

**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): November 12, 2020

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34630
(Commission
File Number)

04-2739697
(IRS Employer
Identification No.)

20 Crosby Drive,
(Address of principal executive offices)

Bedford, MA

01730
(Zip Code)

Registrant's telephone number, including area code: **(781) 221-6400**

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, \$0.10 par value per share	AZPN	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Item 3.01.

On November 12, 2020, we received notice from The Nasdaq Stock Market, or Nasdaq, stating that, as the result of not having timely filed our Annual Report on Form 10-K for the fiscal year ended June 30, 2020, or the 2020 Form 10-K, and our Quarterly Report on Form 10-Q for the three months ended September 30, 2020, or the Q1 2021 Form 10-Q, we are not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of periodic financing reports with the Securities and Exchange Commission. As a result of such non-compliance, our common stock is subject to delisting from the Nasdaq Global Market. We previously received a notice from Nasdaq dated September 17, 2020 with respect to the 2020 Form 10-K, as described in our Current Report on Form 8-K filed with the Securities and Exchange Commission on September 23, 2020.

The Nasdaq notices have no immediate effect on the listing or trading of our common stock on the Nasdaq Global Select Market. On November 16, 2020, we submitted a plan to regain compliance under Nasdaq's listing rules. If the plan is accepted by Nasdaq, we may be granted an exception of up to 180 calendar days from the original due date of the 2020 Form 10-K, or until March 15, 2021, to regain compliance.

On November 10, 2020, we filed with the Securities and Exchange Commission a notification on Form 12b-25 of our inability to timely file the Q1 2021 Form 10-Q due to our need for additional time to complete our procedures to finalize the 2020 Form 10-K, which has taken longer than anticipated as a result of additional errors we have identified in the transition adjustment recorded in the prior fiscal year related to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). We are working diligently to complete and file the 2020 Form 10-K and Q1 2021 Form 10-Q as quickly as possible.

On November 16, 2020, we issued a press release in accordance with Nasdaq Listing Rule 5810(b) announcing that we had received Nasdaq's notice of non-compliance dated November 12, 2020. 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 and is incorporated by reference in this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on November 16, 2020.

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: November 16, 2020

By: /s/ Karl E. Johnsen

Karl E. Johnsen

Senior Vice President and Chief Financial Officer



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Aspen Technology Receives Staff Determination from Nasdaq

BEDFORD, Mass. - November 16, 2020 - Aspen Technology, Inc. (NASDAQ:AZPN), a global leader in asset optimization software, today announced that it received a notice from Nasdaq on November 12, 2020 stating that, as the result of not having timely filed its Annual Report on Form 10-K for the fiscal year ended June 30, 2020, or the 2020 Form 10-K, and its Quarterly Report on Form 10-Q for the three months ended September 30, 2020, or the Q1 2021 Form 10-Q, AspenTech is not in compliance Nasdaq Listing Rule 5250(c)(1), which requires timely filing of periodic financing reports with the Securities and Exchange Commission. AspenTech announced on September 23, 2020 that it had received a notice from Nasdaq with respect to the 2020 Form 10-K.

The Nasdaq notices have no immediate effect on the listing or trading of AspenTech's common stock on the Nasdaq Global Select Market. Today we submitted a plan to regain compliance under Nasdaq's listing rules. If the plan is accepted by Nasdaq, AspenTech may be granted an exception of up to 180 calendar days from the original due date of the 2020 Form 10-K, or until March 15, 2021, to regain compliance. AspenTech expects to regain compliance within the timeline prescribed. This announcement is made in compliance with Nasdaq Listing Rule 5810(b), which requires prompt disclosure of receipt of a deficiency notification.

On November 10, 2020, AspenTech filed a notification with the Securities and Exchange Commission on Form 12b 25 of its inability to timely file the Q1 2021 Form 10-Q due to AspenTech's need for additional time to complete its procedures to finalize the 2020 Form 10-K, which has taken longer than anticipated as a result of additional errors identified by AspenTech in the transition adjustment recorded in the prior fiscal year related to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers ("Topic 606"). AspenTech is working diligently to complete and file the 2020 Form 10-K and Q1 2021 Form 10-Q as quickly as possible.

About Aspen Technology

Aspen Technology (AspenTech) is a global leader in asset optimization software. Its solutions address complex, industrial environments where it is critical to optimize the asset design, operation and maintenance lifecycle. AspenTech uniquely combines decades of process modelling expertise with artificial intelligence. Its purpose-built software platform automates knowledge work and builds sustainable competitive advantage by delivering high returns over the entire asset lifecycle. As a result, companies in capital-intensive industries can maximize uptime and push the limits of performance, running their assets safer, greener, longer and faster. Visit AspenTech.com to find out more.

Forward-Looking Statements

The second and third paragraphs of this press release contain forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may vary significantly from AspenTech's expectations based on a number of risks and uncertainties, including, without limitation: statements or expectations regarding the timing of filing a Form 10-K for the year ended June 30, 2020 and a Quarterly Report on Form 10-Q for the three months ended September 30, 2020 with the Securities and Exchange Commission and the ability of AspenTech to regain compliance with Nasdaq listing requirements to avoid delisting of its securities on the Nasdaq Stock Market. AspenTech cannot guarantee any future timing of filing of its Form 10-K or Form 10-Q or achievement of compliance with Nasdaq listing standards. AspenTech expressly disclaims any obligation to update forward-looking statements after the date of this press release.

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Source: Aspen Technology, Inc.