

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): October 5, 1998

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

0-24786

04-2739697

(State or other jurisdiction
of incorporation)

(Commission
file number)

(IRS employer
identification no.)

TEN CANAL PARK, CAMBRIDGE, MASSACHUSETTS

02141

(Address of principal executive offices)

(Zip code)

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

NOT APPLICABLE

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On October 5, 1998, a purported class action lawsuit was filed in the United States District Court for the District of Massachusetts against the Company and certain of its officers and directors, on behalf of purchasers of the Company's common stock between April 28, 1998 and October 2, 1998. The lawsuit seeks an unspecified amount of damages and claims violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, alleging that the defendants issued a series of materially false and misleading statements concerning the Company's financial condition, its operations and integration of several acquisitions. The Company believes it has meritorious legal defenses to the lawsuit and intends to defend vigorously against this action. The Company is currently unable, however, to determine whether resolution of this matter will have a material adverse impact on the Company's financial position or results of operations, or reasonably estimate the amount of the loss, if any, that may result from resolution of this matter.

SIGNATURES

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: October 7, 1998

By: /s/ Lisa W. Zappala

Lisa W. Zappala
Chief Financial Officer