## 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. 8)<sup>1</sup>

Aspen Technology, Inc.

(Name of issuer)

Common Stock, par value \$0.10

(Title of class of securities)

045327103

(CUSIP number)

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

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

May 5, 2011

(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 :. o

*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 21 Pages)

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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	NAME (	OF RE	PORTING PERSON				
1	I.R.S. IE	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Advent International Corporation						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) 🗹						
	(b) o	(b) o					
3	SEC USE ONLY						
	SOURC	E OF F	UNDS				
4	WC						
_		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5							
6	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION					
O	Delawar	e					
		7	SOLE VOTING POWER				
NUME	BER OF		3,646,549				
	ARES ICIALLY	8	SHARED VOTING POWER				
OWN	ED BY		None				
	CH RTING <b>9</b>	9	SOLE DISPOSITIVE POWER				
	SON		3,646,549				
W	ITH	10	SHARED DISPOSITIVE POWER				
	A C C D E	CATE	None  AMOUNT DENERGIALLY OWNED BY EACH DEPORTING DEDCON				
11			AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,646,54		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
12	CHECK	DOA	THE AGGREGATE AMOUNT IN NOW (3) EACEODES CENTAIN STRIKES				
	o PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
<b>13</b>	3.87%						
		F REP	ORTING PERSON*				
14							
	CO. IA						

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	NAME OF REPORTING PERSON						
1	FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent International Limited Partnership						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) ☑						
	(b) o	(b) o					
3	SEC USE ONLY						
4	SOURC	E OF F	UNDS				
4	WC						
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
J							
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
U	Delawar	e					
		7	SOLE VOTING POWER				
NUME	BER OF	/	3,578,982				
	ARES	0	SHARED VOTING POWER				
	ICIALLY ED BY	8	None				
	CH	Λ	SOLE DISPOSITIVE POWER				
	RTING SON	9	3,578,982				
W]	ITH	10	SHARED DISPOSITIVE POWER				
		10	None				
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	3,578,98	2					
10	CHECK	BOX 1	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
12	0						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
13	3.80%						
1.4	TYPE O	F REP	ORTING PERSON*				
14	PN						

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	NAME (	OF REI	PORTING PERSON				
1	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Advent Energy II Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2		111127	IT NOT TAKE BOX II TI WEWELK OF TI GROOF				
_	<ul><li>(a) ☑</li><li>(b) o</li></ul>						
•	SEC US	SEC USE ONLY					
3							
	SOURC	E OF F	UNDS				
4	WC						
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5							
	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
6	Delawar	e					
	SOLE VOTING POWER		SOLE VOTING POWER				
NUME	BER OF	7	240,675				
	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	None				
	CH CH		SOLE DISPOSITIVE POWER				
	RTING SON	9	240.675				
	ITH		240,675 SHARED DISPOSITIVE POWER				
		<b>10</b>	N				
	AGGRE	GATE	None  AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
	240,675 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
<b>12</b>							
	0 PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
<b>13</b>		- 01	·· (-)				
	0.26%	E DEP	ODTING DEDCOM*				
14	IYPEO	r KEP	ORTING PERSON*				
	PN						

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1	I.R.S. ID	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent PGGM Global Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	(a) <b>☑</b>	(a) ☑						
	(b) o							
3	SEC US	E ONL	Y					
	SOURC	E OF F	UNDS					
4	WC							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)							
•	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	e						
		_	SOLE VOTING POWER					
NUME	BER OF	7	51,048					
	ARES		SHARED VOTING POWER					
	ICIALLY	_						
	ED BY .CH		None SOLE DISPOSITIVE POWER					
	RTING 9	9	SOLL BISTOSITIVE TOWER					
	SON		51,048					
W]	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	51,048	51,048						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
<b>13</b>								
	0.05% TYPE O	FRFP	ORTING PERSON*					
14		· KLI						
	PN							

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NAME OF REPORTING PERSON   LR.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)   Digital Metia & Communications III Limited Partnership   Communications								
3   SEC USE ONLY	1	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
3 SEC USE ONLY  3 SEC USE ONLY  4 ONLY  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  5 CHIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  235,707  8 SARRED VOTING POWER  None  SOLE DISPOSITIVE POWER  9 SOLE DISPOSITIVE POWER  235,707  10 SHARED DISPOSITIVE POWER  None  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  14 TYPE OF REPORTING PERSON*		CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
11   Sec Use Only   Sec Use Only	2	(a)						
3 SOURCE OF FUNDS WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 SOLE DISPOSITIVE POWER None  SOLE DISPOSITIVE POWER None  SHARED DISPOSITIVE POWER None  SHARED DISPOSITIVE POWER None  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  O  TYPE OF REPORTING PERSON*  11 TYPE OF REPORTING PERSON*								
SOURCE OF FUNDS  WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  NUMBER OF SHARES BENNEFICIALLY OWNED BY EACH REPORTING POWER  SPENORTING POENT  None  SOLE VOTING POWER  235,707  SHARED VOTING POWER  None  SOLE DISPOSITIVE POWER  None  SOLE DISPOSITIVE POWER  None  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.25%  TYPE OF REPONTING PERSON*		SEC US	E ONL	Y				
4 WC  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CHIZENSHIP OF PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER 235,707  8 SHARED VOTING POWER  PERSON WITH  10 SHARED DISPOSITIVE POWER 235,707  236,707  237  237  248  PERSON  149  257  257  267  27  27  27  27  27  27  27  27	3							
4 WC  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CHIZENSHIP OF PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER 235,707  8 SHARED VOTING POWER  PERSON WITH  10 SHARED DISPOSITIVE POWER 235,707  236,707  237  237  248  PERSON  149  257  257  267  27  27  27  27  27  27  27  27		SOURC	SOURCE OF FUNDS					
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OF PLACE OF ORGANIZATION  Delaware  7  SOLE VOTING POWER 235,707  SHARED VOTING POWER None  9  SOLE DISPOSITIVE POWER None  SOLE DISPOSITIVE POWER 235,707  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  12  OCCUPANT OF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13  TYPE OF REPORTING PERSON*	4	boone	_ 01 1					
TO SHARED BENEFICIALLY ONNED BY EACH OF ORGANIZATION  11   Content of the properties of the propertie								
CITIZENSHIP OR PLACE OF ORGANIZATION  Delaw=  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON*  WITH 10 AGGREGATE AMOUNT IN ROW (9)  AGGREGATE SERVING PERSON*  PERSON DELAW OF THE AGGREGATE AMOUNT IN ROW (9)  10 AGGREGATE SERVING PERSON*  PERSON DELAW OF REPORTING PERSON*  AGGREGATE SERVING PERSON*  AGGREGATE SERVING PERSON*  AGGREGATE SOLE DISPOSITIVE POWER  None  AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  AGGREGATE SERVING PERSON*  AGGREGATE SERVING PERSON*	_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
Belian In the language of Share In the language of S	5							
Delaware   NUM		CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  12  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13  TYPE OF REPORTING PERSON*	6							
NUMBER OF SHARES BENETICIALLY OWNED BY  EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  12  O  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13  TYPE OF REPORTING PERSON*  14  15  16  17  235,707  SOLE DISPOSITIVE POWER  None  235,707  235,707  235,707  235,707  240  25  26  None  None  None  16  20  21  21  22  235,707  235,707  240  25  25  26  27  27  28  None  28  None  29  21  21  21  22  235,707  235,707  240  240  25  25  26  27  27  28  28  28  28  28  28  28  28		Delawar	e					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  10  AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12  13  TYPE OF REPORTING PERSON*  14  SHARED VOTING POWER None  SHARED VOTING POWER None  SHARED VOTING POWER None  PROME SHARED VOTING POWER			7	SOLE VOTING POWER				
BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH  10  SOLE DISPOSITIVE POWER  235,707  SHARED DISPOSITIVE POWER  None  11  AGGRESATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1235,707  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  14  TYPE OF REPORTING PERSON*	NUME	BER OF	,	235,707				
OWNED BY REPORTING PERSON WITH  10  SOLE DISPOSITIVE POWER  235,707  SHARED DISPOSITIVE POWER  None  AGGRESATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  PERCENT STANS REPRESENTED BY AMOUNT IN ROW (9)  13  TYPE OF REPORTING PERSON*	SHA	ARES		SHARED VOTING POWER				
EACH REPORTING PERSON WITH  10  SOLE DISPOSITIVE POWER  235,707  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  12  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13  TYPE OF REPORTING PERSON*			8					
PERSON WITH  10 SHARED DISPOSITIVE POWER None  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13 TYPE OF REPORTING PERSON*  TYPE OF REPORTING PERSON*		•						
PERSON WITH  10 SHARED DISPOSITIVE POWER None  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0 PERCENTOF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13 TYPE OF REPORTING PERSON*			q	SOLE DISPOSITIVE POWER				
10 None  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12 O.25%  TYPE OF REPORTING PERSON*			J	235,707				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13  TYPE OF REPORTING PERSON*	W	ITH		SHARED DISPOSITIVE POWER				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  235,707  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.25%  TYPE OF REPORTING PERSON*			<b>10</b>	N.				
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13 TYPE OF REPORTING PERSON*  TYPE OF REPORTING PERSON*		ACCRE	CATE					
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.25%  TYPE OF REPORTING PERSON*	11	AGGRE	UAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LERSON				
12  percent of class represented by amount in row (9)  0.25%  Type of reporting person*		235,707	235,707					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.25%  TYPE OF REPORTING PERSON*	10	CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.25%  TYPE OF REPORTING PERSON*	12	0						
13   0.25%   TYPE OF REPORTING PERSON*			NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
14 TYPE OF REPORTING PERSON*	<b>13</b>							
14								
	11	TYPE O	F REP	ORTING PERSON*				
	14	PN						

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-A Limited Partnership						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
$2 \mid_{(a)} \mathbf{\square}$						
(a) © (b) o						
SEC USE ONLY						
3						
SOURCE OF FUNDS	SOURCE OF FUNDS					
4						
WC WC						
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5						
CITIZENSHIP OR PLACE OF ORGANIZATION						
6	GITELENOIM ON LENGE OF ORGANIZATION					
Delaware						
SOLE VOTING POWER						
NUMBER OF 116,696						
SHARES SHARED VOTING POWER						
BENEFICIALLY 8						
OWNED BY None						
EACH SOLE DISPOSITIVE POWER						
REPORTING 9						
PERSON 116,696						
WITH SHARED DISPOSITIVE POWER						
None						
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11						
	116,696					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
13						
0.12%						
TYPE OF REPORTING PERSON*						
14   14						

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1	I.R.S. II	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-B Limited Partnership				
2	CHECK (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*			
3	SEC US	E ONL	Y			
4	SOURCE OF FUNDS  WC					
5	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delawar	e				
NILIME	BER OF	7	SOLE VOTING POWER 29,165			
SHA BENEF	ARES ICIALLY	8	SHARED VOTING POWER  None			
EA REPO	ED BY CH RTING	9	SOLE DISPOSITIVE POWER			
	SON ITH	10	29,165 SHARED DISPOSITIVE POWER None			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	29,165					
12	CHECK o	BOX 1	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
13	0.03%					
14	TYPE C	F REP	ORTING PERSON*			
14	PN	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						
2	CHECK (a)  (b) o						
3	SEC US	E ONL	Y				
4	SOURC	E OF F	UNDS				
5	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZE		OR PLACE OF ORGANIZATION				
NUMI	BER OF	7	SOLE VOTING POWER 466,768				
SHA BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER  None				
EA REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 466,768				
W	ITH	10	SHARED DISPOSITIVE POWER  None				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 466,768						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
13	PERCEI 0.50%	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
14	TYPE OF REPORTING PERSON*						

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1	I.R.S. II	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-D C.V.					
2	CHECK (a) ☑	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) ☑					
	(b) o						
3	SEC US	E ONL	Y				
_	SOURC	E OF F	UNDS				
4	WC						
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5							
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	Netherla	ınds					
			SOLE VOTING POWER				
		7					
	BER OF		87,513				
	ARES	, O	SHARED VOTING POWER				
	ICIALLY ED BY	8	None				
	CH		SOLE DISPOSITIVE POWER				
	RTING	9					
PER	SON		87,513				
W	ITH	10	SHARED DISPOSITIVE POWER				
		10	None				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	05 540						
	87,513	DOV I	TE THE ACCRECATE AMOUNT IN DOMEON EVOLVIDES CERTAIN SHARES				
12	CHECK	. DUA I	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
	0						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
13	0.09%						
		F REP	ORTING PERSON*				
14							
	DNI	DN					

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Digital Media & Communications III-E C.V.							
	21811111							
2	(a) 🗹	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*					
	(p) o	E ONI						
3	SEC US	E ONL	Y					
4	SOURC	E OF F	UNDS					
	WC							
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6	Netherla	ınde						
	rveulerra	iiius	SOLE VOTING POWER					
		7						
NUME	BER OF		58,349					
	ARES	. 0	SHARED VOTING POWER					
	ICIALLY ED BY	8	None					
	CH		SOLE DISPOSITIVE POWER					
REPO	RTING	9						
	SON		58,349					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	58,349	58,349						
40	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
13								
	0.06%							
14	TYPE C	of REP	ORTING PERSON*					
	PN							

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1	I.R.S. ID	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Global Private Equity III Limited Partnership				
2	CHECK (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*			
3	SEC US	E ONL	Y			
4	SOURCE OF FUNDS  WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware					
NUMBER OF		7	SOLE VOTING POWER  510,519  SHARED VOTING POWER			
BENEF	ARES ICIALLY ED BY	8	None None			
REPO	CH RTING SON	9	SOLE DISPOSITIVE POWER 510,519			
W	ITH	10	SHARED DISPOSITIVE POWER  None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 510,519					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
13	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
14	TYPE OF REPORTING PERSON*					

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	NAME (	NAME OF REPORTING PERSON					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Global F	Global Private Equity IV Limited Partnership					
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *					
2	(a) ☑						
	(b) o	(b) o SEC USE ONLY					
3	SEC CO	L OI1L					
	SOURC	E OE E	TINDS				
4	SOURC	E OF F	ONDS				
	WC						
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
U	Delawar	e					
		7	SOLE VOTING POWER				
NUME	BER OF	7	1,782,542				
	ARES	_	SHARED VOTING POWER				
	ICIALLY ED BY	8	None				
	СH		SOLE DISPOSITIVE POWER				
	RTING SON	9	1,782,542				
	ITH		SHARED DISPOSITIVE POWER				
		<b>10</b>					
	ACCRE	GATE	None  AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	MOORE	OMIL	AMOUNT BENEFICIALLY OWNED BY ENCITALITY ON THE OWNED BY				
	1,782,54						
12	CHECK	BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
	0						
13	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
10	1.89%						
11	TYPE O	F REP	ORTING PERSON*				
14	DNI						

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	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent Partners (NA) GPE-III Limited Partnership						
	*						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑						
		(b) o SEC USE ONLY					
3							
4	SOURC	SOURCE OF FUNDS					
_	WC						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5							
C	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION					
6	Delaware						
	SOLE VOTING POWER						
NUME	BER OF	7	1,293				
	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	Nove				
	СН		None SOLE DISPOSITIVE POWER				
REPO	RTING RSON	9					
			1,293 SHARED DISPOSITIVE POWER				
WITH		<b>10</b>	SHARED DISFOSITIVE FOWER				
	None						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	1,293						
17	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12	0						
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
13	0.00%	0.00%					
	TYPE OF REPORTING PERSON *						
14	DNI						

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	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent Partners DMC III Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑						
	(b) o SEC USE ONLY						
3	SEC USE ONLI						
4	SOURC	SOURCE OF FUNDS					
Ť	WC	WC					
_	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5							
_	CITIZENSHIP OR PLACE OF ORGANIZATION						
6	Delaware						
SOLE VOTING POWER							
		7					
	BER OF ARES		13,527 SHARED VOTING POWER				
	ICIALLY	8	SHAKED VOTINGTOWEK				
	ED BY		None				
	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER				
			13,527				
WITH		10	SHARED DISPOSITIVE POWER				
		10	None				
44	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	13,527						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
<b>12</b>							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
<b>13</b>							
		0.01%					
14	TYPE OF REPORTING PERSON*						
_	DN						

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	NAME OF REPORTING PERSON					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Advent Partners GPE-III Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2						
2	<ul><li>(a) ☑</li><li>(b) o</li></ul>					
	SEC USE ONLY					
3						
4	SOURCE OF FUNDS					
4	WC					
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5						
•	CITIZENSHIP OR PLACE OF ORGANIZATION					
6	Delaware					
SOLE VOTING POWER						
NHIME	BER OF	7	4,369			
	ARES		SHARED VOTING POWER			
	ICIALLY	8				
	ED BY CH	9	None SOLE DISPOSITIVE POWER			
	RTING		SOLE DISPOSITIVE POWER			
	SON		4,369			
W	ITH	10	SHARED DISPOSITIVE POWER			
		10	None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	4,369					
40	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
12	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
<b>13</b>	0.00%					
	TYPE OF REPORTING PERSON*					
<b>14</b>						
	PN					

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	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent Partners GPE-IV Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(a) ☑						
		(b) o					
3	SEC USE ONLY						
	SOURCE OF FUNDS						
4							
		WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
<b>6</b> Delaware							
			SOLE VOTING POWER				
NITIME	BER OF	7	22,563				
	ARES		SHARED VOTING POWER				
	ICIALLY	8	SIMILED VOINGTOWER				
	ED BY		None				
	ACH RTING	9	SOLE DISPOSITIVE POWER				
	RSON	9	22,563				
W.	ITH		SHARED DISPOSITIVE POWER				
		<b>10</b>	None				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
	22,563						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	0						
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
13	0.02%						
		F REP	ORTING PERSON*				
14							
	PN						

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	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent Partners II Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2							
	(a) 🗹 (b) o	<ul><li>(a) ☑</li><li>(b) o</li></ul>					
3	SEC USE ONLY						
3							
4	SOURC	SOURCE OF FUNDS					
4	WC						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
J							
6	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION					
U	Delawar	Delaware					
		7	SOLE VOTING POWER				
NUME	BER OF		25,815				
	ARES ICIALLY	8	SHARED VOTING POWER				
	ED BY	0	None				
	ACH RTING	9	SOLE DISPOSITIVE POWER				
	RSON	3	25,815				
WITH		10	SHARED DISPOSITIVE POWER				
		10	None				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	25,815						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12	0	0					
12	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
13	0.03%						
11	TYPE OF REPORTING PERSON						
14	DNI						

#### Item 1. Security and Issuer

This statement on Amendment No. 8 to Schedule 13D ("Amendment No. 8") relates to the Reporting Persons' 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 200 Wheeler Road, Burlington, MA 01803. This Amendment No. 8 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006, Amendment No. 2 thereto filed with the Commission on July 26, 2006, Amendment No. 3 thereto filed with the Commission on December 15, 2006, Amendment No. 4 thereto filed with the Commission on December 22, 2006, Amendment No. 5 thereto filed with the Commission on February 14, 2008, Amendment No. 6 thereto filed with the Commission on September 30, 2010 and Amendment No. 7 thereto filed with the Commission on February 23, 2011 (as so amended, the "Schedule 13D"). This Amendment No. 8 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

#### Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended as set forth in the following table which reports the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of the Schedule 13D (based upon 94,113,146 shares of Common Stock outstanding as of April 25, 2011). The table has been amended to reflect sales made on behalf of each Reporting Person since Amendment No. 7 was filed. The table has been amended to reflect sales made on behalf of each Reporting Person is calculated in accordance with Rule 13d-3.

	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding	Number of Shares Acquired during Past 60 Days	Number of Shares Disposed of during Past 60 Days
Reporting Person Advent International Corporation (1),(2)	3,646,549	3.87%	0	3,142,387
Advent International Limited Partnership (1)	3,578,982	3.80%	0	3,084,150
Advent Energy II Limited Partnership (1)	240,675	0.26%	0	207,400
Advent PGGM Global Limited Partnership (1)	51,048	0.05%	0	43,991
Digital Media & Communications III Limited Partnership (1)	235,707	0.25%	0	203,119
Digital Media & Communications III-A Limited Partnership (1)	116,696	0.12%	0	100,561
Digital Media & Communications III-B Limited Partnership (1)	29,165	0.03%	0	25,134
Digital Media & Communications III-C Limited Partnership (1)	466,768	0.50%	0	402,233
Digital Media & Communications III-D C.V. (1)	87,513	0.09%	0	75,416
Digital Media & Communications III-E C.V. (1)	58,349	0.06%	0	50,279
Global Private Equity III Limited Partnership (1)	510,519	0.54%	0	439,934
Global Private Equity IV Limited Partnership (1)	1,782,542	1.89%	0	1,536,083
Advent Partners (NA) GPE-III Limited Partnership (2)	1,293	0.00%	0	1,123
Advent Partners DMC III Limited Partnership (2)	13,527	0.01%	0	11,657

	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding	Number of Shares Acquired during Past 60 Days	Number of Shares Disposed of during Past 60 Days
Advent Partners GPE-III Limited Partnership (2)	4,369	0.00%	0	3,768
Advent Partners GPE-IV Limited Partnership (2)	22,563	0.02%	0	19,441
Advent Partners II Limited Partnership (2)	25,815	0.03%	0	22,248
Total Group	3,646,549	3.87%	0	3,142,387

<sup>(1)</sup> 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.

<sup>(2)</sup> 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.

<sup>(</sup>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.

#### **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.

#### May 10, 2011

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: Anna J. Guerin, Attorney\*

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: Anna J. Guerin, Attorney\*

ADVENT INTERNATIONAL CORPORATION

By: Anna J. Guerin, Attorney\*

\*For all of the above:

/s/ Anna J. Guerin

Anna J. Guerin, Attorney