

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
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 number)

Ten Canal Park
Cambridge, Massachusetts 02141
(617) 949-1000

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Lawrence B. Evans
Chairman of the Board and Chief Executive Officer
ASPEN TECHNOLOGY, INC.
Ten Canal Park
Cambridge, Massachusetts 02141
(617) 949-1000

(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

Stephen J. Doyle, Esq.
Vice President, General Counsel,
Chief Legal Officer and Secretary
ASPEN TECHNOLOGY, INC.
Ten Canal Park
Cambridge, Massachusetts 02141

Mark L. Johnson, Esq.
FOLEY, HOAG & ELIOT LLP
One Post Office Square
Boston, Massachusetts 02109

The Registrant hereby withdraws from registration all of those shares of its common stock, \$.10 par value per share, registered pursuant to its Registration Statement on Form S-3 (registration number 333-61121) and not sold as of the time of filing of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Massachusetts, as of June 17, 1999.

ASPEN TECHNOLOGY, INC.

By: /s/ LAWRENCE B. EVANS

Lawrence B. Evans
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated as of June 17, 1999.

SIGNATURE -----	TITLE -----
/s/ LAWRENCE B. EVANS ----- Lawrence B. Evans	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
* ----- Lisa W. Zappala	Chief Financial Officer (Principal Financial and Accounting Officer)
* ----- Joseph F. Boston	Director
* ----- Gresham T. Brebach, Jr.	Director
* ----- Douglas R. Brown	Director
* ----- Joan C. McArdle	Director
* ----- Alison Ross	Director

*By /s/ LAWRENCE B. EVANS

Lawrence B. Evans
Attorney-in-fact