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**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)<sup>1</sup>**

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**Aspen Technology, Inc.**

(Name of issuer)

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Common Stock, par value \$0.10  
(Title of class of securities)

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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

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

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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.

<sup>1</sup>The 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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(Continued on following pages)  
(Page 1 of 22 Pages)

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<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent International Corporation	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  29,512,336
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  29,512,336
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  29,512,336	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  33.50%	
<b>14</b>	TYPE OF REPORTING PERSON*  CO, IA	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent International Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  28,965,435
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  28,965,435
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  28,965,435	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  32.88%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Global Private Equity IV Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  14,426,457
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  14,426,457
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,426,457	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  16.38%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Global Private Equity III Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  4,131,728
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  4,131,728
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,131,728	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.69%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Partners GPE-IV Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  182,597
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  182,597
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  182,597	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.21%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent PGGM Global Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  413,151
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  413,151
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  413,151	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.47%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	



<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Partners GPE-III Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  35,378
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  35,378
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  35,378	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.04%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Partners (NA) GPE-III Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  10,513
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  10,513
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10,513	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.01%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  1,907,638
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  1,907,638
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,907,638	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  2.17%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-A Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  944,435
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  944,435
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  944,435	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.07%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-B Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  236,057
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  236,057
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  236,057	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.27%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-C Limited Partnership	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  3,777,641
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  3,777,641
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,777,641	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.29%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-D C.V.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  708,275
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  708,275
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  708,275	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.80%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-E C.V.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  472,218
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  472,218
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  472,218	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.54%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	



<b>1</b>		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Partners DMC III Limited Partnership
<b>2</b>		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<b>3</b>		SEC USE ONLY
<b>4</b>		SOURCE OF FUNDS  WC
<b>5</b>		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>
<b>6</b>		CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  109,478
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  109,478
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  109,478
<b>12</b>		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>
<b>13</b>		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.12%
<b>14</b>		TYPE OF REPORTING PERSON*  PN

<b>1</b>		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Energy II Limited Partnership
<b>2</b>		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<b>3</b>		SEC USE ONLY
<b>4</b>		SOURCE OF FUNDS  WC
<b>5</b>		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>
<b>6</b>		CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  1,947,835
	<b>8</b>	SHARED VOTING POWER  None
	<b>9</b>	SOLE DISPOSITIVE POWER  1,947,835
	<b>10</b>	SHARED DISPOSITIVE POWER  None
<b>11</b>		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,947,835
<b>12</b>		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>
<b>13</b>		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  2.21%
<b>14</b>		TYPE OF REPORTING PERSON*  PN

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

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.

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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.

Reporting Person	Number of Shares		Percentage of Shares Outstanding
	Shares Beneficially Owned	Total Number of Shares Sold in 2007	
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.

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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 \*

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\* For all of the above:

/s/ Jarlyth H. Gibson

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Jarlyth H. Gibson, Assistant Compliance Officer