

**UNITED STATES  
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): **January 10, 2008**

**ASPEN TECHNOLOGY, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction of Incorporation)

**0-24786**  
(Commission  
File Number)

**04-2739697**  
(IRS Employer  
Identification No.)

**200 Wheeler Road, Burlington, MA**  
(Address of Principal Executive Offices)

**01803**  
(Zip Code)

Registrant's telephone number, including area code: **(781) 221-6400**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition.**

On January 16, 2008, we issued a press release announcing our financial results for the three months ended December 31, 2007. The full text of the press release issued in connection with this announcement is furnished as Exhibit 99.1 to this Form 8-K.

The information in this Item 2.02 of Form 8-K, and in Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as expressly set forth by specific reference in such a filing.

**Item 4.01. Changes in Registrant's Certifying Accountant.**

On January 10, 2008, Deloitte & Touche LLP ("Deloitte"), our independent registered public accounting firm, informed our Audit Committee that it is declining to stand for re-appointment for the fiscal 2008 audit. This decision does not impact Deloitte's engagement to complete the audit of our consolidated financial statements as of June 30, 2006 and 2007 and for each of the three years in the period ending June 30, 2007. In addition, Deloitte has agreed to be engaged for the review of our interim consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.

In a Current Report on Form 8-K filed on June 11, 2007, we indicated that, in connection with a review of our financial statements, errors had been identified related to the accounting for sales of customer installment receivables to financial institutions or unconsolidated special purpose entities, and that our previously issued financial statements as of June 30, 2005 and 2006 and for each of the three years in the period ended June 30, 2006, as well as the related reports of Deloitte for such periods, should not be relied upon. We also announced that the financial statements included in our filings on Form 10-Q for the quarterly periods within those years, and for each of the quarters ended September 30, 2006, December 31, 2006 and March 31, 2007, should not be relied upon.

< /p>

The previously issued Deloitte audit report on our consolidated financial statements as of and for the fiscal years ended June 30, 2005 and 2006 did not contain any adverse opinion or disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. However, such report included an explanatory paragraph which indicated that, as described in Note 17 to such financial statements, our financial statements as of June 30, 2005 and 2006 and for each of the three years in the period ended June 30, 2006 had been restated.

We have not completed preparation of our financial statements, or filed our Annual Report on Form 10-K, for the fiscal year ended June 30, 2007, nor have we completed our financial statements, or filed our Quarterly Report on Form 10-Q, for the quarter ended September 30, 2007.

During the fiscal years ended June 30, 2006 and 2007 and through the subsequent interim period through January 10, 2008, there was no disagreement between us and Deloitte on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure that, if not resolved to Deloitte's satisfaction, would have caused Deloitte to make reference to the subject matter of the disagreement in connection with its audit report.

There were no "reportable events" (as that term is described in Item 304(a)(1)(v) of Regulation S-K) during the fiscal years ended June 30, 2006 and 2007 or the subsequent interim periods through December 31, 2007, except for the material weaknesses in our internal control over financial reporting as of June 30, 2006 that we reported in "Item 9A. Controls and Procedures," including "Management's Report on Internal Control Over Financial Reporting (as Revised)" therein, of our Annual Report on Form 10-K, as amended, for the fiscal year ended June 30, 2006, which as noted above, should no longer be relied upon. In addition, reportable events would include material weaknesses existing as of June 30, 2007. The material weaknesses previously reported as of June 30, 2006 were as follows:

- inadequate and ineffective controls over the periodic financial close process;
- inadequate and ineffective controls in the accounts receivable function over the process to record customer invoice payments timely and accurately;
- inadequate and ineffective controls over the accounting for income taxes;
- inadequate and ineffective controls over accrual of goods and services received;

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- inadequate and ineffective controls over the calculation and review of forfeiture rates affecting stock-based compensation expense; and
  - inadequate and ineffective controls over the accounting for foreign currency transactions related to the consolidation of our foreign subsidiaries.

The Company has not completed the preparation of our consolidated financial statements as of June 30, 2006 and 2007 and for each of the years in the period ended June 30, 2007 or its assessment of internal control over financial reporting as of June 30, 2007. Management's assessment to date has identified and Deloitte has orally communicated the following material weaknesses as of June 30, 2007, all subject to the completion of the above referenced financial statements:

- inadequate and ineffective controls over the periodic financial close process;
- inadequate and ineffective controls over the accounting for transfers of customer installments and accounts receivable under receivable sale facilities;
- inadequate and ineffective controls over income tax accounting and disclosure;
- inadequate and ineffective controls over the recognition of revenue; and
- inadequate and ineffective controls over the accounts receivable function.

We have furnished Deloitte with a copy of the above disclosure and requested that Deloitte issue a letter addressed to the Securities and Exchange Commission stating whether Deloitte agrees with the above statements. The letter provided by Deloitte in response is included as Exhibit 16.1 to this Current Report on Form 8-K.

As of the date of the filing of this Current Report on Form 8-K, we have not engaged a new independent registered public accounting firm for the fiscal year ending June 30, 2008.

#### Item 9.01. Financial Statements and Exhibits.

##### (d) Exhibits

The following Exhibit 99.1 relating to Item 2.02 shall be deemed to be furnished, and not filed:

<u>Exhibit No.</u>	<u>Description</u>
16.1	Letter from Deloitte & Touche LLP to the Securities and Exchange Commission, dated January 16, 2008
99.1	Press release issued by Aspen Technology, Inc. on January 16, 2008

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#### 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 hereunto duly authorized.

ASPEN TECHNOLOGY, INC.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
16.1	Letter from Deloitte & Touche LLP to the Securities and Exchange Commission, dated January 16, 2008
99.1	Press release issued by Aspen Technology, Inc. on January 16, 2008

January 16, 2008

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-7561

Dear Sirs/Madams:

We have read Item 4.01 of the Aspen Technology, Inc. Form 8-K dated January 10, 2008, and we agree with the statements made therein, except that we have no basis on which to agree or disagree with the statements made in the last paragraph of the disclosure.

Yours truly,

s/ Deloitte & Touche LLP

Boston, Massachusetts

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## Contacts:

**Media Contact**

David Grip  
 AspenTech  
 +1 781-221-5273  
 david.grip@aspentech.com

**Investor Contact**

Kori Doherty  
 ICR  
 +1 617-956-6730  
 kdoherty@icrinc.com

**Aspen Technology Announces Selected Preliminary Financial Results for Second Quarter Fiscal 2008**

- *Company requests three week filing date extension until February 8*
- *Auditor notifies it will not seek re-election for the fiscal year ending June 30, 2008*

**Burlington, Mass. — January 16, 2008** — Aspen Technology, Inc. (NASDAQ: AZPN), a leading provider of software and services to the process industries, today announced selected preliminary financial results for the second quarter of fiscal 2008.

The Company reported license bookings of approximately \$66 million during the second quarter of fiscal 2008, with license bookings defined as the total net present value of all license contracts signed in the quarter. This represents an increase of approximately 10% compared to license bookings of approximately \$60 million in the second quarter of fiscal 2007.

For the first six months of fiscal 2008, ending December 31, 2007, the Company generated license bookings of approximately \$102 million, representing an increase of over 20% compared to the same time period in fiscal 2007.

The Company ended December 31, 2007 with \$131 million in cash and cash equivalents, which is an increase from the end of the prior quarter primarily due to strong license bookings and continued focus on managing costs and expenses, offset by a previously disclosed \$4 million payment the Company elected to make in December to satisfy the remaining balances of a loan agreement. The Company continues to have full access to its installments receivable financing facilities. However, the Company elected to reduce the level of cash proceeds from sales of installments receivable by approximately 30%, or \$20 million, compared to the first six months of fiscal 2007 during a period that license bookings increased by over 20%.

Mark Fusco, Chief Executive Officer of the Company, said, "While the Company's finance organization is working diligently to bring the Company's financial statements up-to-date, the focus and execution of our customer facing operations remains at a high level. Combined with continued strength in market demand and interest for our aspenONE suite, this has enabled the Company to generate over 20% growth in license bookings on a fiscal year-to-date basis. We continue to be optimistic about the long-term fundamental outlook for the Company based on our

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industry leading domain expertise, unique suite of aspenONE solutions and solid demand we continue to see in our core markets."

The Company also announced that Deloitte & Touche LLP ("Deloitte"), the Company's independent registered public accounting firm, is declining to stand for re-appointment for the fiscal 2008 audit. There is no disagreement between the Company and Deloitte on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure. AspenTech's Audit Committee has begun the process of selecting a successor independent registered public accounting firm, and it will make an announcement when this process concludes. A Form 8-K relating to this matter has today been filed with the Securities and Exchange Commission.

Deloitte's decision does not impact their engagement to complete the audit of AspenTech's financial statements as of June 30, 2006 and 2007 and for each of the three years in the period ending June 30, 2007. In addition, Deloitte has agreed to be engaged for the review of the Company's interim consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2007. While substantial progress has been made in these efforts, the Company has requested from the Nasdaq Listings Qualification Panel an additional extension to February 8 to file the above financial statements and related reports with the SEC and comply with Nasdaq listing requirements. There can be no assurance that the Nasdaq Listing Qualifications Panel will grant the Company's request, and failure to grant the request would likely result in the Company's securities being delisted from the Nasdaq Global Market.

Brad Miller, Chief Financial Officer of the Company, said "We believe we are in the final stages of completing our work on the accounting positions related to income taxes. Once completed, this would bring to close the previously disclosed detailed review of our financial accounting and put the Company in a position to become current in its filings."

**Conference Call and Webcast**

AspenTech will host a conference call and webcast tomorrow, January 17, 2008, at 8:15 am (Eastern Time) to discuss the company's selected preliminary second quarter fiscal 2008 financial performance and related corporate and financial matters. The live dial-in number is 877-239-3024, conference ID code 31663186. Interested parties may also listen to a live webcast of the call by logging on to the Investor Relations section of AspenTech's website, <http://www.aspentech.com/corporate/investor.cfm>, and clicking on the "webcast" link. A replay of the call will be archived on AspenTech's website and will also be available via telephone at 800-642-1687 or 706-645-9291, conference ID code 31663186 through January 24, 2008.

**About AspenTech**

AspenTech is a leading provider of award-winning process optimization software and services. AspenTech's integrated aspenONE™ solutions enable manufacturers to reduce costs, increase capacity, and optimize operational performance end-to-end throughout the engineering, plant operations, and supply chain management processes, resulting in millions of dollars in cost savings. For more information, visit [www.aspentech.com](http://www.aspentech.com).

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This press release may contain forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may vary significantly from AspenTech's expectations based on a number of risks and uncertainties, including, without limitation: AspenTech's plan to improve operational performance may not be implemented effectively; AspenTech has identified material weaknesses in its internal controls with respect to software license revenue recognition and other matters, that, if not remedied effectively, could result in material misstatements; risks around securities litigation and investigations; AspenTech's lengthy sales cycle makes it difficult to predict quarterly operating results; fluctuations in AspenTech's quarterly operating results; AspenTech's dependence on customers in the cyclical chemicals, petrochemicals and petroleum industries; the possibility of new accounting standards or the interpretation of existing accounting standards affecting our financial results; AspenTech's ability to raise additional capital as required; intense competition; AspenTech's need to develop and market products successfully; reliance on relationships with strategic partners; challenges associated with international operations; and other risk factors described from time to time in AspenTech's periodic reports filed with the Securities and Exchange Commission. AspenTech cannot guarantee any future results, levels of activity, performance, or achievements. AspenTech expressly disclaims any current intention to update forward-looking statements after the date of this press release.

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