

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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ASPEN TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction  
of incorporation or organization)

04-2739697

(I.R.S. employer  
identification number)

Ten Canal Park  
Cambridge, Massachusetts 02141  
(617) 949-1000

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

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Lawrence B. Evans  
Chairman of the Board and Chief Executive Officer  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141  
(617) 949-1000

(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

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Copies to:

Stephen J. Doyle, Esq.  
Vice President, General Counsel,  
Chief Legal Officer and Secretary  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141

Mark L. Johnson, Esq.  
FOLEY, HOAG & ELIOT LLP  
One Post Office Square  
Boston, Massachusetts 02109

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The Registrant hereby withdraws from registration all of those shares of its common stock, \$.10 par value per share, registered pursuant to its Registration Statement on Form S-3 (registration number 333-61121) and not sold as of the time of filing of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Massachusetts, as of June 17, 1999.

ASPEN TECHNOLOGY, INC.

By: /s/ LAWRENCE B. EVANS

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Lawrence B. Evans  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated as of June 17, 1999.

SIGNATURE

TITLE

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/s/ LAWRENCE B. EVANS  
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Lawrence B. Evans

Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

\*  
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Lisa W. Zappala

Chief Financial Officer (Principal Financial and  
Accounting Officer)

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Joseph F. Boston

Director

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Gresham T. Brebach, Jr.

Director

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Douglas R. Brown

Director

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Joan C. McArdle

Director

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Alison Ross

Director

\*By /s/ LAWRENCE B. EVANS  
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Lawrence B. Evans  
Attorney-in-fact