

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**Aspen Technology, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**04-2739697**  
(I.R.S. Employer  
Identification No.)

**Ten Canal Park, Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02141**  
(Zip Code)

**2001 Stock Option Plan**  
(Full Title of the Plan)

**David L. McQuillin**  
**President and Chief Executive Officer**  
**Aspen Technology, Inc.**  
**Ten Canal Park**  
**Cambridge, Massachusetts 02141**  
(Name and Address of Agent For Service)

**(617) 949-1000**  
(Telephone Number, Including Area Code, of Agent For Service)

**CALCULATION OF REGISTRATION FEE**

<u>Title of Securities to be Registered</u>	<u>Amount to be Registered(1)</u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Proposed Maximum Aggregate Offering Price</u>	<u>Amount of Registration Fee</u>
Common Stock, \$0.10 par value per share (including the associated Preferred Stock Purchase Rights)	2,080,000 shares	\$ 6.14(2)	\$ 12,771,200.00(2)	\$ 1,619.00

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the registrant's common stock as reported on the Nasdaq National Market on September 9, 2004.

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is filed to register the offer and sale of an additional 2,080,000 shares of the registrant's common stock, \$.10 par value per share, to be issued under the registrant's 2001 Stock Option Plan, as amended. This registration statement incorporates by reference the contents of the registration statements on Form S-8, File Nos. 333-71872 and 333-117637 filed by the registrant on October 19, 2001 and July 23, 2004 respectively, relating to the registrant's 2001 Stock Option Plan, as amended.

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP has opined as to the legality of the securities being offered by this registration statement.

**Item 8. Exhibits.**

<u>Number</u>	<u>Description</u>
4.1 (1)	Certificate of Incorporation of Aspen Technology, Inc., as amended

- 4.2 (2) By-Laws of Aspen Technology, Inc.
- 4.3 (3) Specimen Certificate for Shares of Aspen Technology, Inc.'s common stock, \$.10 par value.
- 4.4 (2) Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer and Trust Company, as Rights Agent, including related forms of the following: (a) Certificate of Designation of Series A Participating Cumulative Preferred Stock of Aspen Technology, Inc. and (b) Right Certificate
- 4.5 (4) Amendment No. 1 dated as of October 26, 2001 to Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer & Trust Company, as Rights Agent.
- 4.6 (5) Amendment No. 2 dated as of February 6, 2002 to Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer & Trust Company.
- 4.7 (6) Amendment No. 3 dated as of March 19, 2002 to Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and American Stock Transfer & Trust Company.
- 4.8 (7) Amendment No. 4 dated as of May 9, 2002 to Rights Agreement dated as of March 17, 1998 between Aspen Technology, Inc. and American Stock Transfer & Trust Company, as Rights Agent.
- 4.9 (8) Amendment No. 5 dated as of June 1, 2003 to Rights Agreement dated as of March 17, 1998 between Aspen Technology, Inc. and American Stock Transfer & Trust Company, as Rights Agent.
- 4.10 (9) Indenture dated as of June 17, 1998 between Aspen Technology, Inc. and The Chase Manhattan Bank, as trustee, with respect to up to \$86,250,000 principal amount of 5-1/4% Convertible Subordinated Debentures due June 15, 2005 of Aspen Technology, Inc.

- 4.11 (9) Form of 5-1/4% Convertible Subordinated Debentures due June 15, 2005 of Aspen Technology, Inc. (included in Sections 2.2, 2.3 and 2.4 of the Indenture).
- 4.12 (10) Form of Warrant of Aspen Technology, Inc. dated as of May 9, 2002.
- 4.13 (1) Form of WD Common Stock Purchase Warrant of Aspen Technology, Inc. dated as of August 14, 2003.
- 4.14 (1) Form of WB Common Stock Purchase Warrant of Aspen Technology, Inc. dated as of August 14, 2003.
- 5 Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
- 23.1 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
- 23.2 Consent of Deloitte & Touche LLP
- 24 Power of attorney (included on the signature pages of this registration statement)

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- (1) Previously filed as an exhibit to the Current Report on Form 8-K of Aspen Technology, Inc. dated August 21, 2003 (filed on August 22, 2003), and incorporated herein by reference.
  - (2) Previously filed as an exhibit to the Current Report on Form 8-K of Aspen Technology, Inc. dated March 12, 1998 (filed on March 27, 1998), and incorporated herein by reference.
  - (3) Previously filed as an exhibit to Amendment No. 1 to the Registration Statement on Form 8-A of Aspen Technology, Inc. (filed on June 12, 1998), and incorporated herein by reference.
  - (4) Previously filed as an exhibit to Amendment No. 2 to the Registration Statement on Form 8-A of Aspen Technology, Inc. filed on November 8, 2001, and incorporated herein by reference.
  - (5) Previously filed as an exhibit to Amendment No. 3 to the Registration Statement on Form 8-A of Aspen Technology, Inc. filed on February 12, 2002, and incorporated herein by reference.
  - (6) Previously filed as an exhibit to Amendment No. 4 to the Registration Statement on Form 8-A of Aspen Technology, Inc. filed on March 20, 2002, and incorporated herein by reference.
  - (7) Previously filed as an exhibit to Amendment No. 5 to the Registration Statement on Form 8-A of Aspen Technology, Inc. filed on May 31, 2002, and incorporated herein by reference.
  - (8) Previously filed as an exhibit to Amendment No. 6 to Form 8-A of Aspen Technology, Inc. filed on June 2, 2003, and incorporated herein by reference.
  - (9) Previously filed as an exhibit to the Current Report on Form 8-K of Aspen Technology, Inc. dated June 17, 1998 (filed on June 19, 1998), and incorporated herein by reference.

(10) Previously filed as an exhibit to the Current Report on Form 8-K of Aspen Technology, Inc. dated June 5, 2002 (filed on June 7, 2002), and incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts as of September 13, 2004.

ASPEN TECHNOLOGY, INC.

By: /s/ David L. McQuillin

David L. McQuillin

President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Aspen Technology, Inc., hereby severally constitute and appoint David L. McQuillin, Charles F. Kane, and Stephen J. Doyle, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Aspen Technology, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of September 13, 2004.

<u>Signature</u>	<u>Title</u>
<u>/s/ David L. McQuillin</u> David L. McQuillin	President, Chief Executive Officer and Director <i>(principal executive officer)</i>
<u>/s/ Charles F. Kane</u> Charles F. Kane	Senior Vice President and Chief Financial Officer <i>(principal financial and accounting officer)</i>
<u>/s/ Lawrence B. Evans</u> Lawrence B. Evans	Chairman of the Board of Directors
<u>/s/ Donald P. Casey</u> Donald P. Casey	Director
<u>/s/ Mark Fusco</u> Mark Fusco	Director

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<u>/s/ Gary Haroian</u> Gary Haroian	Director
<u>/s/ Stephen M. Jennings</u> Stephen M. Jennings	Director
<u>/s/ Douglas A. Kingsley</u> Douglas A. Kingsley	Director
<u>/s/ Joan C. McArdle</u> Joan C. McArdle	Director
<u>/s/ Michael Pehl</u> Michael Pehl	Director

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders  
of Aspen Technology, Inc.  
Cambridge, Massachusetts

We consent to the incorporation by reference in this Registration Statement of Aspen Technology, Inc. on Form S-8 of our report dated September 13, 2004, appearing in the Annual Report on Form 10-K of Aspen Technology, Inc. for the year ended June 30, 2004.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

September 13, 2004

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