

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): June 9, 2006

ASPEN TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-24786
(Commission
File Number)

04-2739697
(IRS Employer
Identification No.)

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

02141
(Zip Code)

Registrant's telephone number, including area code: **(617) 949-1000**

(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 June 9, 2006, we announced that we received a "Wells Notice" letter from the staff of the United States Securities and Exchange Commission of possible civil enforcement action regarding our originally filed financial statements for fiscal years 2000-2004, which we restated in March 2005. The full text of the press release issued in connection with this announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Exhibits

(d) Exhibits

99.1 Press Release of the Company dated June 9, 2006.

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: June 9, 2006

By: /s/ Frederic G. Hammond

Frederic G. Hammond
Senior Vice President and
General Counsel

Aspen Technology Receives “Wells Notice”

CAMBRIDGE, Mass. — June 9, 2006 — Aspen Technology, Inc. (NASDAQ: AZPN) today announced that the Company has received a “Wells Notice” letter from the staff of the United States Securities and Exchange Commission (the “SEC”) of possible civil enforcement action regarding the Company’s originally filed financial statements for fiscal years 2000-2004, which the Company restated in March 2005.

The letter concerns historical financial statements which were superseded by the Company’s restated fiscal year 2000-2004 financial statements that the Company filed more than a year ago in March 2005 following a review initiated by the audit committee of the board of directors.

A “Wells Notice” letter invites the recipient to address why a civil enforcement action is unnecessary or inappropriate. There can be no assurance that the SEC will not bring a civil enforcement proceeding against the Company. The Company will endeavor to resolve any issues without SEC action given that the Company self-initiated its restatement review in October 2004, as publicly disclosed at that time, the Company promptly and timely filed restated financial statements in accordance with NASDAQ and SEC rules, the Company has cooperated fully with regulatory inquiry, and, in March of this year, the Company settled the shareholder class action litigation concerning the same matters, providing a fund of \$5.6 million to settle participating shareholder claims for all shareholders who purchased Aspen Technology shares between October 29, 1999 and March 15, 2005, inclusive.

About AspenTech

Aspen Technology, Inc. provides industry-leading software and professional services that help process companies improve efficiency and profitability by enabling them to model, manage and control their operations. AspenTech’s integrated aspenONE™ solutions are aligned with the key industry business processes, providing manufacturers the capabilities they need to optimize operational performance, make real-time decisions and synchronize the plant and supply chain. Over 1,500 leading companies already rely on AspenTech’s software. For more information, visit www.aspentech.com.

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