

**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): **July 31, 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 July 31, 2012, we issued a press release announcing a partial final award in our favor and against Advanced Technology Middle East, WLL in the arbitration proceeding under the auspices of the International Court of Arbitration of the International Chamber of Commerce. 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 July 31, 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: July 31, 2012

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on July 31, 2012.



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**Arbitral Tribunal Issues Award in Favor of Aspen Technology in
Arbitration Proceeding vs. Advanced Technology Middle East, WLL**

BURLINGTON, Mass — July 31, 2012 — Aspen Technology, Inc. (NASDAQ: AZPN), a leading provider of software and services to the process industries, announced that an Arbitral Tribunal operating under the auspices of the International Court of Arbitration of the International Chamber of Commerce had issued a partial final award in the arbitration proceeding captioned Aspen Technology, Inc. v. Advanced Technology Middle East, WLL, Case No. 16732/VRO. Among its determinations, the Tribunal concluded that AspenTech acted lawfully in terminating the reseller agreement with AspenTech Middle East (now known as Advanced Technology Middle East, WLL) (“ATME”). As a result, AspenTech is not obligated to pay to ATME the termination fee specified by the reseller agreement or any other fee or damages. In addition, the Tribunal concluded that ATME is liable to pay AspenTech damages of approximately \$20 million, including interest, and approximately \$5 million in costs. The award is final and binding, although the Tribunal has reserved certain other residual claims by AspenTech against ATME for subsequent determination by the same Tribunal if required.

Mark Fusco, Chief Executive Officer of AspenTech, said, “We are pleased with the result in this arbitration proceeding, and we look forward to continuing to serve our customers in the Middle East and around the world.”

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 www.aspentech.com.

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