# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (Amendment No. 7)1

## Aspen Technology, Inc.

(Name of Issuer)

Common Stock, par value \$0.10

(Title of Class of Securities)

045327103

(CUSIP Number)

Jarlyth H. Gibson, Compliance Officer 617-951-9493 C/o Advent International Corporation, 75 State Street, 29th Floor Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 15, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages) (Page 1 of 21 Pages)

<sup>1</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent International Corporation							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑ (b) o							
	SEC USE ONLY							
3								
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC							
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6								
	Delawar	e						
		7	SOLE VOTING POWER					
NUME	BER OF	7	7,312,336					
	ARES		SHARED VOTING POWER					
	ICIALLY	8						
	ED BY		None					
	CH	Λ	SOLE DISPOSITIVE POWER					
	RTING SON	9	7,312,336					
	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>						
			None					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	7,312,33	6						
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
<b>12</b>								
	0							
<b>13</b>	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
10	7.81%							
4 -	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
<b>14</b>	CO 74							
	CO, IA							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent International Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) <b></b>							
	(a) ₩ (b) o							
	SEC USE ONLY							
3								
	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4								
	WC							
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	0	· · · · · · · · · · · · · · · · · · ·						
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
U	Delawar	Delaware						
			SOLE VOTING POWER					
		7						
NUME	BER OF		7,176,833					
	ARES	_	SHARED VOTING POWER					
	ICIALLY	8						
	ED BY		None Service Service Programme Service					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON	9	7,176,833					
	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>						
			None					
4.4	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	7 176 00							
	7,176,83		E ACCRECATE AMOUNT IN DOW (44) EVEL URES CERTAIN SHARES (CERTINGTRUCTIONS)					
12	CHECK	IF IH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
14	0							
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>								
	7.67%							
4.4	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	DNI							
	PN							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Energy II Limited Partnership							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑ (b) o							
	SEC USE ONLY							
3	3EG 65	L OIVL	-					
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC							
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6								
	Delawar	e						
		7	SOLE VOTING POWER					
NUME	BER OF	,	482,620					
SHA	ARES		SHARED VOTING POWER					
	ICIALLY	8						
	ED BY		None					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON	9	482,620					
W	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>						
	A CCDE	CATE	None					
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	482,620							
4.5	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	_							
	0 DEDCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>	LICE	VI OI	CLASS REI RESERTED DI AMOUNT IN NOW (II)					
	0.52%							
1.4	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	PN							

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1	I.R.S. ID	ENTIE	EPORTING PERSONS FICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Global Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) 🗹							
	(b) o							
3	SEC US	E ONL	Y					
	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC							
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
J	0							
-	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	Delaware						
			SOLE VOTING POWER					
NII IN (1	NED OF	7	100.000					
	BER OF ARES		102,366 SHARED VOTING POWER					
	icially	8	SHARED VOTING FOWER					
	ED BY		None					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON	9	102,366					
W	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	102,366							
12	CHECK	IF TH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
14	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>	0.11%							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
<b>14</b>								
	PN	PN						

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) 🗹							
	(b) o							
3	SEC US	E ONL	Y					
	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4		COUNCE OF TOTAL (SEE MOTHOUTHO)						
	WC	IE DIO	COLOCUDE OF LECAL PROCEEDINGS IS REQUIRED NURSUANTE TO STEMS 2(1) OF 2(1)					
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0							
C	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	Delaware						
			SOLE VOTING POWER					
NHIME	BER OF	7	472,659					
	ARES		SHARED VOTING POWER					
	ICIALLY	8						
	ED BY .CH		None SOLE DISPOSITIVE POWER					
		9	SOLE DISPOSITIVE FOWER					
	SON		472,659					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
4.4	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	472,659							
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
<b>12</b>								
	0 DEDCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>	LIKCEI	VI OI	CEASS REFRESENTED DT AMOUNT IN NOW (II)					
	0.51%							
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
17	PN							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-A Limited Partnership							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) 🗹							
	(p) o	E ONI						
3	SEC US	E ONL	Y					
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC							
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6	011122	.01111						
	Delawar	e						
		7	SOLE VOTING POWER					
NUME	BER OF	,	234,005					
SHA	ARES		SHARED VOTING POWER					
	ICIALLY	8						
	ED BY		None					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON	J	234,005					
W	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>	News					
	ACCRE	GATE	None AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	MOGKE	GMIL	ANOCH BENEFICIALLY OWNER BY EACH REPORTING LENGON					
	234,005							
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>								
	0.25%	r Drr	ODTING BEDGON (SEE INCTRICTIONS)					
14	IYPEO	r KEP	ORTING PERSON (SEE INSTRUCTIONS)					
	PN							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-B Limited Partnership								
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a)								
		SEC USE ONLY							
3	020 00	2 0112	-						
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)							
4	WC								
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5	0								
		NSHIP	OR PLACE OF ORGANIZATION						
6									
	Delawar	e							
		7	SOLE VOTING POWER						
NUME	BER OF	,	58,487						
SHA	ARES		SHARED VOTING POWER						
	ICIALLY	8							
	ED BY		None						
	CH RTING	9	SOLE DISPOSITIVE POWER						
	SON	9	58,487						
W	ITH		SHARED DISPOSITIVE POWER						
		<b>10</b>							
	A CCDE	CATE	None						
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	58,487								
,	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	_								
	0 DEDCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)						
<b>13</b>	1 LICLI	<b>VI OI</b>	CENSS REPRESENTED BY AMOUNT IN NOW (II)						
	0.06%								
1.4	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)						
14	PN								

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NAMES OF REPORTING PERSONS  LRS. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-C Limited Partnership  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) □ 0  SEC USF ONLY  SEC USF ONLY  SEC USF ONLY  SEC USF ONLY  TO SEC USF ONLY  SEC USF ONLY  TO CHIECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHIECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHIECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHIECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHIECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHIECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  SEC USF ONLY  TO SEC USF ONLY  SEC USF ONLY  SEC USF ONLY  SOLE OF FUNDS (SEE INSTRUCTIONS)  PROCEEDING PURSUANT TO ITEMS 2(d) OR 2(e)  SEC USF ONLY  SEC USF ONLY								
3 SEC USE ONLY  SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  SOLE VOTING POWER  SHARRS  SOLE VOTING POWER  SHARRS  SOLE VOTING POWER  SHARRD VOTING POWER  SOLE DISPOSITIVE POWER  SOLE DISPOSITIVE POWER  SOLE DISPOSITIVE POWER  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
3 SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  SOLE DISPOSITION  SHARED VOTING POWER  None  SOLE DISPOSITIVE POWER  None  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  12  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	2	(a) 🗵						
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  CITIZENSHIP OR PLACE OF ORGANIZATION  Pelawar  7 935,997  SOLE VOTING POWER  9 935,997  SOLE DISPOSITIVE POWER  PERSON  WITH 10 SHARED DISPOSITIVE POWER  935,997  10 SHARED DISPOSITIVE POWER  935,997  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  935,997  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  11 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3	SEC US	E ONL	Y				
CITIZENSHIP OR PLACE OF ORGANIZATION    CITIZENSHIP OR PLACE OF ORGANIZATION	4		E OF F	UNDS (SEE INSTRUCTIONS)				
Sole voting power   Sole	5		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
NUMBER OF SHARES BENETICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  14  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	6			OR PLACE OF ORGANIZATION				
BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  AGGREGATE AMOUNT IN ROW (11)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	NUMBER OF		7					
REPOTING PERSON   9   935,997    WITH	BENEF	ICIALLY	8					
10   None  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  935,997  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  0   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.00%  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	REPO	RTING	9					
11 935,997  12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1,00%  14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	W	ITH	10					
12 o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.00%  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11		GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
13 1.00% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
14	13		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	14		F REP	ORTING PERSON (SEE INSTRUCTIONS)				

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-D C.V.							
	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a)							
	SEC USE ONLY							
3	020 00	2 0112						
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC							
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	•							
	O CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	CITIZZI	101111						
	Netherlands							
		7	SOLE VOTING POWER					
NUME	BER OF	/	175,490					
SHA	ARES		SHARED VOTING POWER					
	ICIALLY	8						
	ED BY		None					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON	J	175,490					
W]	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>	None					
	ACCRE	GATE	None AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	HOOKE	GHIL	AND CONTINUE TO WARD BY ENGINEE ON THE CONTINUE PERSON					
	175,490							
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>								
	0.19%	E DES	DETING REDGON (CER INCEDITIONS)					
14	I YPE O	r KEP	DRTING PERSON (SEE INSTRUCTIONS)					
**	PN							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Digital Media & Communications III-E C.V.							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	<ul><li>(a) ☑</li><li>(b) o</li></ul>							
	SEC USE ONLY							
3	3EC 03	E ONE						
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC							
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	CILLOIT	II Die	220501E 01 2201E 1100222211001 10 11201E 1 0 112110 2(a) 01 2(c)					
	0							
C	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	Netherla	Netherlands						
			SOLE VOTING POWER					
		7						
	BER OF		117,003					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	O	None					
EA	СH		SOLE DISPOSITIVE POWER					
	RTING	9						
	SON		117,003					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	117,003							
		IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
<b>12</b>	CILCIC	11 111	2 AGGREGATE AMOUNT IN NOW (11) EXCEODES CERTAIN STRIKES (SEE INSTRUCTIONS)					
	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.13%							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
<b>14</b>								
	PN							

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1	I.R.S. ID	ENTIF	EPORTING PERSONS FICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Equity III Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) <b>☑</b>							
	(b) o							
3	SEC USE ONLY							
3								
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	1.10							
	MC	IE DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	CHECK	11. D13	CLOSORE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO TEMS 2(u) OR 2(e)					
	0							
C	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
6	Delawar	Delaware						
			SOLE VOTING POWER					
NII IN AT	DED OF	7	1.003.700					
	BER OF ARES		1,023,729 SHARED VOTING POWER					
	ICIALLY	8	SIMILE VOINGTOWER					
	ED BY		None					
	CH RTING	9	SOLE DISPOSITIVE POWER					
	SON	9	1,023,729					
W	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	1100112	01112						
	1,023,72							
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	1.09%							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14								
	PN							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Global Private Equity IV Limited Partnership							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) <b>☑</b>							
	(b) o							
	SEC USE ONLY							
3								
	COLIDO		TANDS (CEE INCIDENCE ONS)					
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
7	WC							
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	0	ICIIID	OD DI A CE OF OD CANUZATION					
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
U	Delawar	Delaware						
•			SOLE VOTING POWER					
	NED 05	7						
	BER OF		3,574,477					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	U	None					
EA	СH		SOLE DISPOSITIVE POWER					
	RTING	9						
	SON		3,574,477					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	None					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	2 574 45	. –						
	3,574,47		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	CHECK	11. 111	E AGGREGATE AMOUNT IN ROW (11) EACLODES CERTAIN SHARES (SEE INSTRUCTIONS)					
	0							
40	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	3.82%							
		FRFD	ORTING PERSON (SEE INSTRUCTIONS)					
14	111110	LINEF	SKILIO I EROOTI (OLE MOTROCTIONO)					
	PN							

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners (NA) GPE-III Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) <b></b> ✓						
	(b) o						
,	SEC USE ONLY						
3							
	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4							
	WC						
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
J	0						
	CITIZENSHIP OR PLACE OF ORGANIZATION						
6							
	Delawar	e					
		7	SOLE VOTING POWER				
NUME	BER OF	,	2,603				
SHA	ARES		SHARED VOTING POWER				
	ICIALLY	8					
	ED BY		None				
	CH RTING	9	SOLE DISPOSITIVE POWER				
	SON	J	2,603				
W	ITH						
		<b>10</b>	M				
	ACCDE	CATE	None AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGKE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,603						
40	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
<b>13</b>	LICE	TERCENT OF GLASS REFRESENTED DT AMOUNT IN ROW (II)					
	0.00%						
1.4	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
14	PN						

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Partners DMC III Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑ (b) o					
	SEC USE ONLY					
3	SEC USE UNLY					
	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4	WC					
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5						
	O CATHER STATE OF OR OR OR OR OR ON A STATE ON					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
U	Delaware					
			SOLE VOTING POWER			
		7				
	BER OF		27,125			
	ARES ICIALLY	8	SHARED VOTING POWER			
	ED BY	O	None			
	СH		SOLE DISPOSITIVE POWER			
REPO	RTING	9				
PER	SON		27,125			
W	ITH	SHARED DISPOSITIVE POWER				
		10	None			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	1100112	O. III L	TANGON BENEFICINEE OWNED BY ENGINEE ON THE ON THE ON THE OWNER OF ENGINEER			
	27,125					
4.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12						
	DEDCENT OF CLASS DEDDESENTED DV AMOUNT IN DOW (11)					
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0.03%					
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	DAT.					
	PN					

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners GPE-III Limited Partnership						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) ☑						
	(b) o						
2	SEC USE ONLY						
3							
_	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	WC						
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5			(-,				
	0						
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
U	Delaware						
		_	SOLE VOTING POWER				
NUME	BER OF	7	8,765				
	ARES		SHARED VOTING POWER				
	ICIALLY	8					
	ED BY		None				
	CH RTING	9	SOLE DISPOSITIVE POWER				
	SON	9	8,765				
W]	ITH		SHARED DISPOSITIVE POWER				
		<b>10</b>	None				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
	8,765						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
16	0						
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	0.01%						
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
14							
	PN						

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners GPE-IV Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑ (b) o					
	SEC USE ONLY					
3	SEC USE OINLY					
	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4	WC					
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5						
	O CITIZENSHIP OR PLACE OF ORGANIZATION					
6	GITZENOTHI ON LEAGE OF ONGANIZATION					
	Delawar	e				
		7	SOLE VOTING POWER			
NUME	BER OF	7	45,242			
	ARES		SHARED VOTING POWER			
	ICIALLY	8				
	ED BY		None			
	CH	0	SOLE DISPOSITIVE POWER			
	RTING SON	9	45.242			
	ITH		SHARED DISPOSITIVE POWER			
		<b>10</b>				
			None			
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	45,242					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
<b>12</b>						
	DEDCENT OF CLASS DEPOSITIVEED BY ANOLIVE IN DOLL (11)					
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
10	0.05%					
4.4	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	PN					

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Advent Partners II Limited Partnership					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	<ul><li>(a) ☑</li><li>(b) o</li></ul>					
	SEC USE ONLY					
3						
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
<b>-</b>	WC	WC				
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5						
	0					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
U	Delaware					
			SOLE VOTING POWER			
		7				
	BER OF		51,768			
	ARES ICIALLY	8	SHARED VOTING POWER			
	ED BY	O	None			
	СH		SOLE DISPOSITIVE POWER			
	RTING	9				
	SON		51,768			
W]	ITH	10	SHARED DISPOSITIVE POWER			
		10	None			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
	51,768					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
14	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>						
	0.06%					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	PN					

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#### Item 1. Security and Issuer

This statement on Amendment No. 7 to Schedule 13D ("Amendment No. 7") relates to the Reporting Persons' beneficial ownership interest in the Common Stock, par value \$0.10 per share, of Aspen Technology, Inc., a Delaware corporation (the "Corporation"). The address of the principal executive office of the Corporation is 200 Wheeler Road, Burlington, MA 01803. This Amendment No. 7 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006, Amendment No. 2 thereto filed with the Commission on July 26, 2006, Amendment No. 3 thereto filed with the Commission on December 15, 2006, Amendment No. 4 thereto filed with the Commission on December 22, 2006, Amendment No. 5 thereto filed with the Commission on February 14, 2008 and Amendment No. 6 thereto filed with the Commission on September 30, 2010 (as so amended, the "Schedule 13D"). This Amendment No. 7 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

#### Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended as set forth in the following table which reports the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of the Schedule 13D (based upon 93,593,331 shares of Common Stock outstanding as of February 8, 2011). The table has been amended to reflect sales made on behalf of each Reporting Person since Amendment No. 6 was filed. The table has been amended to reflect sales made on behalf of each Reporting Person. The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

			Number of	Number of
	Number of	Percentage	Shares	Shares
	Shares	of Common	Acquired	Disposed of
	Beneficially	Stock	during Past	during Past
	Owned	Outstanding	60 Days	60 Days
Reporting Person Advent International Corporation (1),(2)	7,312,336	7.81%	0	1,500,000
Advent International Limited Partnership (1)	7,176,833	7.67%	0	1,472,204
Advent Energy II Limited Partnership (1)	482,620	0.52%	0	99,001
Advent PGGM Global Limited Partnership (1)	102,366	0.11%	0	20,999
Digital Media & Communications III Limited Partnership (1)	472,659	0.51%	0	96,958
Digital Media & Communications III-A Limited Partnership (1)	234,005	0.25%	0	48,002
Digital Media & Communications III-B Limited Partnership (1)	58,487	0.06%	0	11,998
Digital Media & Communications III-C Limited Partnership (1)	935,997	1.00%	0	192,003
Digital Media & Communications III-D C.V. (1)	175,490	0.19%	0	35,999
Digital Media & Communications III-E C.V. (1)	117,003	0.13%	0	24,001
Global Private Equity III Limited Partnership (1)	1,023,729	1.09%	0	210,000
Global Private Equity IV Limited Partnership (1)	3,574,477	3.82%	0	733,243
Advent Partners (NA) GPE-III Limited Partnership (2)	2,603	0.00%	0	534
Advent Partners DMC III Limited Partnership (2)	27,125	0.03%	0	5,564

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Advent Partners GPE-III Limited Partnership (2)	8,765	0.01%	0	1,798
Advent Partners GPE-IV Limited Partnership (2)	45,242	0.05%	0	9,281
Advent Partners II Limited Partnership (2)	51,768	0.06%	0	10,619
Total Group	7.312.336	7.81%	0	1.500,000

- (1) Advent International Corporation ("AIC") is the General Partner of Advent International Limited Partnership ("AILP") which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC and AILP derive from such power.
- (2) AIC is the General Partner of the indicated Reporting Person. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated reporting persons. The beneficial ownership of AIC derives from such power.
- (b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.

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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 23, 2011

Global Private Equity IV Limited Partnership

Global Private Equity III Limited Partnership

Advent PGGM Global Limited Partnership

Digital Media & Communications III Limited Partnership

Digital Media & Communications III-A Limited Partnership

Digital Media & Communications III-B Limited Partnership

Digital Media & Communications III-C Limited Partnership

Digital Media & Communications III-D C.V.

Digital Media & Communications III-E C.V.

Advent Energy II Limited Partnership

By: Advent International Limited Partnership,

General Partner

By: Advent International Corporation,

General Partner

By: Jarlyth H. Gibson, Compliance Officer\*

Advent International Limited Partnership

Advent Partners II Limited Partnership

Advent Partners GPE-IV Limited Partnership

Advent Partners GPE-III Limited Partnership

Advent Partners (NA) GPE-III Limited Partnership

Advent Partners DMC-III Limited Partnership

By: Advent International Corporation,

General Partner

By: Jarlyth H. Gibson, Compliance Officer \*

ADVENT INTERNATIONAL CORPORATION

By: Jarlyth H. Gibson, Compliance Officer \*

\*For all of the above:

/s/ Jarlyth H. Gibson

Jarlyth H. Gibson, Compliance Officer