

**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): **May 21, 2012**

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its 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 May 21, 2012, we issued a press release announcing that a federal court jury has returned a verdict against M3 Technology, Inc. and in our favor in a proceeding in the U.S. District Court for the Southern District of Texas. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed as part of this report:

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on May 21, 2012.

SIGNATURE

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: May 21, 2012

By: /s/ Frederic G. Hammond
Frederic G. Hammond
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

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Jury Returns Verdict against M3 Technology in favor of Aspen Technology in Trade Secret Misappropriation, Copyright Infringement, and Tortious Interference Action

Burlington, Mass. — May 21, 2012 — Aspen Technology, Inc. (NASDAQ: AZPN), a leading provider of software to the process industries, announced that a federal court jury has returned a verdict against M3 Technology in favor of AspenTech in a case against M3 Technology, Inc. in the U.S. District Court for the Southern District of Texas.

After a three-week trial, the jury found that M3 Technology had misappropriated AspenTech trade secrets, infringed copyrights in AspenTech's refinery planning and scheduling software, and tortiously interfered with AspenTech's confidentiality and non-competition agreement with a former AspenTech employee.

Mark E. Fusco, President and Chief Executive Officer of AspenTech, said, "Our employees have worked countless hours and AspenTech has invested millions of dollars over the years in developing our software solutions for our process industry customers. We are gratified by the jury's verdict protecting and enforcing our valuable intellectual property rights."

About AspenTech

AspenTech is a leading supplier of software that optimizes process manufacturing — for energy, chemicals, pharmaceuticals, engineering and construction, 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 <http://www.aspentech.com>.

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Source: Aspen Technology, Inc.
