITH		3,777,641 SHARED DISPOSITIVE POWER				
** 1	1111	10	SHAKED DISI OSHTIVE I OWEK				
			None				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	3,777,641						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12	0	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
13	4.29%	4.200/					
	TYPE OF REPORTING PERSON*						
14							
	PN						

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-D C.V.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) 🗹					
	(b) o					
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
4	WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
3	0					
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION				
6	Netherlands					
		7	SOLE VOTING POWER			
NUME	BER OF	7	708,275			
SHA	ARES		SHARED VOTING POWER			
	ICIALLY ED BY	8	Name			
	си в ч СН		None SOLE DISPOSITIVE POWER			
	RTING	9				
PERSON WITH			708,275			
W	ITH	10	SHARED DISPOSITIVE POWER			
		10	None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	708,275					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13						
	0.80%	E DED	ODTING DED COM*			
14	TYPE OF REPORTING PERSON*					
	PN					

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-E C.V.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑						
(b) o							
2	SEC USE ONLY						
3							
	SOURCE OF FUNDS						
4							
	WC	IE DIS	CCLOSUDE OF LEGAL DROCEEDINGS IS DECLUDED DUDGIJANT TO ITEMS 2(4) OD 2(5)				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
	0						
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION					
6	Netherlands						
			SOLE VOTING POWER				
		7					
	BER OF		472,218				
	ARES ICIALLY	8	SHARED VOTING POWER				
	ED BY	0	None				
	СН		SOLE DISPOSITIVE POWER				
REPORTING PERSON		9	472,218				
	ITH		SHARED DISPOSITIVE POWER				
***		10	SIMILED DISTOSITIVE TOWER				
			None				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	472,218						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12							
	DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOW (0)						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
_	0.54%	0.54%					
11	TYPE OF REPORTING PERSON*						
14	PN						

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners DMC III Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) 🗵						
	(b) o						
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
4	WC						
5	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
3	0						
	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION					
6	Delaware						
		7	SOLE VOTING POWER				
NUME	BER OF	7	109,478				
	ARES		SHARED VOTING POWER				
	ICIALLY	8	Mari				
	ED BY		None SOLE DISPOSITIVE POWER				
EACH REPORTING		9					
	SON		109,478				
W]	ITH	10 SHARED DISPOSITIVE POWER					
		10	None				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	109,478						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
13							
		0.12%					
14	TYPE OF REPORTING PERSON*						
	PN						

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Energy II Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) ☑					
	(a) E (b) o					
2	SEC USE ONLY					
3						
	SOURCE OF FUNDS					
4						
	WC	IE DIS	CLOSUDE OF LEGAL DROCEEDINGS IS DECLUDED DUDGUANT TO ITEMS 2(4) OD 2(5)			
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0					
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION			
6	Delaware					
		_	SOLE VOTING POWER			
NII IMT	DED OF	7	1.047.925			
	BER OF ARES		1,947,835 SHARED VOTING POWER			
	ICIALLY	8	SIMILD VOTINGTOWER			
	ED BY		None			
	CH	9	SOLE DISPOSITIVE POWER			
REPORTING PERSON		9	1,947,835			
W	ITH		SHARED DISPOSITIVE POWER			
		10	AV.			
	AGGRE	GATE	None AMOUNT RENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,947,835					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	0	O .				
1.0	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13	2.21%	2.210/				
	TYPE OF REPORTING PERSON*					
14						
	PN					

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners II Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☑ (b) o				
3	SEC USE ONLY				
4	SOURCE OF FUNDS WC				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
NUMBER OF		7	SOLE VOTING POWER 208,935		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		8	SHARED VOTING POWER None		
		9	SOLE DISPOSITIVE POWER 208,935		
WITH 10 SHARED DISPOSITIVE POWER None			SHARED DISPOSITIVE POWER None		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 208,935				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
13	PERCEN 0.24%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
14	TYPE OF REPORTING PERSON*				

Item 1. Security and Issuer

This statement on Amendment No. 5 to Schedule 13D ("Amendment No. 5") relates to the Reporting Persons' beneficial ownership interest in the Common Stock, par value \$0.10 per share, of Aspen Technology, Inc., a Delaware corporation (the "Corporation"). The address of the principal executive office of the Corporation is 200 Wheeler Road, Burlington, MA 01803. This Amendment No. 5 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006, Amendment No. 2 thereto filed with the Commission on July 26, 2006, Amendment No. 3 thereto filed with the Commission on December 15, 2006 and Amendment No. 4 thereto filed with the Commission on December 22, 2006 (as so amended, the "Schedule 13D"). This Amendment No. 5 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended as set forth in the following table which reports the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of the Schedule 13D (based upon 88,087,000 shares of Common Stock outstanding as of May 8, 2007). The table has been amended to reflect sales made on behalf of each Reporting Person in 2007. The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

	Number of		
	Shares	Total Number	Percentage
Reporting Person	Beneficially Owned	of Shares Sold in 2007	of Shares Outstanding
Global Private Equity IV Limited Partnership (1)	14,426,457	971,301	16.38%
Advent PGGM Global Limited Partnership (1)	413,151	27,818	0.47%
Global Private Equity III Limited Partnership (1)	4,131,728	278,180	4.69%
Digital Media & Communications III Limited Partnership (1)	1,907,638	128,438	2.17%
Digital Media & Communications III-A Limited Partnership (1)	944,435	63,585	1.07%
Digital Media & Communications III-B Limited Partnership (1)	236,057	15,895	0.27%
Digital Media & Communications III-C Limited Partnership (1)	3,777,641	254,337	4.29%
Digital Media & Communications III-D C.V. (1)	708,275	47,688	0.80%
Digital Media & Communications III-E C.V. (1)	472,218	31,792	0.54%
Advent Energy II Limited Partnership (1)	1,947,835	131,142	2.21%
Advent Partners GPE-IV Limited Partnership (2)	182,597	12,293	0.21%
Advent Partners GPE-III Limited Partnership (2)	35,378	2,382	0.04%
Advent Partners (NA) GPE-III Limited Partnership (2)	10,513	710	0.01%
Advent Partners DMC III Limited Partnership (2)	109,478	7,372	0.12%
Advent Partners II Limited Partnership (2)	208,935	14,067	0.24%
Advent International Limited Partnership (1)	28,965,435	1,950,176	32.88%
Advent International Corporation (1), (2)	29,512,336	1,987,000	33.50%
Total Group	29,512,336	1,987,000	33.50%

- (1) Advent International Corporation ("AIC") is the General Partner of Advent International Limited Partnership ("AILP") which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC and AILP derive from such power.
- (2) AIC is the General Partner of the indicated Reporting Person. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated reporting persons. The beneficial ownership of AIC derives from such power.
- (b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2008

Global Private Equity IV Limited Partnership

Global Private Equity III Limited Partnership

Advent PGGM Global Limited Partnership

Digital Media & Communications III Limited Partnership

Digital Media & Communications III-A Limited Partnership

Digital Media & Communications III-B Limited Partnership

Digital Media & Communications III-C Limited Partnership

Digital Media & Communications III-D C.V.

Digital Media & Communications III-E C.V.

Advent Energy II Limited Partnership

By: Advent International Limited Partnership, General Partner

By: Advent International Corporation, General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer*

Advent International Limited Partnership

Advent Partners II Limited Partnership

Advent Partners GPE-IV Limited Partnership

Advent Partners GPE-III Limited Partnership

Advent Partners (NA) GPE-III Limited Partnership

Advent Partners DMC-III Limited Partnership

By: Advent International Corporation, General Partner By: Jarlyth H. Gibson, Assistant Compliance Officer *

ADVENT INTERNATIONAL CORPORATION

By: Jarlyth H. Gibson, Assistant Compliance Officer *

* For all of the above:

/s/ Jarlyth H. Gibson

Jarlyth H. Gibson, Assistant Compliance Officer