# 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

Proposed Maximum

(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

Title of Securities to be Registered	Amount to be Registered(1)	- 1	ering Price Per Share	ggregate Offering Price	Amount of Registration Fee
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.

Number Description

- 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. Amendment No. 3 dated as of March 19, 2002 to Rights Agreement dated as of March 12, 1998 between Aspen Technology, Inc. and 4.7 (6) 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. Amendment No. 5 dated as of June 1, 2003 to Rights Agreement dated as of March 17, 1998 between Aspen Technology, Inc. and American 4.9 (8) 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. 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) 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 (1) 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. 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.
- 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.
- 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 (6) incorporated herein by reference.
- 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.

Signature	Title	_
/s/ David L. McQuillin	President, Chief Executive Officer and Director	
David L. McQuillin	(principal executive officer)	
/s/ Charles F. Kane	Senior Vice President and Chief Financial Officer	
Charles F. Kane	(principal financial and accounting officer)	
/s/ Lawrence B. Evans	Chairman of the Board of Directors	
Lawrence B. Evans		
/s/ Donald P. Casey	Director	
Donald P. Casey		
/s/ Mark Fusco	Director	
Mark Fusco		
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/s/ Gary Haroian	Director	
Gary Haroian		
/s/ Stephen M. Jennings	Director	
Stephen M. Jennings		
/s/ Douglas A. Kingsley	Director	
Douglas A. Kingsley		
/s/ Joan C. McArdle	Director	
Joan C. McArdle		
/s/ Michael Pehl	Director	
Michael Pehl		
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#### INDEX TO EXHIBITS

N	
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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
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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

Power of attorney (included on the signature pages of this registration statement)

- (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.
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## WILMER CUTLER PICKERING HALE AND DORR UP

September 13, 2004

Aspen Technology, Inc. Ten Canal Park Cambridge, Massachusetts 02141

Re: 2001 Stock Option Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an additional 2,080,000 shares of common stock, \$0.10 par value per share (the "Shares"), of Aspen Technology, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2001 Stock Option Plan, as amended (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

BALTIMORE BERLIN BOSTON BRUSSELS LONDON MUNICH
NEW YORK NORTHERN VIRGINIA OXFORD PRINCETON WALTHAM WASHINGTON

Aspen Technology, Inc. September 13, 2004

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Mark L. Johnson
Mark L. Johnson, Partner

#### 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