

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Aspen Technology, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

ASPEN TECHNOLOGY, INC.

2022 Annual Meeting  
Vote by December 14, 2022  
11:59 PM ET



ASPEN TECHNOLOGY, INC.  
20 CROSBY DRIVE  
BEDFORD, MA 01730

D92198-P81751

## You invested in ASPEN TECHNOLOGY, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on December 15, 2022.**

### Get informed before you vote

View the Notice, Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to December 1, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote in Person at the Meeting\*

December 15, 2022  
9:00 AM ET

Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. To obtain directions to be able to attend the meeting and vote in person, please contact Investor Relations.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Elect the nominees of the board of directors to the board to hold office until the 2023 Annual Meeting of Stockholders; <b>Nominees:</b>	
1a. Patrick M. Antkowiak	✓ For
1b. Robert E. Beauchamp	✓ For
1c. Thomas F. Bogan	✓ For
1d. Karen M. Golz	✓ For
1e. Ram R. Krishnan	✓ For
1f. Antonio J. Pietri	✓ For
1g. Arlen R. Shenkman	✓ For
1h. Jill D. Smith	✓ For
1i. Robert M. Whelan, Jr.	✓ For
2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2023;	✓ For
3. Approve, on an advisory basis, the compensation of our named executive officers; and	✓ For
4. Approve, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of the company's named executive officers.	✓ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".