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S-4 - Emersub CX, Inc.

Document Details

Form

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Registration Statements

Company

Aspen Technology, Inc.

Filer

Emersub CX, Inc.

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On January 11, 2022, Emersub CX, Inc. ("Newco," or "New AspenTech" after the completion of the Transactions as defined below), a wholly owned subsidiary of Emerson Electric Co. ("Emerson"), filed with the Securities and Exchange Commission (the "SEC") a preliminary registration statement on Form S-4 (File No. 333-262106), as amended by Amendment No. 1 filed on February 22, 2022, Amendment No. 2 filed on March 18, 2022, and Amendment No. 3 filed on April 6, 2022 (the "Combined Proxy Statement/Prospectus"), in connection with the transactions contemplated by the Transaction Agreement and Plan of Merger, dated October 10, 2021, among Aspen Technology, Inc. ("AspenTech"), Emerson, Newco and certain other affiliates of Emerson (the "Transactions"). The Combined Proxy Statement/Prospectus includes the preliminary proxy statement of AspenTech and the prospectus with respect to shares of New AspenTech common stock to be issued in connection with the Transactions. The Combined Proxy Statement/Prospectus is not final and may be amended. AspenTech and Newco may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the Combined Proxy Statement/Prospectus or any other document which AspenTech or Newco may file with the SEC. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS, ASPENTECH STOCKHOLDERS AND PROSPECTIVE NEW ASPENTECH STOCKHOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE PRELIMINARY COMBINED PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT ARE FILED OR WILL BE FILED BY ASPENTECH OR NEWCO WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, IN CONNECTION WITH THE PROPOSED TRANSACTION, BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors, AspenTech stockholders and prospective New AspenTech stockholders may obtain free copies of the preliminary Combined Proxy Statement/Prospectus and the final version and other documents filed with the SEC by AspenTech and/or Newco without charge through the website maintained by the SEC at www.sec.gov or by contacting the investor relations departments of Emerson or AspenTech:

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Emerson

8000 West Florissant Avenue, P.O. Box 4100
St. Louis, MO 63136
www.emerson.com/en-us/investors
Colleen Mettler, Vice President,
Investor Relations
(314) 553-2197
investor.relations@emerson.com

AspenTech

20 Crosby Drive
Bedford, MA 01730
http://ir.aspentech.com/
Brian Denyeau
ICR
Brian.Denyeau@icrinc.com

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Participants in the Solicitation

AspenTech and Newco and certain of their respective directors and executive officers and other members of their respective management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. AspenTech and prospective New AspenTech stockholders may obtain information regarding the direct and indirect interests of the participants in the solicitation of proxies in connection with the proposed transaction, including the interests of AspenTech and Newco's directors and executive officers in the transaction, which may be different than those of AspenTech and prospective New AspenTech stockholders generally, by reading the preliminary Combined Proxy Statement/Prospectus and the final version and any other relevant documents that are filed or will be filed with the SEC relating to the transaction. These documents can be obtained free of charge from the sources indicated above.

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