

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

| | | | | | | | | |
|--|-------------------------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Keresty Georgia</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>ASPENTECH Corp [AZPN]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2022</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>C/O ASPEN TECHNOLOGY, INC. 20 CROSBY DRIVE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | <u>BEDFORD MA 01730</u> | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/16/2022 | | D ⁽¹⁾ | | 3,465 | D | (2) | 0 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Director Stock Option (Right to Buy) | \$109.97 | 05/16/2022 | | D ⁽¹⁾ | | 1,684 | | (3) | 04/16/2029 | Common Stock | 1,684 | (4)(5) | 0 | D | |
| Director Stock Option (Right to Buy) | \$133.2 | 05/16/2022 | | D ⁽¹⁾ | | 1,444 | | (6) | 09/02/2029 | Common Stock | 1,444 | (4)(5) | 0 | D | |
| Director Stock Option (Right to Buy) | \$130.51 | 05/16/2022 | | D ⁽¹⁾ | | 303 | | (7) | 12/27/2030 | Common Stock | 303 | (4)(5) | 0 | D | |
| Director Stock Option (Right to Buy) | \$129.5 | 05/16/2022 | | D ⁽¹⁾ | | 1,531 | | (8) | 08/31/2031 | Common Stock | 1,531 | (4)(5) | 0 | D | |

Explanation of Responses:

- On May 16, 2022, the closing of the transactions contemplated by the Transaction Agreement and Plan of Merger, dated as of October 10, 2021, as amended, among Aspen Technology, Inc. ("AspenTech"), Emerson Electric Co., Emerson CX, Inc., ("New AspenTech") and certain other parties, occurred, pursuant to which AspenTech merged with a wholly owned subsidiary of New AspenTech (the "Merger"). Pursuant to the Merger, AspenTech became a wholly owned subsidiary of New AspenTech.
- At the effective time of the Merger (the "Effective Time"), each outstanding share of the AspenTech common stock (other than certain excluded shares) automatically converted into the right to receive \$87.69 in cash (the "Cash Consideration"), plus 0.42 of a validly issued, fully paid and nonassessable share of New AspenTech.
- One third of the option granted at the exercise price of \$109.97 will vest on the first anniversary of the grant date and the remainder will vest in eight equal consecutive quarterly installments on the last business day of the quarter until fully vested.
- Each converted equity award described herein shall be subject to the same terms and conditions (including vesting and expiration schedule, as applicable) as applied to the corresponding AspenTech equity award as of immediately prior to the Effective Time.
- Each AspenTech stock option ("AspenTech Stock Option") outstanding immediately prior to the Effective Time was cancelled and assumed by New AspenTech and converted into the right to receive a New AspenTech stock option ("Converted Option") covering that number of shares of New AspenTech common stock, rounded down to the nearest whole share, equal to the product of (i) the number of shares of AspenTech common stock underlying the corresponding AspenTech Stock Option as of immediately prior to the Effective Time multiplied by (ii) the Aspen Equity Award Exchange Ratio. The exercise price applicable to each Converted Option shall be equal to (i) the exercise price per share of AspenTech common stock applicable to the corresponding AspenTech Stock Option as of immediately prior to the Effective Time divided by (ii) the Aspen Equity Award Exchange Ratio, rounded up to the nearest whole cent.
- The option granted at the exercise price of \$133.20 was fully vested on the date of grant.
- The option granted at the exercise price of \$130.51 was fully vested on the date of grant.
- The option granted at the exercise price of \$129.50 was fully vested on the date of grant.

/s/ F.G. Hammond, attorney-in-fact for Ms. Keresty 05/18/2022

** Signature of Reporting Person Date

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.