

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Mouritsen Mark Edgar</u> (Last) (First) (Middle) <u>C/O ASPEN TECHNOLOGY, INC.</u> <u>20 CROSBY DRIVE</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Aspen Technology, Inc. [AZPN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP & General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/08/2023</u> | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 02/06/2023 | | A | | 5,667 | A | \$0 ⁽²⁾ | 5,667 | D | |
| Common Stock ⁽³⁾ | 02/06/2023 | | A | | 4,235 | A | \$0 ⁽²⁾ | 9,902 | D | |
| Common Stock | 02/09/2023 | | F | | 1,069 ⁽⁴⁾ | D | \$200.73 | 8,833 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Employee Stock Option (Right to Buy) | \$200.73 | 02/06/2023 | | A | | 9,247 | | (5) | 02/05/2033 | Common Stock | 9,247 | 9,247 | D | |

Explanation of Responses:

- Each Restricted Stock Unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock. Subject to rounding to whole shares, the Restricted Stock Units vest in 16 equal consecutive quarterly installments on the last business day of the quarter beginning with the quarter ending June 30, 2023.
- The Restricted Stock Units were received as a grant for no consideration.
- Each Restricted Stock Unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock. The Restricted Stock Units were fully vested on the date of grant.
- Shares withheld by Registrant to satisfy minimum statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock. The shares were withheld upon acceptance of the grant.
- Subject to rounding, the option granted at the exercise price of \$200.73 vests in 16 equal consecutive quarterly installments on the last business day of the quarter beginning with the quarter ending June 30, 2023.

/s/ Mark E. Mouritsen 02/13/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.