FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject
o Section 16. Form 4 or Form 5
bligations may continue. See
netruction 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number: 3235-0287									
	Estimated average burden									
ı	hours per response:	0.5								

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* <u>Breithaupt Chantelle Yvette</u>					2. Issuer Name and Ticker or Trading Symbol Aspen Technology, Inc. [AZPN]										tionship of Reporting all applicable) Director		ng Pe	10% Ov	vner
(Last)	(Fii	rst) (MNOLOGY, INC.	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2023									belov	,	nanc	Other (s below) cial Officer	
20 CROSBY DRIVE					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) BEDFORD MA 01730													X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)					Rul	Rule 10b5-1(c) Transaction Indication													
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
		Table	I - No	n-Deriva	tive S	Secui	rities	Acc	uired	, Dis	posed of	, or E	Benefic	ially	Own	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day)				Execui (Year) if any		eemed tion Date, h/Day/Year)					Acquired (A) of (D) (Instr. 3, 4		nd Secur Benef Owne		cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) 0 (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 11/01/2				023			F		1,335 ⁽¹⁾	D \$177		.75 32,606		2,606		D			
		Tal	ble II								osed of, convertib				Owne	d			
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr. 8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Instrand 5	rities pired r osed)	Expiration De (Month/Day/		ate	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		Der Sec	Price of rivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares						

Explanation of Responses:

1. Shares withheld by Registrant to satisfy minimum statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

/s/Mark E. Mouritsen, attorney-in-fact for Ms.

Breithaupt

** Signature of Reporting Person Date

11/03/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.