

**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): December 14, 2023

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41400
(Commission
File Number)

87-3100817
(IRS Employer
Identification No.)

20 Crosby Drive, Bedford, MA
(Address of principal executive offices)

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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, \$0.0001 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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders (the "Annual Meeting") of Aspen Technology, Inc. (the "Company") held on December 14, 2023, three proposals were presented to stockholders:

1. To elect the nominees of the Board of Directors of the Company (the "Board") to the Board to hold office until the 2024 annual meeting of stockholders of the Company.
2. To ratify the appointment of KPMG LLP ("KPMG") as the Company's independent public accounting firm for fiscal 2024.
3. To approve, on an advisory basis, the compensation of the named executive officers of the Company as identified in the Proxy Statement for the Annual Meeting (so-called "say on pay").

The final results for each of the matters submitted to a vote at the Annual Meeting are as follows:

Proposal 1: The eight director nominees named in the Proxy Statement were elected by the stockholders, by the votes set forth in the table below:

Nominee	For	AGAINST	ABSTAIN	BNV
Patrick M. Antkowiak	61,429,712	170,755	39,516	726,779
Thomas F. Bogan	61,306,229	291,729	42,025	726,779
Karen M. Golz	61,021,776	576,339	41,868	726,779
Ram R. Krishnan	54,037,652	7,556,972	45,359	726,779
Antonio J. Pietri	61,425,474	174,221	40,288	726,779
Arlen R. Shenkman	61,451,439	149,050	39,494	726,779
Jill D. Smith	59,142,245	2,458,256	39,482	726,779
Robert M. Whelan, Jr.	61,396,631	204,933	38,419	726,779

Proposal 2: The appointment of KPMG as the Company's independent registered public accounting firm for fiscal 2024 was ratified by the stockholders, by the votes set forth below:

FOR	AGAINST	ABSTAIN	BNV
62,350,824	8,131	7,807	—

Proposal 3: The Company's executive compensation, as described in the Proxy Statement, was approved by the non-binding advisory votes of the stockholders set forth below:

FOR	AGAINST	ABSTAIN	BNV
61,003,429	624,958	11,596	726,779

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: December 15, 2023

By: /s/ Mark Mouritsen
Mark Mouritsen
Senior Vice President, Chief Legal Officer