FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per respons	e 0.5								

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>Chawla Manish</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol Aspen Technology, Inc. [ AZPN ]								heck	ionship of Reportin all applicable) Director Officer (give title		10% C				
(Last)	(Fir	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2023								X	below) "		below)		, poony	
C/O ASPEN TECHNOLOGY, INC.				A If Amondment Date of Original Filed (Month/Day)(Carr)							- 6	C. Individual on Inint/Crown Filips (Chook Assissants							
20 CROSBY DRIVE				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
													X	Form filed by One Reporting Person					
(Street) BEDFOI	RD M	<b>A</b> 0	1730												Form filed by More than One Reporting Person				orting
(City)	(St	ate) (Z	Zip)		Rul	Rule 10b5-1(c) Transaction Indication													
		Check this box to indicate that a transaction was made pursual satisfy the affirmative defense conditions of Rule 10b5-1(c). Set																	
		Table	I - No	n-Deriva	tive S	Secur	ities	Acc	uired	, Dis	posed of	, or B	enefici	ally	Own	ed			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day)				Execution Date,		ate,				s Acquired (A) of f (D) (Instr. 3, 4		4 and Secur Benef Owne		cially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price			action(s) 3 and 4)			(Instr. 4)	
Common Stock 03/31/20					023			F		343(1)	D \$2		.78	8 13,516			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)			tion Date,	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 (Inst 3 and 4)			vative urity tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	or Number of Shares						

## **Explanation of Responses:**

1. Shares withheld by Registrant to satisfy minimum statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

/s/Mark E. Mouritsen, attorney-in fact for Mr.

Chawla

\*\* Signature of Reporting Person Date

04/04/2023

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.

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Mark E. Mouritsen and Susan E. Cutright, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Aspen Technology, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or 5; prepare, complete and execute any amendment or amendments thereto; and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys—in—fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming or relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 28, 2023.