

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)

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DELAWARE  
(State or other jurisdiction of incorporation or organization)  
04-2739697  
(I.R.S. Employer Identification No.)

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:

MICHAEL J. MUSCATELLO, ESQ.  
General Counsel  
Aspen Technology, Inc.  
Ten Canal Park  
Cambridge, Massachusetts 02141  
Telephone: (617) 949-1000  
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MARK L. JOHNSON, ESQ.  
Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
Telephone: (617) 526-6000  
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This registrant hereby withdraws from registration all of its 5 1/4% convertible subordinated debentures due June 15, 2005 registered pursuant to its registration statement on Form S-3 (registration number 333-63439) 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 on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, as of January 10, 2001.

ASPEN TECHNOLOGY, INC.

By: /s/ Lisa A. Zappala

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 Lisa A. Zappala  
 Senior Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed as of January 10, 2001 by the following persons in the capacities indicated.

Signature  
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Title  
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* ----- Lawrence B. Evans	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Lisa W. Zappala ----- Lisa W. Zappala	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
* ----- Joseph F. Boston	Director
* ----- Gresham T. Brebach, Jr.	Director
* ----- Douglas R. Brown	Director
----- Stephen L. Brown	Director
----- Stephen M. Jennings	Director
----- Joan C. McArdle	Director

\*By: /s/ Lisa W. Zappala

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 Lisa W. Zappala  
 Attorney-in-fact