

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Breithaupt Chantelle Yvette</u>  (Last) (First) (Middle) C/O ASPEN TECHNOLOGY, INC. 20 CROSBY DRIVE  (Street) BEDFORD MA 01730  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASPENTECH Corp [ AZPN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X SVP, Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2022		D <sup>(1)</sup>		5,110	D	(2)	21,789	D	
Common Stock	05/16/2022		D <sup>(1)</sup>		21,789	D	(3)(4)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	\$148.82	05/16/2022		D <sup>(1)</sup>		21,257	(5)	03/21/2031	Common Stock	21,257	(4)(6)	0	D	
Common Stock Option (Right to Buy)	\$129.5	05/16/2022		D <sup>(1)</sup>		21,901	(7)	08/31/2031	Common Stock	21,901	(4)(6)	0	D	

**Explanation of Responses:**

- On May 16, 2022, the closing of the transactions contemplated by the Transaction Agreement and Plan of Merger, dated as of October 10, 2021, as amended, among Aspen Technology, Inc. ("AspenTech"), Emerson Electric Co., Emersub CX, Inc., ("New AspenTech") and certain other parties, occurred, pursuant to which AspenTech merged with a wholly owned subsidiary of New AspenTech (the "Merger"). Pursuant to the Merger, AspenTech became a wholly owned subsidiary of New AspenTech.
- At the effective time of the Merger (the "Effective Time"), each outstanding share of the AspenTech common stock (other than certain excluded shares) automatically converted into the right to receive \$87.6] in cash (the "Cash Consideration"), plus 0.42 of a validly issued, fully paid and nonassessable share of New AspenTech.
- Reflects restricted stock units ("RSUs"). Each invested RSU outstanding immediately prior to the Effective Time was cancelled and assumed by New AspenTech and converted into the right to receive an award of RSUs covering that number of shares of New AspenTech common stock, rounded down to the nearest whole share, equal to the product of (x) the number of shares of AspenTech common stock underlying such AspenTech RSU award and (y) the sum of (i) 0.42 and (ii) the quotient obtained by dividing (xx) \$87.50 by (yy) the volume-weighted average price per share of the New AspenTech common stock on Nasdaq during the five trading days after the Effective Time (the sum obtained under clause (y), the "Aspen Equity Award Exchange Ratio").
- Each converted equity award described herein shall be subject to the same terms and conditions (including vesting and expiration schedule, as applicable) as applied to the corresponding AspenTech equity award as of immediately prior to the Effective Time.
- The option granted at the exercise price of \$148.82 vests in 16 equal consecutive quarterly installments on the last business day of the quarter beginning with the quarter ending June 30, 2021.
- Each AspenTech stock option ("AspenTech Stock Option") outstanding immediately prior to the Effective Time was cancelled and assumed by New AspenTech and converted into the right to receive a New AspenTech stock option ("Converted Option") covering that number of shares of New AspenTech common stock, rounded down to the nearest whole share, equal to the product of (i) the number of shares of AspenTech common stock underlying the corresponding AspenTech Stock Option as of immediately prior to the Effective Time multiplied by (ii) the Aspen Equity Award Exchange Ratio. The exercise price applicable to each Converted Option shall be equal to (i) the exercise price per share of AspenTech common stock applicable to the corresponding AspenTech Stock Option as of immediately prior to the Effective Time divided by (ii) the Aspen Equity Award Exchange Ratio, rounded up to the nearest whole cent.
- The option granted at the exercise price of \$129.50 vests in 16 equal consecutive quarterly installments on the last business day of the quarter, beginning with the quarter ending September 30, 2021.

/s/F.G. Hammond, attorney-in-  
fact for Ms. Breithaupt 05/18/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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