

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A/A

AMENDMENT NO. 5

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

ASPEN TECHNOLOGY, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

04-2739697

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(State of incorporation or organization)

(I.R.S. employer identification no.)

TEN CANAL PARK, CAMBRIDGE, MASSACHUSETTS

02141

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(Address of principal executive offices)

(Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [ ]

If this form relates to the registration of a class securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [X]

Securities Act registration statement file number to which this form relates: \_\_\_\_\_  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
To be So Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Rights to Purchase Series A Participating Cumulative Preferred Stock

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(Title of Class)

The undersigned registrant hereby amends the following items, exhibits and portions of its registration statement on Form 8-A dated October 9, 1997 as set forth in the pages attached hereto.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Item 1 of the Form 8-A dated October 9, 1997 (as amended to date, the "Form 8-A") filed by Aspen Technology, Inc. (the "Company") is hereby further amended to include the following:

On May 9, 2002, the Company amended its Rights Agreement, dated March 12, 1998 and amended October 26, 2001, February 6, 2002 and March 19, 2002, by entering into Amendment No. 4 to the Rights Agreement dated May 9, 2002 (the "Amendment"), between the Company and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agreement"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Rights Agreement.

The definition of "Exempt Person" set forth in Section 1 of the Rights Agreement has been amended to define an "Exempt Person" to mean certain investors and their transferees who have purchased or acquired (a) shares of the Company's Series B-I Convertible Preferred Stock and Series B-II Convertible Preferred Stock, (b) shares of the Company's Common Stock issued or issuable pursuant to a securities purchase agreement dated May 9, 2002, or (c) warrants issued in connection with the Company's private placements of such securities, as more fully described in such amendment.

A copy of the Amendment is attached hereto as Exhibit 4.7 and is incorporated herein by reference. The foregoing description of the change to the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, as amended.

ITEM 2. EXHIBITS

Item 2 of the Form 8-A is hereby amended by adding the following exhibit attached hereto:

Exhibit No.	Description
----- 4.7	----- Amendment No. 4, dated as of May 9, 2002, to the Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer and Trust Company, as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 31, 2002

ASPEN TECHNOLOGY, INC.

By: /s/ Lisa W. Zappala

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Lisa W. Zappala  
Senior Vice President and  
Chief Financial Officer

RIGHTS AGREEMENT  
AMENDMENT NO. 4

THIS AMENDMENT NO. 4 TO RIGHTS AGREEMENT is entered into as of May 9, 2002 by Aspen Technology, Inc. (the "Company") and American Stock Transfer and Trust Company, as Rights Agent (the "Rights Agent"), with respect to the Rights Agreement dated as of March 12, 1998 between the Company and the Rights Agreement, as amended to date (the "Rights Agreement").

WHEREAS, no Distribution Date, as defined in Section 3(b) of the Rights Agreement, has occurred; and

WHEREAS, the Company has directed the Rights Agent to enter into this Amendment No. 4 pursuant to Section 26 of the Rights Agreement;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein, the Company and the Rights Agent agree as follows:

The definition of "Exempt Person" set forth in Section 1 of the Rights Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

"'Exempt Person'" shall mean Pine Ridge Financial Inc., Perseverance LLC and Smithfield Fiduciary LLC (each an "Investor"), unless and until such time as such Investor directly or indirectly becomes the Beneficial Owner of Common Shares other than Common Shares received (i) as a dividend on, or as a result of any conversion or redemption of, any shares of the Series B-I Convertible Preferred Stock, \$.10 par value per share, or Series B-II Convertible Preferred Stock, \$.10 par value per share, of the Company, (ii) upon exercise of warrants issued by the Company pursuant to the Amended and Restated Securities Purchase Agreement, dated as of March 19, 2002, between the Company and the Investors (the "March Purchase Agreement"), (iii) pursuant to the Securities Purchase Agreement, dated as of May 9, 2002, between the Company and the persons and entities (including certain Investors and their affiliates) listed on Schedule A thereto (the "May Purchase Agreement"), including Common Shares received upon exercise of warrants issued thereunder, or (iv) otherwise pursuant to the March Purchase Agreement, the Amended and Restated Registration Rights Agreement, dated as of March 19, 2002, between the Company and the Investors, or the May Purchase Agreement. In addition, 'Exempt Person' shall include any Person to whom or which an Investor transfers any shares of such Series B-I Convertible Preferred Stock, such Series B-II Convertible Stock or any such warrants."

IN WITNESS WHEREOF, the parties have duly executed this Amendment No. 4 as of the date first written above.

ASPEN TECHNOLOGY, INC.

AMERICAN STOCK TRANSFER AND TRUST  
COMPANY, AS RIGHTS AGENT

By: /s/ Mary A. Palermo

By: /s/ Herbert L. Lemmer

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Mary A. Palermo  
Chief Operating Officer

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Name: Herbert L. Lemmer  
Title: Vice President