

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarter ended September 30, 1998.

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 000-24786

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

Delaware 04-2739697  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

Ten Canal Park, Cambridge, Massachusetts 02141  
(Address of principal executive office and zip code)

Registrant's telephone number, including area code: (617) 949-1000

Indicate by check mark whether the registrant: (1) has filed reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes X No  
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As of September 30, 1998, there were 24,665,779 shares of the Registrant's common stock (par value \$.10 per share) outstanding.

## Item 6. Exhibits and Reports on Form 8-K

## (a) Exhibits

10.35 Change in Control Agreement between the Company and Lisa W. Zappala dated November 3, 1998. (Previously filed.)

## (b) Reports on Form 8-K

Current Reports on Form 8-K dated July 28, 1998, October 6, 1998, and October 7, 1998 and Current Report on Form 8-KA dated September 17, 1998. (Previously filed.)

## (c) Other Exhibits: Restated Financial Data Schedule

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 thereunto duly authorized.

ASPEN TECHNOLOGY, INC.

Date: November 19, 1998

By: /s/ Lisa W. Zappala

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Lisa W. Zappala  
Senior Vice President  
Chief Financial Officer

1,000  
U.S. DOLLARS

3-MOS		
	JUN-30-1999	
	JUL-01-1998	
	SEP-30-1998	
	1	
		68,667
	38,721	
	75,350	
		0
		0
	223,542	
		78,991
	36,652	
	329,372	
55,692		
		0
0		
		0
		2,488
	159,747	
329,372		
		16,004
	46,709	
		1,667
	21,640	
	36,224	
	250	
	1,389	
	(9,785)	
	(3,425)	
(11,155)		
	0	
	0	
		0
	(6,360)	
	(0.26)	
	(0.26)	