

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): August 7, 2001

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

DELAWARE	0-24786	04-2739697

(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

Ten Canal Park, Cambridge, Massachusetts 02141

(Address of principal executive office and zip code)

(617) 949-1000

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On August 7, 2001, we reported our financial results for our fourth quarter and fiscal year ended June 30, 2001.

Our total revenues for the fourth quarter were \$83.0 million, up 9 percent sequentially from our third quarter. Our license revenues totaled \$40.0 million and services revenues were \$43.0 million for the quarter ending June 30, 2001. We reported a pro forma loss per share of \$0.06, which excludes one-time acquisition and restructuring charges and amortization of goodwill. Excluding these charges and expenses relating to PetroVantage, our wholly owned subsidiary providing software to optimize the trading and logistics of crude oil and refined products, we reported pro forma net income of \$0.4 million or \$0.01 per diluted share.

We also announced that, in light of economic uncertainties, we anticipate making additional expense reductions to improve our efficiency and return to profitability as soon as possible. These actions include reducing our worldwide workforce, which numbered 1,900 at June 30, 2001, by approximately 5 percent.

For the fiscal year ended June 30, 2001, we reported total revenues of \$310.6 million, up 16 percent from \$268.1 million reported in fiscal 2000. We reported a pro forma net loss of \$3.5 million, or (\$0.12) per basic share, excluding amortization of goodwill, one-time acquisition and restructuring costs, and write-off of our e-Chemicals investment. Excluding these expenses and the costs related to PetroVantage, we reported pro forma net income of \$2.3 million or \$0.07 per diluted share.

The following tables present unaudited selected consolidated financial data as of, and for the quarters and fiscal years ended, June 30, 2000 and 2001 (in thousands, except per share information):

Quarter Ended
Fiscal Year
Ended -----

-- June 30,
June 30, June
30, June 30,
2001 2000
2001 2000 ---

CONSOLIDATED
STATEMENTS OF
OPERATIONS

DATA:

Revenues
Software
licenses \$
40,012
\$47,272
\$147,448
\$132,843
Services
43,012 36,081
163,176
135,250 -----

--- Total
revenues
83,024 83,353
310,624
268,093 -----

--- Expenses
Cost of
software
licenses
3,151 2,875
11,856 9,605
Cost of
services
25,734 22,704
98,295 85,193
Selling and
marketing
31,846 28,896
113,608
91,863

Research and
development
18,763 15,129
68,913 51,567
General and
administrative
8,189 7,408
30,643 24,736
Restructuring
and other
charges 6,969
-- 6,969 --
Charge for
in-process
research and
development
2,300 1,547
9,915 1,547 -

----- Total

costs and
 expenses
 96,952 78,559
 340,199
 264,511 -----
 --- -----

 --- Income
 (loss) from
 operations
 (13,928)
 4,794
 (29,575)
 3,582 Other
 income
 (expense),
 net 650 70
 669 (37)
 Write-off of
 investment --
 -- (5,000) --
 Interest
 income, net
 878 1,110
 4,799 4,207 -

Income (loss)
 before
 provision for
 (benefit
 from) income
 taxes
 (12,400)
 5,974
 (29,107)
 7,752

Provision for
 (benefit
 from) income
 taxes (3,720)
 1,411 (8,732)
 2,324 -----

- Net income
 (loss) \$
 (8,680) \$
 4,563
 \$(20,375) \$
 5,428

=====
 =====
 =====
 =====

Diluted
 earnings
 (loss) per
 share \$

(0.28) \$ 0.14
 \$ (0.68) \$

0.18 Weighted
 average
 shares

outstanding -
 - diluted

30,572 31,794
 29,941 30,785

Basic
 earnings
 (loss) per
 share \$

(0.28) \$ 0.16
 \$ (0.68) \$

0.19 Weighted
 average
 shares

outstanding -
 - basic

30,572 28,783
29,941 28,221

June 30,
June 30,
2001 2000 --

CONSOLIDATED
CONDENSED
BALANCE

SHEET DATA:

Assets

Current

assets Cash,
cash

equivalents

and short-

term

investments

\$ 67,638

\$113,532

Accounts

receivable

and unbilled

services,

net 116,389

103,675

Current

portion of

long-term

installments

receivable,

net 31,094

24,873

Deferred tax

asset 3,252

3,300

Prepaid

expenses and

other

current

assets

17,591

16,175 -----

Total

current

assets

235,964

261,555

Long-term

installments

receivable,

net 43,428

28,301

Equipment

and

leasehold

improvements,

net 43,276

36,093

Computer

software

development

costs, net

8,539 7,026

Intangible

assets, net

43,964 8,856

Deferred tax

asset 15,686

10,130 Other

assets

15,737

12,984 -----

Total assets

\$406,594

\$364,945

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=====
Liabilities
and
Stockholders'
Equity
Current
liabilities
Current
portion of
long-term
debt $ 2,539
$ 1,327
Accounts
payable and
accrued
expenses
63,024
53,392
Unearned
revenue
18,711
13,903
Deferred
revenue
24,341
23,553 -----
-----
Total
current
liabilities
108,615
92,175 Long-
term debt,
less current
maturities
88,149
88,173
Deferred
revenue,
less current
portion
8,190 14,374
Other
liabilities
635 1,025
Total
stockholders'
equity
201,005
169,198 -----
-----
- Total
liabilities
and
stockholders'
equity
$406,594
$364,945
=====
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ASPENTECH is one of our trademarks.

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.

Dated: August 8, 2001

By: /s/ Lisa W. Zappala

Lisa W. Zappala
Senior Vice President and
Chief Financial Officer