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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-A/A**  
Amendment No. 6 to Form 8-A

**For Registration of Certain Classes of Securities  
Pursuant To Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934**

**ASPEN TECHNOLOGY, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**  
(State of Incorporation  
or Organization)

**04-2739697**  
(I.R.S. Employer  
Identification no.)

**TEN CANAL PARK, CAMBRIDGE, MASSACHUSETTS 02141**  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

\_\_\_\_\_  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**

**Name of Each Exchange on Which  
Each Class is to be Registered**

None

None

Securities to be registered pursuant to Section 12(g) of the Act:

**Rights to Purchase Series A Participating  
Cumulative Preferred Stock**  
(Title of Class)

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**Information Required in Registration Statement**

The undersigned registrant hereby amends the following items, exhibits and portions of its registration statement on Form 8-A dated October 9, 1997 as set forth in the pages attached hereto.

**Item 1: Description of Registrant's Securities to be Registered.**

Item 1 of the Form 8-A dated October 9, 1997 (as amended to date, the "Form 8-A") filed by Aspen Technology, Inc. (the "Company") is hereby further amended to include the following:

On June 1, 2003, the Company amended its Rights Agreement, dated March 12, 1998 and amended October 26, 2001, February 6, 2002, March 19, 2002 and May 9, 2002, between the Company and American Stock Transfer and Trust Company as Rights Agent (the "Rights Agreement") by entering into Amendment No. 5 to the Rights Agreement (the "Amendment"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Rights Agreement.

The definition of "Exempt Person" set forth in Section 1 of the Rights Agreement has been amended to include in the definition of "Exempt Person" those investors and certain of their affiliates who may purchase or acquire shares of Series D-1 Convertible Preferred Stock, Series D-2 Convertible Preferred Stock or any warrants to be issued in connection with the Company's private placement of such securities pursuant to the terms of the Securities Purchase Agreement, dated as of June 1, 2003, among the Company and the securityholders identified on the signature pages thereto.

A copy of the Amendment is attached hereto as Exhibit 4.8 and is incorporated herein by reference. The foregoing description of the change to the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, as amended.

**Item 2: Exhibits.**

Item 2 of the Form 8-A is hereby amended by adding the following exhibit attached hereto:

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 4.8                   | Amendment No. 5, dated as of June 1, 2003, to the Rights Agreement dated as of March 12, 1998, as amended, between Aspen Technology, Inc. and American Stock Transfer and Trust Company, as Rights Agent. |

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ASPEN TECHNOLOGY, INC.

Date: June 2, 2003

By: /s/ LISA W. ZAPPALA

Lisa W. Zappala  
*Senior Vice President and Chief Financial Officer*

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[Information Required in Registration Statement](#)

[Item 1: Description of Registrant's Securities to be Registered.](#)

[Item 2: Exhibits.](#)

[SIGNATURE](#)

**RIGHTS AGREEMENT  
AMENDMENT NO. 5**

THIS AMENDMENT NO. 5 TO RIGHTS AGREEMENT is entered into as of June 1, 2003 by Aspen Technology, Inc. (the "Company") and American Stock Transfer and Trust Company, as Rights Agent (the "Rights Agent"), with respect to the Rights Agreement, dated as of March 12, 1998, between the Company and the Rights Agent, as amended to date (the "Rights Agreement").

WHEREAS, no Distribution Date, as defined in Section 3(b) of the Rights Agreement, has occurred; and

WHEREAS, the Company has directed the Rights Agent to enter into this Amendment No. 5 pursuant to Section 26 of the Rights Agreement;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein, the Company and the Rights Agent agree as follows:

1. The definition of "Exempt Person" set forth in Section 1 of the Rights Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

"Exempt Person" shall mean:

- (a) Pine Ridge Financial, Inc., Perseverance LLC, and Smithfield Fiduciary LLC (each, a "2002 Investor," and collectively, the "2002 Investors"), unless and until such time as such 2002 Investor directly or indirectly becomes the Beneficial Owner of Common Shares other than Common Shares acquired:
  - (i) in a pro rata distribution from the Company to all holders of Common Stock of the Company;
  - (ii) as a dividend on, a distribution from the Company in respect of, or as a result of any conversion or redemption of, any shares of the Series B-I Convertible Preferred Stock or Series B-II Convertible Preferred Stock, each \$.10 par value per share, of the Company (collectively, the "Series B Preferred Stock") held by the 2002 Investors;
  - (iii) upon exercise of warrants (the "March 2002 Warrants") issued by the Company to the 2002 Investors pursuant to the Amended and Restated Securities Purchase Agreement, dated as of March 19, 2002 (the "Series B Purchase Agreement"), among the Company and the 2002 Investors;
  - (iv) pursuant to the Securities Purchase Agreement, dated as of May 9, 2002 (the "Common Stock Purchase Agreement"), among the Company and the persons and entities (including certain 2002 Investors and their affiliates) listed on *Schedule A* thereto;
  - (v) upon exercise of warrants (the "May 2002 Warrants") issued by the Company to the 2002 Investors pursuant to the Common Stock Purchase Agreement;
  - (vi) as a dividend on, a distribution from the Company in respect of, or as a result of any conversion or redemption of, any shares of the Series D-2 Convertible Preferred Stock, \$.10 par value per share, of the Company held by the 2002 Investors (the "Series D-2 Preferred Stock");
  - (vii) upon exercise of warrants (the "2003 Warrants") issued by the Company to the 2002 Investors pursuant to the Securities Purchase Agreement, dated June 1, 2003 (the "Securities Purchase Agreement"), among the Company and the several purchasers named on *Schedule 2.01* therein;
  - (viii) upon exercise of warrants (the "Exchange Warrants") issued by the Company to the 2002 Investors pursuant to the Repurchase and Exchange Agreement, dated as of June 1, 2003 (the "Repurchase Agreement"), by and among the Company and the 2002 Investors; or

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- (ix) in accordance with the following agreements: (A) Series B Purchase Agreement, (B) Amended and Restated Registration Rights Agreement, dated March 19, 2002, between the Company and the 2002 Investors, (C) the Common Stock Purchase Agreement, (D) the Securities Purchase Agreement, (E) the Repurchase Agreement, and (E) the Investor Rights Agreement, dated as of [            ], 2003, among the Company and the stockholders named therein (the "Investor Rights Agreement").
- (b) Advent International Corporation and each of its Affiliates (each, an "Advent Investor," and collectively, the "Advent Investors") unless and until such time as such Advent Investor directly or indirectly becomes the Beneficial Owner of Common Shares other than Common Shares acquired:
  - (i) in a pro rata distribution from the Company to all holders of Common Stock of the Company;
  - (ii) from the Company pursuant to any benefit plan of the Company or in a transaction approved in advance by the Board of Directors;
  - (iii) as a dividend on, a distribution from the Company in respect of, or as a result of any conversion or redemption of, any shares of the Series D-1 Convertible Preferred Stock, \$.10 par value per share, of the Company (the "Series D-1 Preferred Stock");
  - (iv) upon exercise of the 2003 Warrants; and

(v) in accordance with the following agreements: (A) Securities Purchase Agreement and (B) the Investor Rights Agreement.

2. Except as otherwise expressly provided in this Amendment No. 5, all of the terms, conditions and provisions of the Agreement shall remain in full force and effect.

**[Remainder of Page Intentionally Left Blank]**

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IN WITNESS WHEREOF, the parties have duly executed this Amendment No. 5 as of the date first written above.

ASPEN TECHNOLOGY, INC.

AMERICAN STOCK TRANSFER AND TRUST COMPANY, as Rights Agent

By: /s/ LISA W. ZAPPALA

By: /s/ HERBERT L. LEMMER

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Lisa W. Zappala  
*Senior Vice President and Chief Financial Officer*

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Herbert L. Lemmer  
*Vice President*

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[RIGHTS AGREEMENT AMENDMENT NO. 5](#)