

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13D-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(a)  
(AMENDMENT NO. 1)(1)

Aspen Technology, Inc.

-----  
(Name of issuer)

Common Stock, par value \$0.10

-----  
(Title of class of securities)

045327103

-----  
(CUSIP number)

Jarlyth H. Gibson, Assistant Compliance Officer 617-951-9493  
C/o Advent International Corporation, 75 State Street, 29th Floor  
Boston, MA 02109

-----  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

May 18, 2006

-----  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ]

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 23 Pages)

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(1)The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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----- 1  
NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Advent  
International  
Corporation -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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----- 5  
Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Delaware - --  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES  
33,136,006 --  
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-  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
33,136,006 --  
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- WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
33,136,006 -  
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-----  
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-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 42.3%  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* CO,  
IA - -----  
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----- 1  
NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Advent  
International  
Limited  
Partnership -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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----- 5  
Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Delaware - --  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES  
32,521,947 --

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-  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
32,521,947 --  
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-----  
- WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
32,521,947 -  
-----  
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-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
-----  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 41.8%  
-----  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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----- 1  
NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Global  
Private  
Equity IV  
Limited  
Partnership -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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----- 5  
Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Delaware - --  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES

16,197,804 --

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-  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----

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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON

16,197,804 --

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-----  
-----

- WITH 10  
SHARED  
DISPOSITIVE  
POWER None -

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-----  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

16,197,804 -

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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -

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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 26.4%

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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -

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-----  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
4,639,041 ---  
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-----

-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
4,639,041 - -  
-----  
-----  
-----

----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
-----  
-----  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 9.3%  
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-----  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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----- 1  
NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Advent  
Partners GPE-  
IV Limited  
Partnership -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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----- 5  
Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Bermuda - ---  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES  
205,017 -----

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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
205,017 -----  
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-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
205,017 - ---  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 0.5%  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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----- 1  
NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Advent  
PGGM Global  
Limited  
Partnership -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Delaware - --  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES  
463,882 -----

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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
463,882 -----  
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WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
463,882 - ---  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 1.0%  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON 39,723  
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-----  
--- WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON 39,723  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 0.1%  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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----- 1

NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Advent  
Partners (NA)  
GPE-III  
Limited  
Partnership -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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----- 5  
Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Delaware - --  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES 11,807  
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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON 11,807  
-----  
-----  
-----

-----  
--- WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
-----  
-----

----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON 11,807  
-----  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 0.0%  
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-----  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
2,141,868 ---  
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-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
2,141,868 - -  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 4.5%  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
1,060,396 ---  
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-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
1,060,396 - -  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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-----  
----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 2.3%  
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-----  
----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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----- 1  
NAME OF  
REPORTING  
PERSON I.R.S.  
IDENTIFICATION  
NO. OF ABOVE  
PERSON  
(ENTITIES  
ONLY) Digital  
Media &  
Communications  
III-B Limited  
Partnership -  
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----- 2  
CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP\* (a)  
[X] (b) [ ] -  
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----- 3  
SEC USE ONLY  
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----- 4  
Source of  
Funds WC - --  
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----- 5  
Check if  
Disclosure of  
Legal  
Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2 (e) - -----  
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----- 6  
CITIZENSHIP  
OR PLACE OF  
ORGANIZATION  
Delaware - --  
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----- NUMBER  
OF 7 SOLE  
VOTING POWER  
SHARES  
265,044 -----

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BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
265,044 -----  
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WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
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----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
265,044 - ---  
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----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 0.6%  
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----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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 ----- 1  
 NAME OF  
 REPORTING  
 PERSON I.R.S.  
 IDENTIFICATION  
 NO. OF ABOVE  
 PERSON  
 (ENTITIES  
 ONLY) Digital  
 Media &  
 Communications  
 III-C Limited  
 Partnership -  
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 ----- 2  
 CHECK THE  
 APPROPRIATE  
 BOX IF A  
 MEMBER OF A  
 GROUP\* (a)  
 (b)  -  
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 ----- 3  
 SEC USE ONLY  
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 ----- 4  
 Source of  
 Funds WC - --  
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 Check if  
 Disclosure of  
 Legal  
 Proceedings  
 Is Required  
 Pursuant to  
 Items 2(d) or  
 2 (e) - -----  
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 ----- 6  
 CITIZENSHIP  
 OR PLACE OF  
 ORGANIZATION  
 Delaware - --  
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 -----  
 ----- NUMBER  
 OF 7 SOLE  
 VOTING POWER  
 SHARES



4,241,474 ---

BENEFICIALLY  
8 SHARED  
VOTING POWER  
None

OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
4,241,474 ---

WITH 10  
SHARED  
DISPOSITIVE  
POWER None -

----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
4,241,474 - -

----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -

----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 8.6%

----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -



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-----  
-----  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
-----  
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-----  
-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
795,242 -----  
-----  
-----

-----  
-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
-----  
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-----  
----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
795,242 - ---  
-----  
-----  
-----

-----  
-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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-----  
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-----  
-----  
----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 1.7%  
-----  
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-----  
----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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-----  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
-----  
-----

-----  
-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
530,198 -----  
-----  
-----

-----  
-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
-----  
-----

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-----  
----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
530,198 - ---  
-----  
-----  
-----

-----  
-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
-----  
-----  
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-----  
-----  
----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 1.2%  
-----  
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-----  
----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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-----  
-----  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
-----  
-----

-----  
-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
122,922 -----  
-----  
-----

-----  
-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
-----  
-----

-----  
-----  
----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
122,922 - ---  
-----  
-----  
-----

-----  
-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
-----  
-----  
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-----  
----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 0.3%  
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-----  
----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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-----  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
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-----

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-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
2,186,998 ---  
-----  
-----

-----  
-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
-----

-----  
-----  
----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
2,186,998 - -  
-----  
-----

-----  
-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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-----  
----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 4.6%  
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-----  
----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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-----  
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-----  
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-----  
BENEFICIALLY  
8 SHARED  
VOTING POWER  
None -----  
-----  
-----

-----  
-----  
OWNED BY 9  
SOLE  
DISPOSITIVE  
POWER EACH  
REPORTING  
PERSON  
234,590 -----  
-----  
-----

-----  
-----  
WITH 10  
SHARED  
DISPOSITIVE  
POWER None -  
-----  
-----  
-----

-----  
-----  
----- 11  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
234,590 - ---  
-----  
-----  
-----

-----  
-----  
----- 12  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES [ ] -  
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-----  
----- 13  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9) 0.5%  
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-----  
----- 14  
TYPE OF  
REPORTING  
PERSON\* PN -  
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## Item 1. Security and Issuer

This statement on Amendment No. 1 to Schedule 13D ("Amendment No. 1") relates to the Reporting Persons' (as defined in Item 2 below) beneficial ownership interest in the Common Stock, par value \$0.10 per share, of Aspen Technology, Inc., a Delaware corporation (the "Corporation"). The address of the principal executive office of the Corporation is Ten Canal Park, Cambridge, MA 02141. This Amendment No. 1 amends the initial statement on Schedule 13D filed on August 22, 2003 (the "Initial Statement"), filed by the Reporting Persons (as defined herein). This Amendment No. 1 is being filed by the Reporting Persons to amend Item 2, Item 5 and Schedule A to the Initial Statement. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is amended as follows:

## Item 2. Identity and Background

(a) (b) (c) (f) This statement is being filed by the following entities:

- (1) Advent International Corporation, a Delaware corporation;
- (2) Advent International Limited Partnership, a Delaware limited partnership;
- (3) Global Private Equity IV Limited Partnership, a Delaware limited partnership;
- (4) Advent Partners GPE-IV Limited Partnership, a Delaware limited partnership;
- (5) Advent PGGM Global Limited Partnership, a Delaware limited partnership;
- (6) Advent Partners GPE-III Limited Partnership, a Delaware limited partnership;
- (7) Advent Partners (NA) GPE-III Limited Partnership, a Delaware limited partnership;
- (8) Digital Media & Communications III Limited Partnership, a Delaware limited partnership;
- (9) Digital Media & Communications III-A Limited Partnership, a Delaware limited partnership;
- (10) Digital Media & Communications III-B Limited Partnership, a Delaware limited partnership;
- (11) Digital Media & Communications III-C Limited Partnership, a Delaware limited partnership;
- (12) Digital Media & Communications III-D C.V., a Netherlands limited partnership;
- (13) Digital Media & Communications III-E C.V., a Netherlands limited partnership;
- (14) Advent Partners DMC-III Limited Partnership, a Delaware limited partnership;

(15) Advent Energy II Limited Partnership, a Delaware limited partnership;

(16) Advent Partners II Limited Partnership, a Delaware limited partnership;

(17) Global Private Equity III Limited Partnership, a Delaware limited partnership.

Advent International Corporation is a Delaware corporation with its principal and business address at 75 State Street, Boston, Massachusetts 02109. Advent International Corporation is an investment advisory firm. Advent International Corporation is the General Partner of Advent Partners II Limited Partnership, Advent Partners DMC III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners GPE-III Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership and Advent International Limited Partnership, which is in turn the general partner of Global Private Equity III Limited Partnership, Global Private Equity IV Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications III-A Limited Partnership, Digital Media & Communications III-B Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., Digital Media & Communications III-E C.V., and Advent Energy II Limited Partnership. The principal business of Advent International Corporation is private equity investments.

The principal business of Advent Partners II Limited Partnership, Advent Partners DMC III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners GPE-III Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership, Global Private Equity III Limited Partnership, Global Private Equity IV Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications III-A Limited Partnership, Digital Media & Communications III-B Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., Digital Media & Communications III-E C.V., and Advent Energy II Limited Partnership is to provide risk capital for, and make investments in the securities of, privately held and other businesses.

The persons serving as directors and executive officers of Advent International Corporation are set forth on Schedule A hereto.

The entities listed in subparagraph (1) through (17) above are herein collectively referred to as the "Reporting Persons" and individually as a "Reporting Person." The principal business address of all of the Reporting Persons is c/o Advent International Corporation, 75 State, Boston, MA 02109.

(d) (e) During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities

subject to, Federal or State securities laws or finding any violations with respect to such laws.

Item 5. Interest in Securities of the Issuer.

(a) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 45,221,496 shares of Common Stock outstanding as May 5, 2006). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

Reporting Person	Number of Shares			Percentage of Shares Outstanding
	Common	Under Warrants	Total	
Global Private Equity IV Limited Partnership (1)	13,261,900	2,935,904	16,197,804	26.4%
Advent PGGM Global Limited Partnership (1)	379,802	84,080	463,882	1.0%
Global Private Equity III Limited Partnership (1)	3,798,200	840,841	4,639,041	9.3%
Digital Media & Communications III Limited Partnership (1)	1,753,648	388,220	2,141,868	4.5%
Digital Media & Communications III-A Limited Partnership (1)	868,196	192,200	1,060,396	2.3%
Digital Media & Communications III-B Limited Partnership (1)	217,004	48,040	265,044	0.6%
Digital Media & Communications III-C Limited Partnership (1)	3,472,694	768,780	4,241,474	8.6%
Digital Media & Communications III-D C.V. (1)	651,102	144,140	795,242	1.7%
Digital Media & Communications III-E C.V. (1)	434,098	96,100	530,198	1.2%
Advent Energy II Limited Partnership (1)	1,790,598	396,400	2,186,998	4.6%
Advent Partners GPE-IV Limited Partnership (2)	167,857	37,160	205,017	0.5%
Advent Partners GPE-III Limited Partnership (2)	32,523	7,200	39,723	0.1%
Advent Partners (NA) GPE-III Limited Partnership (2)	9,667	2,140	11,807	0.0%
Advent Partners DMC III Limited Partnership (2)	100,642	22,280	122,922	0.3%
Advent Partners II Limited Partnership (2)	192,069	42,521	234,590	0.5%
Advent International Limited Partnership (1)	26,627,242	5,894,705	32,521,947	41.8%
Advent International Corporation (1), (2)	27,130,000	6,006,006	33,136,006	42.3%
Total Group	27,130,000	6,006,006	33,136,006	42.3%

(1) Advent International Corporation ("AIC") is the General Partner of Advent International Limited Partnership ("AILP") which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC and AILP derive from such power.

(2) AIC is the General Partner of the indicated Reporting Person. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated reporting persons. The beneficial ownership of AIC derives from such power.

(b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.

(c) On May 17, 2006, the Reporting Persons converted an aggregate of 30,300 shares of Series D-1 Convertible Preferred Stock ("Series D-1") into 3,000,000 shares of Common Stock at a conversion rate equal to the Series D-1 per share stated value of \$333.00 divided by the Series D-1 per share conversion price of \$3.33. On May 18, 2006, the Reporting Persons sold an aggregate of 2,900,000 shares of common stock at \$11.30 per share in broker transactions pursuant to Rule 144 under the Securities Act of 1933, as amended.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 6, 2006

Global Private Equity IV Limited Partnership
Global Private Equity III Limited Partnership
Advent PGGM Global Limited Partnership
Digital Media & Communications III Limited Partnership
Digital Media & Communications III-A Limited Partnership
Digital Media & Communications III-B Limited Partnership
Digital Media & Communications III-C Limited Partnership
Digital Media & Communications III-D C.V.
Digital Media & Communications III-E C.V.
Advent Energy II Limited Partnership

By: Advent International Limited Partnership,
General Partner
By: Advent International Corporation,
General Partner
By: Jarlyth H. Gibson, Assistant Compliance Officer\*

Advent International Limited Partnership
Advent Partners II Limited Partnership
Advent Partners GPE-IV Limited Partnership
Advent Partners GPE-III Limited Partnership
Advent Partners (NA) GPE-III Limited Partnership
Advent Partners DMC-III Limited Partnership

By: Advent International Corporation,
General Partner
By: Jarlyth H. Gibson, Assistant Compliance Officer \*

ADVENT INTERNATIONAL CORPORATION
By: Jarlyth H. Gibson, Assistant Compliance Officer \*

\*For all of the above:

/s/ Jarlyth H. Gibson
-----
Jarlyth H. Gibson, Assistant Compliance Officer
-----

## SCHEDULE A

The name and present principal occupation of each executive officer and director of Advent International Corporation is set forth below. The business address of each executive officer and director of Advent International Corporation is c/o Advent International Corporation, 75 State Street, Boston, Massachusetts 02109. All of the persons listed below are United States citizens.

## I. Advent International Corporation

Name -----	Position with Advent International Corporation -----	Principal Occupation (if different) -----
Peter A. Brooke	Chairman	
Thomas H. Lauer	Senior Vice President Managing Director Chief Financial Officer Assistant Secretary Executive Officers' Committee Member	
Ernest G. Bachrach	Executive Officers' Committee Member	
David M. Mussafer	Director Executive Officers' Committee Member	
William C. Schmidt	Executive Officers' Committee Member	
John B. Singer	Executive Officers' Committee Member	
Steven M. Tadler	Director Executive Officers' Committee Member	
Janet L. Hennessy	Senior Vice President of Finance Partner Chief Compliance Officer Assistant Secretary	
John F. Brooke	Director	General Partner of Brooke Private Equity
Mark Hoffman	Director	Chairman of Cambridge Research Group
David W. Watson	Secretary	Attorney