

---

---

**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): **April 11, 2008**

**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.)

**200 Wheeler Road, Burlington, MA**  
(Address of Principal Executive Offices)

**01803**  
(Zip Code)

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

(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 2.02 Results of Operations and Financial Condition.**

On April 11, 2008, we issued a press release announcing the filing of our fiscal 2007 Form 10-K and fiscal first quarter 2008 Form 10-Q, and also announcing selected, preliminary fiscal third quarter 2008 results. 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.

The information in this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit relating to Item 2.02 shall be deemed to be furnished, and not filed:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on April 11, 2008.

**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: April 14, 2008

By: /s/ Frederic G. Hammond  
Frederic G. Hammond  
Senior Vice President and General Counsel

3

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on April 11, 2008.

4

---



## Contacts:

**Media Contact**

David Grip  
 AspenTech  
 +1 781-221-5273  
 david.grip@aspentech.com

**Investor Contact**

Kori Doherty  
 ICR  
 +1 617-956-6730  
 kdoherty@icrinc.com

**Aspen Technology Announces Date of Financial Results Release, Conference Call and Webcast**

- *Completes Fiscal 2007 10-K, previously announced restatement and Fiscal First Quarter 2008 10-Q*
- *Announces selected, preliminary Fiscal Third Quarter 2008 financial results*
- *Fiscal Third Quarter 2008 license bookings grow 31% on a year-over-year basis*

**BURLINGTON, Mass. — April 11, 2008** — Aspen Technology, Inc. (OTC: AZPN.PK), a leading provider of software and services to the process industries, today announced that the Company has filed its fiscal 2007 10-K and fiscal first quarter 2008 10-Q. In conjunction with this announcement, AspenTech will host a conference call and webcast at 8:00 a.m. (Eastern Daylight Time) on Monday, April 14, 2008 before the U.S. financial markets open, and will issue a detailed press release in advance of the call.

The Company also announced selected, preliminary fiscal third quarter 2008 results. License bookings were approximately \$63 million during the third quarter of fiscal 2008, with license bookings defined as the total net present value of all license contracts signed in the quarter. This represents an increase of 31% compared to license bookings of approximately \$48 million in the third quarter of fiscal 2007.

For the first nine months of fiscal 2008, ending March 31, 2008, the Company generated license bookings of approximately \$165 million, representing an increase of approximately 25%

---

compared to \$132 million for the same period in fiscal 2007. The Company ended March 31, 2008 with approximately \$137 million in cash and cash equivalents.

The live dial-in number is (877) 239-3024, conference ID code 42937549. Interested parties may also listen to a live webcast of the call by logging on to the Investor Relations section of AspenTech's website, <http://www.aspentech.com/corporate/investor.cfm>, and clicking on the "webcast" link. A replay of the call will be archived on AspenTech's website and will also be available via telephone at (800) 642-1687 or (706) 645-9291, conference ID code 42937549 through April 21, 2008.

**About AspenTech**

AspenTech is a leading provider of award-winning process optimization software and services. AspenTech's integrated aspenONE™ solutions enable manufacturers to reduce costs, increase capacity, and optimize operational performance end-to-end throughout the engineering, plant operations, and supply chain management processes, resulting in millions of dollars in cost savings. For more information, visit [www.aspentech.com](http://www.aspentech.com).

###

© 2008 Aspen Technology, Inc. AspenTech, aspenONE and the Aspen leaf logo are trademarks of Aspen Technology, Inc. All rights reserved. All other trademarks are property of their respective owners.

This press release may 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: AspenTech's plan to improve operational performance may not be implemented effectively; AspenTech has identified material weaknesses in its internal controls with respect to software license revenue recognition and other matters, that, if not remedied effectively, could result in material misstatements; risks around securities litigation and investigations; AspenTech's lengthy sales cycle makes it difficult to predict quarterly operating results; fluctuations in AspenTech's quarterly operating results; AspenTech's dependence on customers in the cyclical chemicals, petrochemicals and petroleum industries; the possibility of new accounting standards or the interpretation of existing accounting standards affecting our financial results; AspenTech's ability to raise additional capital as required; intense competition; AspenTech's need to develop and market products successfully; reliance on relationships with strategic partners; challenges associated with international operations; and other risk factors described from time to time in AspenTech's periodic reports filed with the Securities and Exchange Commission. AspenTech cannot guarantee any future results, levels of activity, performance, or achievements. AspenTech expressly disclaims any current intention to update forward-looking statements after the date of this press release.

---