

**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): **July 6, 2009**

**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))

**Item 8.01 Other Events.**

On July 6, 2009, we issued a press release announcing the closure of the previously-disclosed Federal Trade Commission ("FTC") civil investigation pursuant to an agreement to modify the order issued by the FTC on December 20, 2004, and also announcing the settlement of the related litigation between us and Honeywell International Inc. The full text of the press release issued in connection with this announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 8.01, including 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 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit relating to Item 8.01 shall be deemed to be furnished, and not filed:

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on July 6, 2009.

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: July 6, 2009

By: /s/ Mark P. Sullivan  
Mark P. Sullivan  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Aspen Technology, Inc. on July 6, 2009.

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### **Aspen Technology Announces Closure of FTC Investigation and Agreement to Modify Consent Decree**

**BURLINGTON, Mass. — July 6, 2009** — Aspen Technology, Inc. (OTC: AZPN.PK), a leading provider of software and services to the process industries, today announced that the Federal Trade Commission will close its civil investigation relating to a 2004 consent decree involving AspenTech and Honeywell International Inc., pursuant to a modification of that decree. The 2004 consent decree involved the sale of certain process simulation products to Honeywell. In addition, AspenTech and Honeywell have agreed to settle the related litigation between them.

“We believe the claims made in this investigation were without any merit and that the investigation was not justified, since AspenTech at all times complied with both the letter and spirit of the original consent decree,” said Frederic G. Hammond, AspenTech Senior Vice President and General Counsel. “We made a determination to settle the investigation rather than continue to allocate time and resources to issues that in our view were resolved in 2004. Neither the modification to the consent decree nor the settlement with Honeywell in any way affects our ability to develop and sell our industry-leading engineering and optimization solutions.”

Since the original 2004 consent decree, AspenTech has strengthened its technology leadership through continued innovation across the aspenONE® Engineering suite, including Aspen HYSYS®. The recent aspenONE V7 release continues AspenTech’s 28-year history of innovation by making it easier for process industry companies to adopt engineering best practices. aspenONE V7 is being used by more than 700 leading process industry companies around the world.

#### **Modification to Consent Decree**

The modification to the 2004 consent decree requires that AspenTech continue to provide the ability for users to save input variable case data for Aspen HYSYS and Aspen HYSYS Dynamics software in a standard “portable” format, which will make it easier for

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users to transfer case data from later versions of the products to earlier versions. AspenTech will also provide documentation to Honeywell of the Aspen HYSYS and Aspen HYSYS Dynamics input variables, as well as documentation of the covered heat exchange products. These requirements will apply to all existing and future versions of the covered products through 2014. In addition, AspenTech will provide to Honeywell a license to modify and distribute (in object code form) the current version of AspenTech’s flare system analyzer.

Following a 30-day period for public comment on the modification to the original decree, AspenTech expects that the new arrangement will be made part of a final order.

#### **About AspenTech**

AspenTech is a leading supplier of software that optimizes process manufacturing — including oil and gas, petroleum, chemicals, pharmaceuticals and other industries that manufacture and produce products from a chemical process. With integrated aspenONE® solutions, process manufacturers can implement best practices for optimizing their engineering, manufacturing and supply chain operations. As a result, AspenTech customers are better able to increase capacity, improve margins, reduce costs, and become more energy efficient. To see how the world’s leading process manufacturers rely on AspenTech to achieve their operational excellence goals, visit [www.aspentech.com](http://www.aspentech.com).

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