
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-34630

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

04-2739697
(I.R.S. Employer Identification No.)

20 Crosby Drive
Bedford, Massachusetts
(Address of principal executive offices)

01730
(Zip Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

As of April 21, 2016, there were 81,867,428 shares of the registrant's common stock (par value \$0.10 per share) outstanding.

PART I - FINANCIAL INFORMATION

| | | |
|-------------------------|--|----|
| Item 1. | Financial Statements. | 3 |
| Item 2. | Management’s Discussion and Analysis of Financial Condition and Results of Operations. | 24 |
| Item 3. | Quantitative and Qualitative Disclosures About Market Risk. | 43 |
| Item 4. | Controls and Procedures. | 44 |

PART II - OTHER INFORMATION

| | | |
|--------------------------|--|----|
| Item 1. | Legal Proceedings. | 45 |
| Item 1A. | Risk Factors. | 45 |
| Item 2. | Unregistered Sales of Equity Securities and Use of Proceeds. | 46 |
| Item 6. | Exhibits. | 47 |

SIGNATURES

aspenONE is one of our registered trademarks. All other trade names, trademarks and service marks appearing in this Form 10-Q are the property of their respective owners.

Our fiscal year ends on June 30, and references to a specific fiscal year are to the twelve months ended June 30 of such year (for example, “fiscal 2016” refers to the year ending June 30, 2016).

[Table of Contents](#)

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Consolidated Financial Statements (unaudited)

**ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)**

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|---|--|------------------|--------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| | <i>(Dollars in Thousands, Except per Share Data)</i> | | | |
| Revenue: | | | | |
| Subscription and software | \$ 111,722 | \$ 102,543 | \$ 333,707 | \$ 300,002 |
| Services and other | 7,495 | 8,756 | 24,957 | 26,213 |
| Total revenue | <u>119,217</u> | <u>111,299</u> | <u>358,664</u> | <u>326,215</u> |
| Cost of revenue: | | | | |
| Subscription and software | 5,266 | 5,404 | 15,475 | 15,813 |
| Services and other | 6,754 | 6,905 | 21,405 | 21,142 |
| Total cost of revenue | <u>12,020</u> | <u>12,309</u> | <u>36,880</u> | <u>36,955</u> |
| Gross profit | <u>107,197</u> | <u>98,990</u> | <u>321,784</u> | <u>289,260</u> |
| Operating expenses: | | | | |
| Selling and marketing | 23,090 | 23,160 | 66,704 | 67,599 |
| Research and development | 17,820 | 20,323 | 50,398 | 52,548 |
| General and administrative | 15,606 | 13,776 | 42,273 | 36,227 |
| Total operating expenses, net | <u>56,516</u> | <u>57,259</u> | <u>159,375</u> | <u>156,374</u> |
| Income from operations | 50,681 | 41,731 | 162,409 | 132,886 |
| Interest income | 90 | 122 | 243 | 389 |
| Interest expense | (330) | (1) | (344) | (8) |
| Other income (expense), net | (2,686) | 414 | (1,947) | 354 |
| Income before provision for income taxes | 47,755 | 42,266 | 160,361 | 133,621 |
| Provision for income taxes | 14,584 | 14,096 | 53,736 | 46,020 |
| Net income | <u>\$ 33,171</u> | <u>\$ 28,170</u> | <u>\$ 106,625</u> | <u>\$ 87,601</u> |
| Net income per common share: | | | | |
| Basic | \$ 0.40 | \$ 0.32 | \$ 1.28 | \$ 0.98 |
| Diluted | \$ 0.40 | \$ 0.32 | \$ 1.27 | \$ 0.97 |
| Weighted average shares outstanding: | | | | |
| Basic | 83,081 | 87,355 | 83,425 | 89,509 |
| Diluted | 83,373 | 87,853 | 83,842 | 90,121 |

See accompanying Notes to these unaudited consolidated financial statements.

[Table of Contents](#)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|------------------------|------------------|-------------------|------------------|
| | March 31, | 2015 | March 31, | 2015 |
| | 2016 | | 2016 | |
| | (Dollars in Thousands) | | | |
| Net income | \$ 33,171 | \$ 28,170 | \$ 106,625 | \$ 87,601 |
| Other comprehensive loss: | | | | |
| Net unrealized gains (losses) on available for sale securities, net of tax effects of (\$7) and (\$11) for the three and nine months ended March 31, 2016, and (\$28) and \$14 for the three and nine months ended March 31, 2015 | 13 | 53 | 21 | (25) |
| Foreign currency translation adjustments | (31) | (1,846) | (2,192) | (4,321) |
| Total other comprehensive loss | (18) | (1,793) | (2,171) | (4,346) |
| Comprehensive income | <u>\$ 33,153</u> | <u>\$ 26,377</u> | <u>\$ 104,454</u> | <u>\$ 83,255</u> |

See accompanying Notes to these unaudited consolidated financial statements.

[Table of Contents](#)

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

| | March 31, 2016 | June 30, 2015 |
|--|---|-------------------|
| | (Dollars in Thousands, Except Share Data) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 96,910 | \$ 156,249 |
| Short-term marketable securities | 9,025 | 59,197 |
| Accounts receivable, net | 21,749 | 30,721 |
| Prepaid expenses and other current assets | 8,991 | 10,752 |
| Acquisition bid related deposits | 251,670 | — |
| Prepaid income taxes | 525 | 542 |
| Current deferred tax assets | 6,117 | 6,169 |
| Total current assets | <u>394,987</u> | <u>263,630</u> |
| Long-term marketable securities | — | 3,047 |
| Property, equipment and leasehold improvements, net | 15,938 | 18,039 |
| Computer software development costs, net | 539 | 1,026 |
| Goodwill | 16,781 | 17,360 |
| Non-current deferred tax assets | 9,731 | 10,444 |
| Other non-current assets | 1,455 | 1,815 |
| Total assets | <u>\$ 439,431</u> | <u>\$ 315,361</u> |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current liabilities: | | |
| Accounts payable | \$ 3,877 | \$ 5,240 |
| Accrued expenses and other current liabilities | 34,627 | 38,483 |
| Income taxes payable | 3,509 | 1,775 |
| Borrowings under credit agreement | 140,000 | — |
| Current deferred revenue | 234,285 | 250,968 |
| Total current liabilities | <u>416,298</u> | <u>296,466</u> |
| Non-current deferred revenue | 30,537 | 37,919 |
| Other non-current liabilities | 28,051 | 29,522 |
| Commitments and contingencies (Note 13) | | |
| Series D redeemable convertible preferred stock, \$0.10 par value— | | |
| Authorized— 3,636 shares as of March 31, 2016 and June 30, 2015 | | |
| Issued and outstanding— none as of March 31, 2016 and June 30, 2015 | — | — |
| Stockholders' deficit: | | |
| Common stock, \$0.10 par value— Authorized—210,000,000 shares | | |
| Issued— 101,920,507 shares at March 31, 2016 and 101,607,520 shares at June 30, 2015 | | |
| Outstanding— 82,030,943 shares at March 31, 2016 and 84,504,202 shares at June 30, 2015 | 10,192 | 10,161 |
| Additional paid-in capital | 655,555 | 641,883 |
| Accumulated deficit | (39,002) | (145,627) |
| Accumulated other comprehensive income | 4,299 | 6,470 |
| Treasury stock, at cost—19,889,564 shares of common stock at March 31, 2016 and 17,103,318 shares at June 30, 2015 | (666,499) | (561,433) |
| Total stockholders' deficit | <u>(35,455)</u> | <u>(48,546)</u> |
| Total liabilities and stockholders' deficit | <u>\$ 439,431</u> | <u>\$ 315,361</u> |

See accompanying Notes to these unaudited consolidated financial statements.

[Table of Contents](#)

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Nine Months Ended | |
|---|------------------------|-------------------|
| | March 31, | |
| | 2016 | 2015 |
| | (Dollars in Thousands) | |
| Cash flows from operating activities: | | |
| Net income | \$ 106,625 | \$ 87,601 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 4,519 | 4,616 |
| Net foreign currency losses (gains) | 1,421 | (2,715) |
| Stock-based compensation | 12,313 | 11,122 |
| Deferred income taxes | 695 | 21,317 |
| Provision for (recovery from) bad debts | 174 | (471) |
| Tax benefits from stock-based compensation | 1,878 | 21,843 |
| Excess tax benefits from stock-based compensation | (1,878) | (21,843) |
| Other non-cash operating activities | 257 | 1,401 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 8,513 | 10,897 |
| Prepaid expenses, prepaid income taxes, and other assets | 3,446 | 6,069 |
| Accounts payable, accrued expenses, income taxes payable and other liabilities | (5,583) | (1,198) |
| Deferred revenue | (23,485) | (222) |
| Net cash provided by operating activities | <u>108,895</u> | <u>138,417</u> |
| Cash flows from investing activities: | | |
| Purchases of marketable securities | — | (50,065) |
| Maturities of marketable securities | 52,965 | 66,923 |
| Purchases of property, equipment and leasehold improvements | (2,530) | (5,914) |
| Acquisition related deposits | (255,067) | — |
| Payments for capitalized computer software costs | — | (315) |
| Net cash (used in) provided by investing activities | <u>(204,632)</u> | <u>10,629</u> |
| Cash flows from financing activities: | | |
| Exercises of stock options | 2,862 | 2,046 |
| Repurchases of common stock | (103,128) | (222,878) |
| Payments of tax withholding obligations related to restricted stock | (3,404) | (3,874) |
| Excess tax benefits from stock-based compensation | 1,878 | 21,843 |
| Proceeds from credit agreement | 140,000 | — |
| Payments of credit agreement issuance costs | (1,587) | — |
| Net cash provided by (used in) financing activities | <u>36,621</u> | <u>(202,863)</u> |
| Effect of exchange rate changes on cash and cash equivalents | (223) | (1,747) |
| Decrease in cash and cash equivalents | (59,339) | (55,564) |
| Cash and cash equivalents, beginning of period | 156,249 | 199,526 |
| Cash and cash equivalents, end of period | <u>\$ 96,910</u> | <u>\$ 143,962</u> |
| Supplemental disclosure of cash flow information: | | |
| Income taxes paid, net | \$ 51,612 | \$ 2,933 |
| Supplemental disclosure of non-cash investing and financing activities: | | |
| Change in landlord improvement allowance included in leasehold improvements and deferred rent liability | \$ — | \$ 6,064 |
| Change in purchases of property, equipment and leasehold improvements included in accounts payable and accrued expenses | (874) | 1,913 |
| Change in common stock repurchases included in accrued expenses | 1,938 | 2,450 |

See accompanying Notes to these unaudited consolidated financial statements.

[Table of Contents](#)

ASPEN TECHNOLOGY, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. Interim Unaudited Consolidated Financial Statements

The accompanying interim unaudited consolidated financial statements of Aspen Technology, Inc. and its subsidiaries have been prepared on the same basis as our annual consolidated financial statements. We have omitted certain information and footnote disclosures normally included in our annual consolidated financial statements. Such interim unaudited consolidated financial statements have been prepared in conformity with U.S. Generally Accepted Accounting Principles (GAAP), as defined in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 270, *Interim Reporting*, for interim financial information and with the instructions to Rule 10-01 of Regulation S-X. Accordingly, they do not include all of

the information and footnotes required by GAAP for complete financial statements. It is suggested that these unaudited consolidated financial statements be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2015, which are contained in our Annual Report on Form 10-K, as previously filed with the U.S. Securities and Exchange Commission (SEC). In the opinion of management, all adjustments, consisting of normal and recurring adjustments, considered necessary for a fair presentation of the financial position, results of operations, and cash flows at the dates and for the periods presented have been included and all intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the three and nine months ended March 31, 2016 are not necessarily indicative of the results to be expected for the subsequent quarter or for the full fiscal year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Unless the context requires otherwise, references to we, our and us refer to Aspen Technology, Inc. and its subsidiaries.

2. Significant Accounting Policies

(a) Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Aspen Technology, Inc. and our wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

(b) Revenue Recognition

Transition to the aspenONE Licensing Model

Prior to fiscal 2010, we offered term or perpetual licenses to specific products, or specifically defined sets of products, which we refer to as point products. The majority of our license revenue was recognized under an “upfront revenue model,” in which the net present value of the aggregate license fees was recognized as revenue upon shipment of the point products. Customers typically received one year of post-contract software maintenance and support, or SMS, with their license agreements and then could elect to renew SMS annually. Revenue from SMS was recognized ratably over the period in which the SMS was delivered.

In fiscal 2010, we introduced the following changes to our licensing model:

- (i) We began offering our software on a subscription basis, allowing our customers access to all products within a licensed suite (aspenONE Engineering or aspenONE Manufacturing and Supply Chain). SMS is included for the entire term of the arrangement and customers are entitled to any software products or updates introduced into the licensed suite. We refer to this license arrangement as our aspenONE licensing model.
- (ii) We began to include SMS for the entire term on our point product term arrangements.

In fiscal 2012, we introduced Premier Plus SMS. As part of this offering, customers receive 24x7 support, faster response times, dedicated technical advocates and access to web-based training modules. Premier Plus SMS is exclusively available as a component of our term contract arrangements and we are unable to establish VSOE for this deliverable because we don't offer it on a stand-alone basis.

[Table of Contents](#)

Revenue related to our aspenONE licensing model and point product arrangements with Premier Plus SMS are both recognized over the term of the arrangement on a ratable basis. The changes to our licensing model resulted in a significant reduction to license revenue in fiscal 2010, as compared to fiscal periods preceding our licensing model changes. From fiscal 2010 through fiscal 2015, as customer license arrangements previously executed under the upfront revenue model reached the end of their terms, and were renewed under the aspenONE licensing model, we recognized increasing amounts of subscription revenue and deferred revenue. The value of our installed base of software licenses was also growing during this period which further contributed to growth in subscription and deferred revenue. Many of our license arrangements were five or six years in duration when the aspenONE licensing model was introduced at the start of fiscal 2010, and consequently, a number of arrangements executed under the upfront revenue model did not reach the end of their original term until the end of fiscal 2015. For fiscal 2016 and beyond, we do not expect the changes to our licensing model to have a material impact on subscription revenue or deferred revenue.

The changes to our licensing model introduced in fiscal 2010 did not change the method or timing of customer billings or cash collections. In addition, the changes to our licensing model did not impact the incurrence or timing of our expenses. Since there was no corresponding expense reduction to offset the lower revenue during fiscal years 2010-2015, operating income was lower than what would have been reported under a fully transitioned revenue model.

Revenue Recognition

We generate revenue from the following sources: (1) licensing software products; (2) providing SMS and training; and (3) providing professional services. We sell our software products to end users primarily under fixed-term licenses and perpetual licenses. As a standard business practice, we offer extended payment term options for our fixed-term license arrangements, which are generally payable on an annual basis. Certain of our fixed-term license agreements include product mixing rights that allow customers the flexibility to change or alternate the use of multiple products included in the license arrangement after those products are delivered to the customer. We refer to these arrangements as token arrangements. Tokens are fixed units of measure. The amount of software usage is limited by the number of tokens purchased by the customer.

Four basic criteria must be satisfied before software license revenue can be recognized: persuasive evidence of an arrangement between us and an end user; delivery of our product has occurred; the fee for the product is fixed or determinable; and collection of the fee is probable.

Persuasive evidence of an arrangement—We use a signed contract as evidence of an arrangement for software licenses and SMS. For professional services we use a signed contract and a work proposal to evidence an arrangement. In cases where both a signed contract and a purchase order are required by the customer, we consider both taken together as evidence of the arrangement.

Delivery of our product—Software and the corresponding access keys are generally delivered to customers via disk media with standard shipping terms of Free Carrier, our warehouse (i.e., FCA, named place). Our software license agreements do not contain conditions for acceptance.

Fee is fixed or determinable—We assess whether a fee is fixed or determinable at the outset of the arrangement. Significant judgment is involved in making this assessment.

Under our upfront revenue model, we are able to demonstrate that the fees are fixed or determinable for all arrangements, including those for our term licenses that contain extended payment terms. We have an established history of collecting under the terms of these contracts without providing concessions to customers. In addition, we also assess whether a contract modification to an existing term arrangement constitutes a concession. In making this assessment, significant analysis is performed to ensure that no concessions are given. Our software license agreements do not include a right of return or exchange. For license arrangements executed under the upfront revenue model, we recognize license revenue upon delivery of the software product, provided all other revenue recognition requirements are met.

We cannot assert that the fees under our aspenONE licensing model and point product arrangements with Premier Plus SMS are fixed or determinable because the rights provided to customers, and the economics of the arrangements, are not comparable to our transactions with other customers under the upfront revenue model. As a result, the amount of revenue recognized for these arrangements is limited by the amount of customer payments that become due.

Collection of fee is probable—We assess the probability of collecting from each customer at the outset of the arrangement based on a number of factors, including the customer's payment history, its current creditworthiness, economic conditions in the customer's industry and geographic location, and general economic conditions. If in our judgment collection of a fee is not probable, revenue is recognized as cash is collected, provided all other conditions for revenue recognition have been met.

[Table of Contents](#)

Vendor-Specific Objective Evidence of Fair Value

We have established VSOE for certain SMS offerings, professional services, and training, but not for our software products or our Premier Plus SMS offering. We assess VSOE for SMS, professional services, and training, based on an analysis of standalone sales of the offerings using the bell-shaped curve approach. We do not have a history of selling our Premier Plus SMS offering to customers on a standalone basis, and as a result are unable to establish VSOE for this deliverable. As of July 1, 2014, we are no longer able to establish VSOE for legacy SMS offerings sold with our perpetual license arrangements. As a result, all perpetual license agreements that include legacy SMS entered into subsequent to June 30, 2014 will be recognized ratably over the legacy SMS service period. Loss of VSOE on legacy SMS offerings sold with our perpetual license arrangements did not have a material impact on our revenue in fiscal 2015 nor in the three and nine months ended March 31, 2016 and is not expected to have a material impact on our revenue in future periods.

We allocate the arrangement consideration among the elements included in our multi-element arrangements using the residual method. Under the residual method, the VSOE of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue upon delivery of the software, assuming all other revenue recognition criteria are met. If VSOE does not exist for an undelivered element in an arrangement, revenue is deferred until such evidence does exist for the undelivered elements, or until all elements are delivered, whichever is earlier. Under the upfront revenue model, the residual license fee is recognized upon delivery of the software provided all other revenue recognition criteria were met.

Subscription and Software Revenue

Subscription and software revenue consists of product and related revenue from our (i) aspenONE licensing model; (ii) point product arrangements with our Premier Plus SMS offering included for the contract term; (iii) legacy arrangements including (a) amendments to existing legacy term arrangements, (b) renewals of legacy term arrangements and (c) legacy arrangements that are being recognized over time as a result of not previously meeting one or more of the requirements for recognition under the upfront revenue model; (iv) legacy SMS arrangements; and (v) perpetual arrangements.

When a customer elects to license our products under our aspenONE licensing model, our Premier Plus SMS offering is included for the entire term of the arrangement and the customer receives, for the term of the arrangement, the right to any new unspecified future software products and updates that may be introduced into the licensed aspenONE software suite. Due to our obligation to provide unspecified future software products and updates, we are required to recognize revenue ratably over the term of the arrangement, once the other revenue recognition criteria noted above have been met.

Our point product arrangements with Premier Plus SMS include SMS for the term of the arrangement. Since we do not have VSOE for our Premier Plus SMS offering, the SMS element of our point product arrangements is not separable. As a result, revenue associated with point product arrangements with Premier Plus SMS included for the contract term is recognized ratably over the term of the arrangement, once the other revenue recognition criteria have been met.

Perpetual and legacy term license arrangements do not include the same rights as those provided to customers under the aspenONE licensing model and point product arrangements with Premier Plus SMS. Legacy SMS revenue is generated from legacy SMS offerings provided in support of perpetual and legacy term license arrangements. Customers typically receive SMS for one year and then can elect to renew SMS annually. During fiscal 2014 and prior periods, we had VSOE for certain legacy SMS offerings sold with perpetual and term license arrangements and could therefore separate the undelivered elements. Accordingly, license fee revenue for perpetual and legacy term license arrangements was recognized upon delivery of the software products using the residual method, provided all other revenue recognition requirements were met. VSOE of fair value for the undelivered SMS component sold with our perpetual and term license arrangements was deferred and subsequently amortized into revenue ratably over the contractual term of the SMS arrangement. As of July 1, 2014, we are no longer able to establish VSOE for our legacy SMS offerings sold with our perpetual license arrangements. As a result, all perpetual license agreements that include legacy SMS entered into subsequent to June 30, 2014 will be recognized ratably over the legacy SMS service period. Loss of VSOE on legacy SMS offerings sold with our perpetual license arrangements did not have a material impact on our revenue in fiscal 2015 nor in the three and nine months ended March 31, 2016 and is not expected to have a material impact on our revenue in future periods.

Professional Services Revenue

Professional services are provided to customers on a time-and-materials (T&M) or fixed-price basis. We recognize professional services fees for our T&M contracts based upon hours worked and contractually agreed-upon hourly rates. Revenue from fixed-price engagements is recognized using the proportional performance method based on the ratio of costs incurred to the total estimated

[Table of Contents](#)

project costs. Project costs are typically expensed as incurred. The use of the proportional performance method is dependent upon our ability to reliably estimate the costs to complete a project. We use historical experience as a basis for future estimates to complete current projects. Additionally, we believe that costs are the best available measure of performance. Out-of-pocket expenses which are reimbursed by customers are recorded as revenue.

In certain circumstances, professional services revenue may be recognized over a longer time period than the period over which the services are performed. If the costs to complete a project are not estimable or the completion is uncertain, the revenue is recognized upon completion of the services. In circumstances in which professional services are sold as a single arrangement with, or in contemplation of, a new aspenONE license or point product arrangement with Premier Plus SMS, revenue is deferred and recognized on a ratable basis over the longer of (i) the period the services are performed, or (ii) the license term. When we provide professional services considered essential to the functionality of the software, we recognize the combined revenue from the sale of the software and related services using the completed contract or percentage-of-completion method.

We have occasionally been required to commit unanticipated additional resources to complete projects, which resulted in losses on those contracts. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated.

Training Revenue

We provide training services to our customers, including on-site, Internet-based, public and customized training. Revenue is recognized in the period in which the services are performed. In circumstances in which training services are sold as a single arrangement with, or in contemplation of, a new aspenONE license or point product arrangement with Premier Plus SMS, revenue is deferred and recognized on a ratable basis over the longer of (i) the period the services are performed or (ii) the license term.

Deferred Revenue

Deferred revenue includes amounts billed or collected in advance of revenue recognition, including arrangements under the aspenONE licensing model, point product arrangements with Premier Plus SMS, legacy SMS arrangements, professional services, and training. Under the aspenONE licensing model and for point product arrangements with Premier Plus SMS, VSOE does not exist for the undelivered elements, and as a result, the arrangement fees are recognized ratably (i.e., on a subscription basis) over the term of the license. Deferred revenue is recorded as each invoice becomes due.

For arrangements under the upfront revenue model, a portion of the arrangement fee is generally recorded as deferred revenue due to the inclusion of an undelivered element, typically certain of our legacy SMS offerings or professional services. The amount of revenue allocated to undelivered elements is based on the VSOE for those elements using the residual method, and is earned and recognized as revenue as each element is delivered.

Other Licensing Matters

Our standard licensing agreements include a product warranty provision. We have not experienced significant claims related to software warranties beyond the scope of SMS support, which we are already obligated to provide, and consequently, we have not established reserves for warranty obligations.

Our agreements with our customers generally require us to indemnify the customer against claims that our software infringes third-party patent, copyright, trademark or other proprietary rights. Such indemnification obligations are generally limited in a variety of industry-standard respects, including our right to replace an infringing product. As of March 31, 2016 and June 30, 2015, we had not experienced any material losses related to these indemnification obligations and no claims with respect thereto were outstanding. We do not expect significant claims related to these indemnification obligations, and consequently, have not established any related reserves.

(c) Loss Contingencies

We accrue estimated liabilities for loss contingencies arising from claims, assessments, litigation and other sources when it is probable that a liability has been incurred and the amount of the claim, assessment or damages can be reasonably estimated. We believe that we have sufficient accruals to cover any obligations resulting from claims, assessments or litigation that have met these criteria. Please refer to Note 13 for discussion of these matters and related liability accruals.

[Table of Contents](#)

(d) Foreign Currency Transactions

Foreign currency exchange gains and losses generated from the settlement and remeasurement of transactions denominated in currencies other than the functional currency of our subsidiaries are recognized in our results of operations as incurred as a component of other income (expense), net. Net foreign currency gains (losses) were (\$2.7) million and (\$2.0) million during the three and nine months ended March 31, 2016, which included \$(3.4) million of foreign exchange losses resulting from amounts in escrow (refer to Note 4 for further discussion of the Acquisition Bid) and \$0.4 million during both the three-month and nine-month periods ended March 31, 2015.

(e) Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU No. 2014-09 was issued by the FASB as a part of the joint project with the International Accounting Standards Board (IASB) to clarify revenue recognition principles and develop a common revenue standard for the U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards (IFRS).

ASU No. 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption of ASU No. 2014-09 is permitted but not before December 15, 2016. The amendments included within ASU No. 2014-09 should be applied by using one of the following methods:

Retrospectively to each prior reporting period presented. The entity may elect any of the practical expedients described in ASU No. 2014-09 when applying this method.

Retrospectively with the cumulative effect of initially applying ASU No. 2014-09 recognized at the date of initial application. In the reporting periods that include the date of the initial application of ASU No. 2014-09, the entity should disclose the amount by which each financial statement line item is affected by the application of ASU No. 2014-09 in the current reporting period as compared to the guidance that was in effect before the change.

We will adopt ASU No. 2014-09 during the first quarter of fiscal 2019. We are currently evaluating the impact of ASU No. 2014-09 on our financial position, results of operations and cash flows.

In April 2015, the FASB issued ASU No. 2015-05, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*. The amendment provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If the arrangement does not include a software license, the customer should account for a cloud computing arrangement as a service contract. The amendment will be effective for annual reporting periods beginning on or after December 15, 2015. We are currently evaluating the impact of ASU No. 2015-05 on our financial position, results of operations and cash flows.

In April 2015, the FASB issued ASU No. 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. ASU 2015-03 amends current presentation guidance by requiring that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Prior to the issuance of ASU No. 2015-03, debt issuance costs were required to be presented as an asset on the balance sheet. In August 2015, the FASB issued ASU No. 2015-15, *Interest - Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*. ASU No. 2015-15 states that debt issuance costs related to line of credit arrangements can be presented as an asset, similar to the treatment prior to the issuance of ASU No. 2015-03. We adopted the provisions of ASU No. 2015-03 and ASU No. 2015-15 during the second quarter of fiscal 2016. As of March 31, 2016, the issuance costs related to our Credit Agreement (as described in Note 9) were recorded in prepaid expenses and other current assets in our consolidated balance sheet. Adjustments to prior periods to conform to the current period presentation were not required as we did not have deferred finance costs on the balance sheet in prior periods.

In September 2015, the FASB issued ASU No. 2015-16, *Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments*, which eliminates the requirement for an acquirer to retrospectively adjust the financial statements for measurement-period adjustments that occur in periods after a business combination is consummated. The ASU instead requires an acquirer to recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. The ASU is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. We adopted ASU No. 2015-16 during the second quarter of fiscal 2016. The adoption of ASU No. 2015-16 did not impact our consolidated financial position, results of operations or cash flows because we did not have any business combinations during those periods.

[Table of Contents](#)

In November 2015, the FASB issued ASU No. 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*. The amendment requires entities with a classified balance sheet to present all deferred tax assets and liabilities as noncurrent. The ASU is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2016. Early adoption is permitted. We are currently evaluating the impact of ASU No. 2015-17 on our financial position.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. Under the amendment, lessees will be required to recognize virtually all of their leases on the balance sheet, by recording a right-of-use asset and lease liability. The ASU is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2018. Early adoption is permitted. We are currently evaluating the impact of ASU No. 2016-02 on our financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*. The amendment clarifies the implementation guidance for principal versus agent considerations as contained in ASU No. 2014-09, *Revenue from Contracts with Customers*. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to a customer. ASU No. 2016-08 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption of ASU No. 2016-08 is permitted but not before December 15, 2016. We will adopt ASU No. 2016-08 during the first quarter of fiscal 2019. We are currently evaluating the impact of ASU No. 2016-08 on our financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. The amendment identifies several areas for simplification applicable to entities that issue share-based payment awards to their employees, including income tax consequences, the option to recognize gross stock compensation expense with actual forfeitures recognized when they occur, and certain classifications on the statements of cash flows. The ASU is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2016. Early adoption is permitted. We are currently evaluating the impact of ASU No. 2016-09 on our financial position, results of operations and cash flows.

(f) Other

For further information with regard to our “Significant Accounting Policies,” please refer to Note 2 of our Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

3. Marketable Securities

The following table summarizes the fair value, the amortized cost and unrealized holding gains (losses) on our marketable securities as of March 31, 2016 and June 30, 2015:

| | Fair Value | Cost | Unrealized Gains | Unrealized Losses |
|--|------------------------|------------------|---------------------|----------------------|
| | (Dollars in Thousands) | | | |
| March 31, 2016: | | | | |
| U.S. corporate bonds | \$ 9,025 | \$ 9,026 | \$ 1 | \$ (2) |
| Total short-term marketable securities | <u>\$ 9,025</u> | <u>\$ 9,026</u> | <u>\$ 1</u> | <u>\$ (2)</u> |
| June 30, 2015: | | | | |
| U.S. corporate bonds | \$ 59,197 | \$ 59,223 | \$ 8 | \$ (34) |
| Total short-term marketable securities | <u>\$ 59,197</u> | <u>\$ 59,223</u> | <u>\$ 8</u> | <u>\$ (34)</u> |
| U.S. corporate bonds | \$ 3,047 | \$ 3,055 | \$ — | \$ (8) |
| Total long-term marketable securities | <u>\$ 3,047</u> | <u>\$ 3,055</u> | <u>\$ —</u> | <u>\$ (8)</u> |

12

[Table of Contents](#)

Our marketable securities were classified as available-for-sale and reported at fair value on the unaudited consolidated balance sheets. Net unrealized gains (losses) were reported as a separate component of accumulated other comprehensive income, net of tax. Realized gains (losses) on investments were recognized in earnings as incurred. Our investments consisted primarily of investment grade fixed income corporate debt securities with maturity dates ranging from May 2016 through August 2016 as of March 31, 2016 and from July 2015 through August 2016 as of June 30, 2015.

We review our marketable securities for impairment at each reporting period to determine if any of our securities have experienced an other-than-temporary decline in fair value in accordance with the provisions of ASC Topic 320, *Investments- Debt and Equity Securities*. We consider factors, such as the length of time and extent to which the market value has been less than the cost, the financial condition and near-term prospects of the issuer, our intent to sell, and whether it is more likely than not we will be required to sell the investment before recovery of its amortized cost basis. If we believe that an other-than-temporary decline in fair value has occurred, we write down the investment to fair value and recognize the credit loss in earnings and the non-credit loss in accumulated other comprehensive income. As of March 31, 2016 and 2015, our marketable securities were not considered other-than-temporarily impaired and, as such, we did not recognize impairment losses during the three and nine month periods then ended. Unrealized losses were attributable to changes in interest rates.

4. Acquisition Bid

On January 12, 2016, we announced the terms of a recommended all cash offer (the “Offer”) for the share capital of KBC Advanced Technologies plc (“KBC”). Under the terms of the Offer (the “Acquisition Bid”), KBC shareholders would have received 185 Pence Sterling in cash for each share, which valued KBC at approximately £158 million. The Offer was conditioned on, among other things, KBC’s shareholder approval and the approval of the High Court of Justice of England and Wales.

The Offer was to have been funded by cash on hand of approximately \$91.0 million and \$140.0 million from a bridge credit agreement (the “Bridge Credit Agreement”) entered into on January 12, 2016 with JPMorgan Chase Bank, N.A. (“JPMCB”). We deposited \$91.0 million in escrow along with \$23.1 million to fund potential foreign exchange fluctuations and \$0.8 million for potential costs. On February 26, 2016, we entered into a credit agreement (the “Credit Agreement”), providing for a principal amount of up to \$250.0 million (refer to Note 9 for further discussion of the Credit Agreement). On the same day, we borrowed \$140.0 million under the Credit Agreement and deposited the amount in the escrow account, and canceled the Bridge Credit Agreement.

On February 17, 2016, KBC announced it had agreed to accept an acquisition offer of 210 Pence Sterling per share from Yokogawa Electric Corporation (“Yokogawa”) and we announced we did not intend to revise our offer. On April 7, 2016, Yokogawa completed its acquisition of KBC and on April 8, 2016, \$251.7 million was returned to us from the escrow account. During the three months ended March 31, 2016, a portion of the escrow balance was held in GBP for a period of time, which resulted in \$3.4 million of foreign exchange losses and fees that were recognized in our results of operations as a component of other income (expense), net. During the three and nine months ended March 31, 2016, we incurred \$4.2 million and \$5.2 million, respectively, of costs related to the Acquisition Bid and the Bridge Credit Agreement which were recognized in our results of operations as a component of general and administrative expenses.

13

[Table of Contents](#)

5. Goodwill

The changes in the carrying amount of goodwill for our subscription and software reporting unit during the nine months ended March 31, 2016 and fiscal year ended June 30, 2015 were as follows:

| | Amount (Dollars in Thousands) |
|------------------------------|-------------------------------------|
| Balance as of June 30, 2014: | |

| | | |
|--------------------------------|----|---------------|
| Goodwill | \$ | 84,845 |
| Accumulated impairment losses | | (65,569) |
| | \$ | <u>19,276</u> |
| | | |
| Effect of currency translation | | (1,916) |
| | | |
| Balance as of June 30, 2015: | | |
| Goodwill | \$ | 82,929 |
| Accumulated impairment losses | | (65,569) |
| | \$ | <u>17,360</u> |
| | | |
| Effect of currency translation | | (579) |
| | | |
| Balance as of March 31, 2016: | | |
| Goodwill | \$ | 82,350 |
| Accumulated impairment losses | | (65,569) |
| | \$ | <u>16,781</u> |

We test goodwill for impairment annually (or more often if impairment indicators arise), at the reporting unit level. We first assess qualitative factors to determine whether the existence of events or circumstances indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we determine based on this assessment that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we perform the two-step goodwill impairment test. The first step requires us to determine the fair value of the reporting unit and compare it to the carrying amount, including goodwill, of such reporting unit. If the fair value exceeds the carrying amount, no impairment loss is recognized. However, if the carrying amount of the reporting unit exceeds its fair value, the goodwill of the unit may be impaired. The amount of impairment, if any, is measured based upon the implied fair value of goodwill at the valuation date.

Fair value of a reporting unit is determined using a combined weighted average of a market-based approach (utilizing fair value multiples of comparable publicly traded companies) and an income-based approach (utilizing discounted projected cash flows). In applying the income-based approach, we would be required to make assumptions about the amount and timing of future expected cash flows, growth rates and appropriate discount rates. The amount and timing of future cash flows would be based on our most recent long-term financial projections. The discount rate we would utilize would be determined using estimates of market participant risk-adjusted weighted-average costs of capital and reflect the risks associated with achieving future cash flows.

We have elected December 31st as the annual impairment assessment date and perform additional impairment tests if triggering events occur. We performed our annual impairment test for the subscription and software reporting unit as of December 31, 2015 and, based upon the results of our qualitative assessment, determined that it was not likely that its fair value was less than its carrying amount. As such, we did not perform the two-step goodwill impairment test and did not recognize impairment losses as a result of our analysis. If an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value, goodwill will be evaluated for impairment between annual tests. No triggering events indicating goodwill impairment occurred during the three and nine months ended March 31, 2016.

[Table of Contents](#)

6. Income Taxes

The effective tax rate for the periods presented was primarily the result of income earned in the U.S., taxed at U.S. federal and state statutory income tax rates, income earned in foreign tax jurisdictions taxed at the applicable rates, as well as the impact of permanent differences between book and tax income.

Our effective tax rate for the three months ended March 31, 2016 was 30.6% as compared to 33.4% for the corresponding period of the prior fiscal year. Our effective tax rate for the nine months ended March 31, 2016 was 33.5% as compared to 34.4% for the corresponding period of the prior fiscal year. Our effective tax rate decreased for the three and nine months ended March 31, 2016 compared to the same period in 2015 primarily due to a statutory reversal of a FIN 48 liability. During the three and nine months ended March 31, 2016 and 2015, our income tax expense was driven primarily by pre-tax profitability in our domestic and foreign operations, the impact of permanent items, and the 2016 statutory reversal of a FIN 48 liability mentioned above. The permanent items are predominately a U.S. domestic production activity deduction being slightly offset by non-deductible stock-based compensation expense. Our effective tax rate for the three and nine months ended March 31, 2016 and 2015 differs from the U.S. federal statutory income tax rate primarily as a result of the impact of the permanent items.

We use the “with and without” ordering approach to calculate our tax provision. This methodology requires us to utilize all other tax attributes before recognizing excess tax benefits. Excess tax benefits are generated when the deductible value of stock-based compensation for income tax purposes exceeds the value recognized for financial statement purposes. Excess tax benefits are not included as a component of deferred tax assets. When realized, excess tax benefits reduce income taxes payable and increase additional paid in capital. In our unaudited consolidated statements of cash flows, the excess tax benefits of \$1.9 million and \$21.8 million were reported as sources of cash flows from financing activities with offsetting reductions to cash flows from operating activities during the nine months ended March 31, 2016 and 2015, respectively.

Deferred income taxes are recognized based on temporary differences between the financial statement and tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using the statutory tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to reverse. Valuation allowances are provided against net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the timing of the temporary differences becoming deductible. Management considers, among other available information, scheduled reversals of deferred tax liabilities, projected future taxable income, limitations of availability of net operating loss carryforwards, and other matters in making this assessment.

We do not provide deferred taxes on unremitted earnings of foreign subsidiaries since we intend to indefinitely reinvest those earnings either currently or sometime in the foreseeable future. Unrecognized provisions for taxes on undistributed earnings of foreign subsidiaries, which are considered indefinitely

reinvested, are not material to our consolidated financial position or results of operations.

7. Fair Value

We determine fair value by utilizing a fair value hierarchy that ranks the quality and reliability of the information used in its determination. Fair values determined using “Level 1 inputs” utilize unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Fair values determined using “Level 2 inputs” utilize data points that are observable, such as quoted prices, interest rates and yield curves for similar assets and liabilities.

Cash equivalents of \$39.0 million and \$130.2 million as of March 31, 2016 and June 30, 2015, respectively, were reported at fair value utilizing quoted market prices in identical markets, or “Level 1 inputs.” Our cash equivalents consist of short-term, highly liquid investments with remaining maturities of three months or less when purchased.

Marketable securities of \$9.0 million and \$62.2 million as of March 31, 2016 and June 30, 2015, respectively, were reported at fair value calculated in accordance with the market approach, utilizing market consensus pricing models with quoted prices that were directly or indirectly observable, or “Level 2 inputs.”

Financial instruments not measured or recorded at fair value in the accompanying unaudited consolidated financial statements consist of accounts receivable, installments receivable and accounts payable. The estimated fair value of these financial instruments approximates their carrying value.

15

[Table of Contents](#)

8. Supplementary Balance Sheet Information

Our accounts receivable, net of the related allowance for doubtful accounts, were as follows as of March 31, 2016 and June 30, 2015.

| | Gross | Allowance (Dollars in Thousands) | Net |
|------------------------|------------------|-------------------------------------|------------------|
| March 31, 2016: | | | |
| Accounts receivable | \$ 23,918 | \$ 2,169 | \$ 21,749 |
| | <u>\$ 23,918</u> | <u>\$ 2,169</u> | <u>\$ 21,749</u> |
| June 30, 2015: | | | |
| Accounts receivable | \$ 32,357 | \$ 1,636 | \$ 30,721 |
| | <u>\$ 32,357</u> | <u>\$ 1,636</u> | <u>\$ 30,721</u> |

Property, equipment and leasehold improvements in the accompanying unaudited consolidated balance sheets consisted of the following:

| | March 31, 2016 | June 30, 2015 |
|---|------------------------|------------------|
| | (Dollars in Thousands) | |
| Property, equipment and leasehold improvements - at cost: | | |
| Computer equipment | \$ 10,272 | \$ 11,614 |
| Purchased software | 23,154 | 23,338 |
| Furniture & fixtures | 6,735 | 6,653 |
| Leasehold improvements | 12,202 | 12,225 |
| Accumulated depreciation | (36,425) | (35,791) |
| Property, equipment and leasehold improvements - net | <u>\$ 15,938</u> | <u>\$ 18,039</u> |

During the nine months ended March 31, 2016, we wrote off fully depreciated property, equipment and leasehold improvements that were no longer in use with gross book values of \$2.9 million.

Accrued expenses and other current liabilities in the accompanying unaudited consolidated balance sheets consist of the following:

| | March 31, 2016 | June 30, 2015 |
|--|------------------------|------------------|
| | (Dollars in Thousands) | |
| Royalties and outside commissions | \$ 3,000 | \$ 2,879 |
| Payroll and payroll-related | 13,264 | 18,965 |
| Other | 18,363 | 16,639 |
| Total accrued expenses and other current liabilities | <u>\$ 34,627</u> | <u>\$ 38,483</u> |

16

[Table of Contents](#)

Other non-current liabilities in the accompanying unaudited consolidated balance sheets consist of the following:

| | March 31, 2016 | June 30, 2015 |
|---------------|------------------------|------------------|
| | (Dollars in Thousands) | |
| Deferred rent | \$ 6,177 | \$ 5,273 |

| | | |
|-------------------------------------|------------------|------------------|
| Other (1) | 21,874 | 24,249 |
| Total other non-current liabilities | <u>\$ 28,051</u> | <u>\$ 29,522</u> |

(1) Other was comprised primarily of our reserve for uncertain tax positions of \$20.0 million and \$22.6 million as of March 31, 2016 and June 30, 2015, respectively.

9. Credit Agreement

On February 26, 2016, in conjunction with the Acquisition Bid described in Note 4, we entered into a Credit Agreement (the "Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent, Silicon Valley Bank, as syndication agent, and the lenders and other parties named therein (the "Lenders"), providing for a principal amount of up to \$250.0 million. The indebtedness evidenced by the Credit Agreement matures on February 26, 2021. Prior to the maturity of the Credit Agreement, any amounts borrowed may be repaid and, subject to the terms and conditions of the Credit Agreement, borrowed again in whole or in part without penalty. As of March 31, 2016, we had \$140.0 million in outstanding borrowings under the Credit Agreement, which was utilized for the Acquisition Bid related escrow described in Note 4.

Borrowings under the Credit Agreement bear interest at a rate equal to either, at our option, the sum of (a) the highest of (1) the rate of interest publicly announced by JPMorgan Chase Bank, N.A. as its prime rate in effect, (2) the Federal Funds Effective Rate plus 0.5%, and (3) the one-month Adjusted LIBO Rate plus 1.0%, plus (b) a margin initially of 0.5% for the first full fiscal quarter ending after the date of the Credit Agreement and thereafter based on our Leverage Ratio; or the Adjusted LIBO Rate plus a margin initially of 1.5% for the first full fiscal quarter ending after the date of the Credit Agreement and thereafter based on our Leverage Ratio. We must also pay, on a quarterly basis, an unused commitment fee at a rate of between 0.2% and 0.3% per annum, based on our Leverage Ratio.

All borrowings under the Credit Agreement are secured by liens on substantially all of our assets. The Credit Agreement contains affirmative and negative covenants customary for facilities of this type, including restrictions on: incurrence of additional debt; liens; fundamental changes; asset sales; restricted payments; and transactions with affiliates. The Credit Agreement contains financial covenants regarding maintenance as of the end of each fiscal quarter, commencing with the quarter ending June 30, 2016, of a maximum Leverage Ratio of 3.0 to 1.0 and a minimum Interest Coverage Ratio of 3.0 to 1.0.

10. Stock-Based Compensation

Stock Compensation Plans and General Award Terms

We have issued stock options and restricted stock units (RSUs) to our employees and outside directors, pursuant to our 2005 Stock Incentive Plan (the 2005 Plan) and our 2010 Equity Incentive Plan (the 2010 Plan). The 2005 Plan was approved by the stockholders on May 26, 2005 and expired on March 31, 2015.

Option awards are granted with an exercise price equal to the market closing price of our stock on the trading day prior to the grant date; those options generally vest over four years and expire within 7 or 10 years of grant. RSUs generally vest over four years. Historically, our practice has been to settle stock option exercises and RSU vesting through newly-issued shares.

[Table of Contents](#)

Stock-Based Compensation Accounting

We recognize stock-based compensation expense on a straight-line basis, net of forfeitures, over the requisite service period for time-vested awards. Our share-based awards are accounted for as equity instruments. Our policy is to issue new shares upon the exercise of stock awards.

We utilize the Black-Scholes option valuation model for estimating the fair value of options granted. The Black-Scholes option valuation model incorporates assumptions regarding expected stock price volatility, the expected life of the option, the risk-free interest rate, dividend yield and the market value of our common stock. The expected stock price volatility is determined based on our stock's historic prices over a period commensurate with the expected life of the award. The expected life of an option represents the period for which options are expected to be outstanding as determined by historic option exercises and post-vesting cancellations. The risk-free interest rate is based on the U.S. Treasury yield curve for notes with terms approximating the expected life of the options granted. The expected dividend yield is zero, based on our history and expectation of not paying dividends on common shares.

The weighted average estimated fair value of option awards granted during the three months ended March 31, 2016 and 2015 was \$10.47 and \$11.55, respectively. The weighted average estimated fair value of option awards granted during the nine months ended March 31, 2016 and 2015 was \$13.19 and \$13.44, respectively.

We utilized the Black-Scholes option valuation model with the following weighted average assumptions:

| | Nine Months Ended March 31, | |
|----------------------------|--------------------------------|-------|
| | 2016 | 2015 |
| Risk-free interest rate | 1.4% | 1.5% |
| Expected dividend yield | 0.0% | 0.0% |
| Expected life (in years) | 4.7 | 4.6 |
| Expected volatility factor | 34.1% | 35.0% |

The stock-based compensation expense and its classification in the unaudited consolidated statements of operations for the three and nine months ended March 31, 2016 and 2015 are as follows:

| Three Months Ended March 31, | | Nine Months Ended March 31, | |
|---------------------------------|------|--------------------------------|------|
| 2016 | 2015 | 2016 | 2015 |
| (Dollars in Thousands) | | | |

| | | | | | |
|--------------------------------|----|--------------|----|--------------|-----------------------------------|
| Recorded as expenses: | | | | | |
| Cost of services and other | \$ | 343 | \$ | 336 | \$ 1,049 \$ 1,014 |
| Selling and marketing | | 1,797 | | 778 | 3,547 2,282 |
| Research and development | | 871 | | 959 | 2,543 2,923 |
| General and administrative | | 1,367 | | 1,383 | 5,174 4,903 |
| Total stock-based compensation | \$ | <u>4,378</u> | \$ | <u>3,456</u> | <u>\$ 12,313</u> <u>\$ 11,122</u> |

18

[Table of Contents](#)

A summary of stock option and RSU activity under all equity plans for the nine months ended March 31, 2016 is as follows:

| | Stock Options | | | | Restricted Stock Units | |
|--|------------------|---------------------------------|---|--------------------------------------|------------------------|--|
| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value (in 000's) | Shares | Weighted Average Grant Date Fair Value |
| Outstanding at June 30, 2015 | 1,214,257 | \$ 27.25 | 7.26 | \$ 22,232 | 542,432 | \$ 36.13 |
| Granted | 424,991 | 42.71 | | | 419,245 | 41.91 |
| Settled (RSUs) | — | | | | (268,231) | 35.69 |
| Exercised | (136,528) | 20.94 | | | — | |
| Cancelled / Forfeited | (107,778) | 37.18 | | | (111,928) | 36.70 |
| Outstanding at March 31, 2016 | <u>1,394,942</u> | \$ 31.81 | 7.39 | \$ 10,627 | <u>581,518</u> | \$ 40.39 |
| Vested and exercisable at March 31, 2016 | 837,968 | \$ 25.92 | 6.42 | \$ 10,007 | — | |
| Vested and expected to vest as of March 31, 2016 | 1,336,466 | \$ 31.39 | 7.33 | \$ 10,568 | 520,439 | \$ 40.33 |

The weighted average grant-date fair value of RSUs granted during the three months ended March 31, 2016 and 2015 was \$31.97 and \$35.23, respectively. The weighted average grant-date fair value of RSUs granted during the nine months ended March 31, 2016 and 2015 was \$41.91 and \$42.64, respectively. During the three months ended March 31, 2016 and 2015, the total fair value of shares vested from RSU grants was \$3.6 million and \$3.8 million, respectively, and during the nine months ended March 31, 2016 and 2015 was \$9.8 million and \$11.5 million, respectively.

At March 31, 2016, the total future unrecognized compensation cost related to stock options was \$6.2 million and is expected to be recorded over a weighted average period of 2.7 years. At March 31, 2016, the total future unrecognized compensation cost related to RSUs was \$20.7 million and is expected to be recorded over a weighted average period of 2.7 years.

The total intrinsic value of options exercised during the three months ended March 31, 2016 and 2015 was \$0.3 million and \$1.1 million, respectively. The total intrinsic value of options exercised during the nine months ended March 31, 2016 and 2015 was \$2.6 million and \$4.1 million, respectively. We received \$2.9 million and \$2.0 million in cash proceeds from option exercises during the nine months ended March 31, 2016 and 2015, respectively. We withheld \$3.4 million and \$3.9 million for withholding taxes on vested RSUs during the nine months ended March 31, 2016 and 2015, respectively.

At March 31, 2016, common stock reserved for future issuance or settlement under equity compensation plans was 5.5 million shares.

11. Stockholders' Deficit

Stock Repurchases

On January 28, 2015, we publicly announced a share repurchase program for up to \$450 million worth of our common stock and terminated the previous program that had been approved by the Board of Directors on April 23, 2014. On April 26, 2016, the Board of Directors approved a \$400 million increase in the current share repurchase plan. The timing and amount of any shares repurchased are based on market conditions and other factors. All shares of our common stock repurchased have been recorded as treasury stock under the cost method.

We repurchased 2,786,246 shares of our common stock for \$105.1 million during the nine months ended March 31, 2016. We repurchased 7,731,428 shares of our common stock for \$298.3 million during fiscal 2015. As of March 31, 2016, the remaining dollar value under the stock repurchase program approved on January 28, 2015 was \$196.3 million, which was subsequently increased by \$400 million.

19

[Table of Contents](#)

Accumulated Other Comprehensive Income

As of March 31, 2016, accumulated other comprehensive income was comprised of foreign currency translation adjustments of \$4.3 million and net unrealized losses on available for sale securities of less than \$0.1 million. As of March 31, 2015, accumulated other comprehensive income was comprised of foreign currency translation adjustments of \$5.0 million and net unrealized losses on available for sale securities of less than \$0.1 million.

As of June 30, 2015, accumulated other comprehensive income was comprised of foreign currency translation adjustments of \$6.5 million and net unrealized losses on available for sale securities of less than \$0.1 million. As of June 2014, accumulated other comprehensive income was comprised of foreign currency translation adjustments of \$9.4 million and net unrealized gains on available for sale securities of less than \$0.1 million.

12. Net Income Per Share

Basic income per share is determined by dividing net income by the weighted average common shares outstanding during the period. Diluted income per share is determined by dividing net income by diluted weighted average shares outstanding during the period. Diluted weighted average shares reflect the dilutive effect, if any, of potential common shares. To the extent their effect is dilutive, employee equity awards and other commitments to be settled in common stock are included in the calculation of diluted net income per share based on the treasury stock method.

The calculations of basic and diluted net income per share and basic and dilutive weighted average shares outstanding for the three and nine months ended March 31, 2016 and 2015 are as follows:

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|--|--|-----------|--------------------------------|-----------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Dollars and Shares in Thousands, Except per Share Data) | | | |
| Net income | \$ 33,171 | \$ 28,170 | \$ 106,625 | \$ 87,601 |
| Weighted average shares outstanding | 83,081 | 87,355 | 83,425 | 89,509 |
| Dilutive impact from: | | | | |
| Share-based payment awards | 292 | 498 | 417 | 612 |
| Dilutive weighted average shares outstanding | 83,373 | 87,853 | 83,842 | 90,121 |
| Income per share | | | | |
| Basic | \$ 0.40 | \$ 0.32 | \$ 1.28 | \$ 0.98 |
| Dilutive | \$ 0.40 | \$ 0.32 | \$ 1.27 | \$ 0.97 |

For the three and nine months ended March 31, 2016 and 2015, certain employee equity awards were anti-dilutive based on the treasury stock method. Additionally, during the three and nine months ended March 31, 2016, options to purchase 640,366 shares and 577,105 shares of our common stock were not included in the computation of dilutive weighted average shares outstanding, as of March 31, 2016, because their exercise prices ranged from \$34.36 per share to \$47.40 per share and were greater than the average market price of our common stock during the periods then ended. These options were outstanding as of March 31, 2016 and expire at various dates through March 28, 2026.

[Table of Contents](#)

The following employee equity awards were excluded from the calculation of dilutive weighted average shares outstanding because their effect would be anti-dilutive as of March 31, 2016 and 2015:

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|------------------------|---------------------------------|------|--------------------------------|------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Shares in Thousands) | | | |
| Employee equity awards | 1,250 | 801 | 1,092 | 762 |

13. Commitments and Contingencies

Operating Leases

We lease certain facilities under non-cancellable operating leases with terms in excess of one year. Rental expense on leased facilities under operating leases was approximately \$2.0 million and \$2.2 million during the three months ended March 31, 2016 and 2015 and \$6.1 million and \$6.0 million during the nine months ended March 31, 2016 and 2015, respectively.

In August 2015, we executed a lease amendment for our Houston, Texas, location. The amendment extended the original lease termination date from July 2016 until February 2023 and increased future non-cancelable lease payments from \$1.8 million to \$7.0 million (\$9.9 million of base rent net of \$2.9 million landlord incentive applied against base rent). Base annual rent under the amended lease ranges between \$1.3 million and \$1.5 million, excluding our pro-rata share of taxes and expenses.

In August 2015, we entered into a new lease agreement for our office location in Singapore. The initial term of the lease is for 60 months and approximately 11,343 square feet, commencing December 2015. Base annual rent is \$0.6 million, excluding our proportionate share of taxes and other expenses. Subject to the terms and conditions of the lease, we may extend the lease for an additional 36 month term. Future minimum non-cancelable lease payments due over the term of the lease amount to approximately \$3.1 million. Aggregate capital expenditures, including leasehold improvements, furniture and equipment, with respect to the leased premises amounted to approximately \$1.0 million in fiscal 2016.

Standby letters of credit for \$3.5 million as of March 31, 2016 secure our performance on professional services contracts, certain facility leases and potential liabilities. This is an increase from \$2.2 million as of June 30, 2015. The letters of credit expire at various dates through fiscal 2025.

Legal Matters

In the ordinary course of business, we are, from time to time, involved in lawsuits, claims, investigations, proceedings and threats of litigation. These matters include an April 2004 claim by a customer that certain of our software products and implementation services failed to meet the customer's expectations. In March 2014, a judgment was issued by the trial court against us in the amount of approximately 1.9 million Euro ("€") plus interest and a portion of legal fees. We subsequently filed an appeal of that judgment. As of March 2016, the appellate court has modified the judgement of the trial court and determined that we must pay damages in the amount of approximately €1.7 million plus interest, with the possibility of additional damages yet to be determined by the appellate court.

While the outcome of the proceedings and claims referenced above cannot be predicted with certainty, there were no such matters, as of March 31, 2016 that, in the opinion of management, are reasonably possible to have a material adverse effect on our financial position, results of operations or cash flows. Liabilities, if applicable, related to the aforementioned matters discussed in this Note have been included in our accrued liabilities at March 31, 2016, and are not material to our financial position for the period then ended. As of March 31, 2016, we do not believe that there is a reasonable possibility of a material loss exceeding the amounts already accrued for the proceedings or matters discussed above. However, the results of litigation (including the above-referenced appeal proceedings) and claims cannot be predicted with certainty; unfavorable resolutions are possible and could materially affect our results of operations, cash flows or financial position. In addition, regardless of the outcome, litigation could have an adverse impact on us because of attorneys' fees and costs, diversion of management resources and other factors.

[Table of Contents](#)

14. Segment Information

Operating segments are defined as components of an enterprise that engage in business activities for which discrete financial information is available and regularly reviewed by the chief operating decision maker in deciding how to allocate resources and to assess performance. Our chief operating decision maker is our President and Chief Executive Officer.

The subscription and software segment is engaged in the licensing of process optimization software solutions and associated support services. The services segment includes professional services and training.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies (refer to Note 2 in the financial statements of our Form 10-K for the year ended June 30, 2015). We do not track assets or capital expenditures by operating segments. Consequently, it is not practical to present assets, capital expenditures, depreciation or amortization by operating segments.

The following table presents a summary of our reportable segments' profits:

| | Subscription and software | Services | Total |
|--|------------------------------|-----------------|-------------------|
| | (Dollars in Thousands) | | |
| Three Months Ended March 31, 2016 | | | |
| Segment revenue | \$ 111,722 | \$ 7,495 | \$ 119,217 |
| Segment expenses (1) | (46,176) | (6,754) | (52,930) |
| Segment profit | <u>\$ 65,546</u> | <u>\$ 741</u> | <u>\$ 66,287</u> |
| Three Months Ended March 31, 2015 | | | |
| Segment revenue | \$ 102,543 | \$ 8,756 | \$ 111,299 |
| Segment expenses (1) | (48,887) | (6,905) | (55,792) |
| Segment profit | <u>\$ 53,656</u> | <u>\$ 1,851</u> | <u>\$ 55,507</u> |
| Nine Months Ended March 31, 2016 | | | |
| Segment revenue | \$ 333,707 | \$ 24,957 | \$ 358,664 |
| Segment expenses (1) | (132,577) | (21,405) | (153,982) |
| Segment profit | <u>\$ 201,130</u> | <u>\$ 3,552</u> | <u>\$ 204,682</u> |
| Nine Months Ended March 31, 2015 | | | |
| Segment revenue | \$ 300,002 | \$ 26,213 | \$ 326,215 |
| Segment expenses (1) | (135,960) | (21,142) | (157,102) |
| Segment profit | <u>\$ 164,042</u> | <u>\$ 5,071</u> | <u>\$ 169,113</u> |

- (1) Our reportable segments' operating expenses include expenses directly attributable to the segments. Segment expenses include selling and marketing, research and development, stock-based compensation and certain corporate expenses incurred in support of the segments. Segment expenses do not include allocations of general and administrative; interest income, net; and other income (expense), net.

[Table of Contents](#)

Reconciliation to Income before Income Taxes

The following table presents a reconciliation of total segment profit to income before income taxes for the three and nine months ended March 31, 2016 and 2015:

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|--|---------------------------------|------------------|--------------------------------|-------------------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Dollars in Thousands) | | | |
| Total segment profit for reportable segments | \$ 66,287 | \$ 55,507 | \$ 204,682 | \$ 169,113 |
| General and administrative | (15,606) | (13,776) | (42,273) | (36,227) |
| Other income (expense), net | (2,686) | 414 | (1,947) | 354 |
| Interest income (net) | (240) | 121 | (101) | 381 |
| Income before income taxes | <u>\$ 47,755</u> | <u>\$ 42,266</u> | <u>\$ 160,361</u> | <u>\$ 133,621</u> |

[Table of Contents](#)

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion in conjunction with our unaudited consolidated financial statements and related notes beginning on page 3. In addition to historical information, this discussion contains forward-looking statements that involve risks and uncertainties. You should read “Item 1A. Risk Factors,” of Part II for a discussion of important factors that could cause our actual results to differ materially from our expectations.

Our fiscal year ends on June 30th, and references in this Quarterly Report to a specific fiscal year are to the twelve months ended June 30th of such year (for example, “fiscal 2016” refers to the year ending on June 30, 2016).

Recent Events

Acquisition Bid

On January 12, 2016, we announced the terms of a recommended all cash offer (the “Offer”) for the share capital of KBC Advanced Technologies plc (“KBC”). Under the terms of the Offer (the “Acquisition Bid”), KBC shareholders would have received 185 Pence Sterling in cash for each share, which valued KBC at approximately £158 million. The Offer was conditioned on, among other things, KBC’s shareholder approval and the approval of the High Court of Justice of England and Wales.

The Offer was to have been funded by cash on hand of approximately \$91.0 million and \$140.0 million from a bridge credit agreement (the “Bridge Credit Agreement”) entered into on January 12, 2016 with JPMorgan Chase Bank, N.A. (“JPMCB”). We deposited \$91.0 million in escrow along with \$23.1 million to fund potential foreign exchange fluctuations and \$0.8 million for potential costs. On February 26, 2016, we entered into a credit agreement (the “Credit Agreement”), providing for a principal amount of up to \$250.0 million (refer to Note 9 in the Notes to the Unaudited Consolidated Financial Statements for further discussion of the Credit Agreement). On the same day, we borrowed \$140.0 million under the Credit Agreement and deposited the amount in the escrow account, and canceled the Bridge Credit Agreement.

On February 17, 2016, KBC announced it had agreed to accept an acquisition offer of 210 Pence Sterling per share from Yokogawa Electric Corporation (“Yokogawa”) and we announced we did not intend to revise our offer. On April 7, 2016, Yokogawa completed its acquisition of KBC and on April 8, 2016, \$251.7 million was returned to us from the escrow account. During the three months ended March 31, 2016, a portion of the escrow balance was held in GBP for a period of time, which resulted in \$3.4 million of foreign exchange losses and fees that were recognized in our results of operations as a component of other income (expense), net. During the three and nine months ended March 31, 2016, we incurred \$4.2 million and \$5.2 million, respectively, of costs related to the Acquisition Bid and the Bridge Credit Agreement, which were recognized in our results of operations as a component of general and administrative expenses.

Business Overview

We are a leading global provider of mission-critical process optimization software solutions designed to manage and optimize plant and process design, operational performance, and supply chain planning. Our aspenONE software and related services have been developed specifically for companies in the process industries, including the energy, chemicals, and engineering and construction industries. Customers use our solutions to improve their competitiveness and profitability by increasing throughput and productivity, reducing operating costs, enhancing capital efficiency, and decreasing working capital requirements.

Our software incorporates our proprietary mathematical and empirical models of manufacturing and planning processes and reflects the deep domain expertise we have amassed from focusing on solutions for the process industries for over 30 years. We have developed our applications to design and optimize processes across three principal business areas: engineering, manufacturing and supply chain. We are a recognized market and technology leader in providing process optimization software for each of these business areas.

We have established sustainable competitive advantages within our industry based on the following strengths:

- Innovative products that can enhance our customers’ profitability;
- Long-term customer relationships;
- Large installed base of users of our software; and
- Long-term license contracts with historically high renewal rates.

We have approximately 2,100 customers globally. Our customers consist of companies engaged in process industries such as energy, chemicals, engineering and construction, as well as consumer packaged goods, power, metals and mining, pulp and paper, pharmaceuticals and biofuels.

[Table of Contents](#)

We license our software products primarily through a subscription offering which we refer to as our aspenONE licensing model. Our aspenONE products are organized into two suites: 1) engineering and 2) manufacturing and supply chain, or MSC. The aspenONE licensing model provides customers with access to all of the products within the aspenONE suite(s) they license. Customers can change or alternate the use of multiple products in a licensed suite through the use of exchangeable units of measurement, called tokens, licensed in quantities determined by the customer. This licensing system enables customers to use products as needed and to experiment with different products to best solve whatever critical business challenges they face. Customers can

increase their usage of our software by purchasing additional tokens as business needs evolve. We believe easier access to all of the aspenONE products will lead to increased software usage and higher revenue over time.

Transition to the aspenONE Licensing Model

Prior to fiscal 2010, we offered term or perpetual licenses to specific products, or specifically defined sets of products, which we refer to as point products. The majority of our license revenue was recognized under an “upfront revenue model,” in which the net present value of the aggregate license fees was recognized as revenue upon shipment of the point products, provided all revenue recognition criteria were met. Customers typically received one year of post-contract software maintenance and support, or SMS, with their license agreements and then could elect to renew SMS annually. Revenue from SMS was recognized ratably over the period in which the SMS was delivered.

In fiscal 2010, we introduced the following changes to our licensing model:

- (i) We began offering our software on a subscription basis allowing our customers access to all products within a licensed suite (aspenONE Engineering or aspenONE Manufacturing and Supply Chain). SMS is included for the entire term of the arrangement and customers are entitled to any software products or updates introduced into the licensed suite. We refer to this license arrangement as our aspenONE licensing model.
- (ii) We began to include SMS for the entire term on our point product term arrangements.

In fiscal 2012, we introduced Premier Plus SMS. As part of this offering, customers receive 24x7 support, faster response times, dedicated technical advocates and access to web-based training modules. Premier Plus SMS is exclusively available as a component of our term contract arrangements and we are unable to establish VSOE for this deliverable because we don't offer it on a stand-alone basis.

Revenue related to our aspenONE licensing model and point product arrangements with Premier Plus SMS are both recognized over the term of the arrangement on a ratable basis. The changes to our licensing model resulted in a significant reduction in license revenue in fiscal 2010, as compared to fiscal periods preceding our licensing model changes. From fiscal 2010 through fiscal 2015, as customer license arrangements previously executed under the upfront revenue model reached the end of their terms and were renewed under the aspenONE licensing model, we recognized increasing amounts of subscription revenue and deferred revenue. The value of our installed base of software licenses was also growing during this period, which further contributed to growth in subscription and deferred revenue. Many of our license arrangements were five or six years in duration when the aspenONE licensing model was introduced at the start of fiscal 2010, and consequently, a number of arrangements executed under the upfront revenue model did not reach the end of their original term until the end of fiscal 2015. For fiscal 2016 and beyond, we do not expect the changes to our licensing model to have a material impact on subscription revenue or deferred revenue.

The changes to our licensing model introduced in fiscal 2010 did not change the method or timing of customer billings or cash collections. In addition, the changes to our licensing model did not impact the incurrence or timing of our expenses. Since there was no corresponding expense reduction to offset the lower revenue during fiscal years 2010 through 2015, operating income was lower than what would have been reported under a fully transitioned revenue model.

Revenue

We generate revenue primarily from the following sources:

Subscription and software. We provide integrated process optimization software solutions designed specifically for process industries. We license our software products, together with SMS, primarily on a term basis, and we offer extended payment options for our term license agreements that generally require annual payments, which we also refer to as installments. We provide customers technical support, access to software fixes and updates and the right to any new unspecified future software products and updates that may be introduced into the licensed aspenONE software suite. Our technical support services are provided from our customer support centers throughout the world, as well as via email and through our support

[Table of Contents](#)

website.

Services and other. We provide training and professional services to our customers. Our professional services are focused on implementing our technology in order to improve customers' plant performance and gain better operational data. Customers who use our professional services typically engage us to provide those services over periods of up to 24 months. We charge customers for professional services on a time-and-materials or fixed-price basis. We provide training services to our customers, including on-site, Internet-based and customized training.

Key Components of Operations

Revenue

Subscription and Software Revenue. Our subscription and software revenue consists of product and related revenue from the following sources:

- (i) aspenONE licensing model;
- (ii) point product arrangements with our Premier Plus SMS offering included for the contract term (referred to as point product arrangements with Premier Plus SMS);
- (iii) legacy arrangements including (a) amendments to existing legacy term arrangements, (b) renewals of legacy term arrangements and (c) legacy arrangements that are being recognized over time as a result of not previously meeting one or more of the requirements for recognition under the upfront revenue model;
- (iv) legacy SMS arrangements; and

- (v) perpetual arrangements.

Services and Other Revenue. Our services and other revenue consists primarily of revenue related to professional services and training. The amount and timing of this revenue depend on a number of factors, including:

- whether the professional services arrangement was sold as a single arrangement with, or in contemplation of, a new aspenONE licensing arrangement;
- the number, value and rate per hour of service transactions booked during the current and preceding periods;
- the number and availability of service resources actively engaged on billable projects;
- the timing of milestone acceptance for engagements contractually requiring customer sign-off;
- the timing of collection of cash payments when collectability is uncertain; and
- the size of the installed base of license contracts.

Cost of Revenue

Cost of Subscription and Software. Our cost of subscription and software revenue consists of (i) royalties, (ii) amortization of capitalized software and purchased technology intangibles, (iii) distribution fees, (iv) costs of providing Premier Plus SMS bundled with our aspenONE licensing and point product arrangements; and (v) costs of providing legacy SMS.

Cost of Services and Other. Our cost of services and other revenue consists primarily of personnel-related and external consultant costs associated with providing customers professional services and training.

[Table of Contents](#)

Operating Expenses

Selling and Marketing Expenses. Selling expenses consist primarily of the personnel and travel expenses related to the effort expended to license our products and services to current and potential customers, as well as for overall management of customer relationships. Marketing expenses include expenses needed to promote our company and our products and to conduct market research to help us better understand our customers and their business needs.

Research and Development Expenses. Research and development expenses consist primarily of personnel expenses related to the creation of new software products, enhancements and engineering changes to existing products and costs of acquired technology prior to establishing technological feasibility.

General and Administrative Expenses. General and administrative expenses include the costs of corporate and support functions, such as executive leadership and administration groups, finance, legal, human resources and corporate communications, and other costs, such as outside professional and consultant fees, and provision for bad debts.

Other Income and Expenses

Interest Income. Interest income is recorded for the accretion of interest on the installment payments of our term software license contracts when revenue is recognized upfront at net present value, and from the investment in marketable securities and short-term money market instruments.

Interest Expense. During the three and nine months ended March 31, 2016 and 2015, interest expense was comprised primarily of interest expense related to our Credit Agreement.

Other income (expense), net. Other income (expense), net is comprised primarily of foreign currency exchange gains (losses) generated from the settlement and remeasurement of transactions denominated in currencies other than the functional currency of our operating units.

Provision for Income Taxes. Provision for income taxes is comprised of domestic and foreign taxes. We record interest and penalties related to income tax matters as a component of income tax expense. We expect the amount of income tax expense to vary each reporting period depending upon fluctuations in our taxable income by jurisdiction.

Key Business Metrics

Background

The changes to our licensing model in fiscal 2010 resulted in a reduction to license revenue in fiscal 2010, as compared to the fiscal years preceding our licensing model changes. By fiscal 2013, the number of license arrangements renewed on the aspenONE licensing model resulted in sufficient ratable revenue to generate an operating profit, but we would not recognize levels of revenue reflective of the value of our active license agreements until all term license agreements executed under our upfront revenue model (i) reached the end of their original terms; and (ii) were renewed. As a result, we believed that until the revenue transition was completed, a number of our performance indicators based on GAAP, including revenue, gross profit, operating income (loss), net income (loss), and trend in deferred revenue, should be reviewed in conjunction with certain non-GAAP and other business measures in assessing our performance, growth and financial condition. During the transition period, from fiscal year 2010 through 2015, we utilized the following non-GAAP and other key business metrics to track our business performance.

- Total term contract value;

- Annual spend;
- Adjusted total costs; and
- Free cash flow.

As of June 30, 2015, we had fully transitioned our term license arrangements to the aspenONE licensing model. For fiscal 2016 and beyond, we do not expect the changes to our licensing model to have a material impact on subscription revenue results. Consequently, we believe that starting in fiscal 2016, our performance indicators based on GAAP, including revenue, gross profit, operating income (loss), net income (loss), and trend in deferred revenue, will provide a more meaningful representation of business performance.

[Table of Contents](#)

Nonetheless, we will continue to utilize certain key non-GAAP and other business measures to track and assess the performance of our business and we plan to make these measures available to investors. We have refined the set of appropriate business metrics in the context of our evolving business and in consideration of the completion of the revenue transition and now expect to use the following non-GAAP business metrics in addition to GAAP measures to track our business performance:

- Annual spend;
- Free cash flow; and
- Non-GAAP operating income.

The annual spend metric is closely related to the total term contract metric because both provide insight into the growth component of license bookings during a fiscal period. However, we believe that annual spend is a more meaningful metric because its value and growth rate are more closely related to the value and growth rate of subscription and software revenue. We now use non-GAAP operating income instead of adjusted total costs because non-GAAP operating income provides additional insight into our business and financial performance and incorporates the elements of adjusted total cost.

None of these metrics should be considered as an alternative to any measure of financial performance calculated in accordance with GAAP.

Annual Spend

Annual spend is an estimate of the annualized value of our portfolio of term license arrangements, as of a specific date. Annual spend is calculated by summing the most recent annual invoice value of each of our active term license contracts. Annual spend also includes the annualized value of standalone SMS agreements purchased in conjunction with term license agreements. Comparing annual spend for different dates can provide insight into the growth and retention rates of our business, and since annual spend represents the estimated annualized billings associated with our active term license agreements, it provides insight into the future value of subscription and software revenue.

Annual spend increases as a result of:

- New term license agreements with new or existing customers;
- Renewals or modifications of existing term license agreements that result in higher license fees due to price escalation or an increase in the number of tokens (units of software usage) or products licensed; and
- Escalation of annual payments in our active term license contracts.

Annual spend is adversely affected by term license and standalone SMS agreements that are not renewed.

We estimate that annual spend grew by approximately 0.1% during the third quarter of fiscal 2016, from \$430.3 million at December 31, 2015 to \$430.6 million at March 31, 2016, and by approximately 2.7% during the first nine months of fiscal 2016, from \$419.3 million at June 30, 2015. The growth was attributable primarily to a larger number of tokens or products sold.

Free Cash Flow

We use a non-GAAP measure of free cash flow to analyze cash flows generated from our operations. Management believes that this financial measure is useful to investors because it permits investors to view our performance using the same tools that management uses to gauge progress in achieving our goals. We believe this measure is also useful to investors because it is an indication of cash flow that may be available to fund investments in future growth initiatives and a basis for comparing our performance with that of our competitors. The presentation of free cash flow is not meant to be considered in isolation or as an alternative to cash flows from operating activities as a measure of liquidity.

Free cash flow is calculated as net cash provided by operating activities adjusted for the net impact of (a) purchases of property, equipment and leasehold improvements, (b) capitalized computer software development costs, (c) excess tax benefits from stock-based compensation, (d) non-capitalized acquired technology, and (e) other nonrecurring items, such as acquisition and litigation related payments.

[Table of Contents](#)

The following table provides a reconciliation of net cash flows provided by operating activities to free cash flow for the indicated periods:

| | Nine Months Ended | |
|--|------------------------|-------------------|
| | March 31, | |
| | 2016 | 2015 |
| | (Dollars in Thousands) | |
| Net cash provided by operating activities | \$ 108,895 | \$ 138,417 |
| Purchases of property, equipment, and leasehold improvements | (2,530) | (5,914) |
| Capitalized computer software development costs | — | (315) |
| Excess tax benefits from stock-based compensation | 1,878 | 21,843 |
| Non-capitalized acquired technology | 1,250 | 2,621 |
| Litigation related payments | 2,080 | — |
| Acquisition bid costs | 6,068 | — |
| Free cash flows (non-GAAP) | <u>\$ 117,641</u> | <u>\$ 156,652</u> |

Total free cash flow on a non-GAAP basis decreased by \$39.0 million during the nine months ended March 31, 2016 as compared to the same period of the prior fiscal year primarily due to U.S tax payments amounting to \$51.6 million.

Excess tax benefits are related to stock-based compensation tax deductions in excess of book compensation expense and reduce our income taxes payable. We have included the impact of excess tax benefits in free cash flow to be consistent with the treatment of other tax benefits.

Non-GAAP Operating Income

Non-GAAP operating income excludes certain non-cash and non-recurring expenses, and is used as a supplement to operating income presented on a GAAP basis. We believe that non-GAAP operating income is a useful financial measure because excluding non-recurring and certain non-cash items, provides additional insight into recurring profitability and cash flow from operations.

The following table presents our operating income, as adjusted for stock-based compensation expense, non-capitalized acquired technology and amortization of purchased technology intangibles, and other nonrecurring items, such as acquisition related expenses, for the indicated periods:

| | Three Months Ended | | 2016 Compared to 2015 | | Nine Months Ended | | 2016 Compared to 2015 | |
|--|--------------------|------------------|-----------------------|--------------|-------------------|-------------------|-----------------------|--------------|
| | March 31, | | | | March 31, | | | |
| | 2016 | 2015 | | | 2016 | 2015 | | |
| GAAP income from operations | \$ 50,681 | \$ 41,731 | \$ 8,950 | 21.4% | \$ 162,409 | \$ 132,886 | \$ 29,523 | 22.2% |
| Plus: | | | | | | | | |
| Stock-based compensation | 4,378 | 3,456 | 922 | 26.7% | 12,313 | 11,122 | 1,191 | 10.7% |
| Non-capitalized acquired technology | — | 3,277 | (3,277) | -100.0% | 250 | 3,277 | (3,027) | -92.4% |
| Amortization of purchased technology intangibles | 14 | 187 | (173) | -92.5% | 147 | 635 | (488) | -76.9% |
| Acquisition bid costs | 4,187 | — | 4,187 | 100.0% | 5,213 | — | 5,213 | 100.0% |
| Non-GAAP income from operations | <u>\$ 59,260</u> | <u>\$ 48,651</u> | <u>\$ 10,609</u> | <u>21.8%</u> | <u>\$ 180,332</u> | <u>\$ 147,920</u> | <u>\$ 32,412</u> | <u>21.9%</u> |

Non-GAAP operating income increased by \$32.4 million or approximately 21.9% in the nine months ended March 31, 2016 as compared to the same period of the prior fiscal year. Non-GAAP operating income increased \$10.6 million or approximately 21.8% in the three months ended March 31, 2016 as compared to the same period of the prior fiscal year.

In fiscal 2016, we acquired technology that did not meet the accounting requirements for capitalization and therefore the cost of the acquired technology was expensed as research and development. We have excluded the expense of the acquired technology from non-GAAP operating income to be consistent with transactions where the acquired assets were capitalized.

[Table of Contents](#)

Critical Accounting Estimates and Judgments

Our unaudited consolidated financial statements are prepared in accordance with GAAP. The preparation of our interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe that the assumptions and estimates associated with the following critical accounting policies have the greatest potential impact on our unaudited consolidated financial statements:

- revenue recognition;
- accounting for income taxes; and
- loss contingencies.

For further information with regard to our “Significant Accounting Policies,” please refer to Note 2 of our Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

Revenue Recognition

Four basic criteria must be satisfied before software license revenue can be recognized: persuasive evidence of an arrangement between us and an end user; delivery of our product has occurred; the fee for the product is fixed or determinable; and collection of the fee is probable.

Persuasive evidence of an arrangement—We use a signed contract as evidence of an arrangement for software licenses and SMS. For professional services we use a signed contract and a work proposal to evidence an arrangement. In cases where both a signed contract and a purchase order are required by the customer, we consider both taken together as evidence of the arrangement.

Delivery of our product—Software and the corresponding access keys are generally delivered to customers via disk media with standard shipping terms of Free Carrier, our warehouse (i.e., FCA, named place) or electronic delivery. Our software license agreements do not contain conditions for acceptance.

Fee is fixed or determinable—We assess whether a fee is fixed or determinable at the outset of the arrangement. Significant judgment is involved in making this assessment.

Under our upfront revenue model, we are able to demonstrate that the fees are fixed or determinable for all arrangements, including those for our term licenses that contain extended payment terms. We have an established history of collecting under the terms of these contracts without providing concessions to customers. In addition, we also assess whether a contract modification to an existing term arrangement constitutes a concession. In making this assessment, significant analysis is performed to ensure that no concessions are given. Our software license agreements do not include a right of return or exchange. For license arrangements executed under the upfront revenue model, we recognize license revenue upon delivery of the software product, provided all other revenue recognition requirements are met.

We cannot assert that the fees under our aspenONE licensing model and point product arrangements with Premier Plus SMS are fixed or determinable because the rights provided to customers, and the economics of the arrangements, are not comparable to our transactions with other customers under the upfront revenue model. As a result, the amount of revenue recognized for these arrangements is limited by the amount of customer payments that become due.

Collection of fee is probable—We assess the probability of collecting from each customer at the outset of the arrangement based on a number of factors, including the customer's payment history, its current creditworthiness, economic conditions in the customer's industry and geographic location, and general economic conditions. If in our judgment collection of a fee is not probable, revenue is recognized as cash is collected, provided all other conditions for revenue recognition have been met.

Vendor-Specific Objective Evidence of Fair Value

We have established VSOE for certain SMS offerings, professional services, and training, but not for our software products or our Premier Plus SMS offering. We assess VSOE for SMS, professional services, and training based on an analysis of standalone sales of

[Table of Contents](#)

these offerings using the bell-shaped curve approach. We do not have a history of selling our Premier Plus SMS offering to customers on a standalone basis, and as a result are unable to establish VSOE for this deliverable. As of July 1, 2014, we were no longer able to establish VSOE for legacy SMS offerings sold with our perpetual license arrangements. As a result, all perpetual license agreements that include legacy SMS entered into subsequent to June 30, 2014 are recognized ratably over the legacy SMS service period. Loss of VSOE on legacy SMS offerings sold with our perpetual license arrangements did not have a material impact on our revenue during the three and nine months ended March 31, 2016 and is not expected to have a material impact on our revenue in future periods.

We allocate the arrangement consideration among the elements included in our multi-element arrangements using the residual method. Under the residual method, the VSOE of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue upon delivery of the software, assuming all other revenue recognition criteria are met. If VSOE does not exist for an undelivered element in an arrangement, revenue is deferred until such evidence does exist for the undelivered elements, or until all elements are delivered, whichever is earlier. Under the upfront revenue model, the residual license fee is recognized upon delivery of the software provided all other revenue recognition criteria were met.

Subscription and Software Revenue

Subscription and software revenue consists of product and related revenue from our (i) aspenONE licensing model; (ii) point product arrangements with our Premier Plus SMS offering included for the contract term; (iii) legacy arrangements including (a) amendments to existing legacy term arrangements, (b) renewals of legacy term arrangements and (c) legacy arrangements that are being recognized over time as a result of not previously meeting one or more of the requirements for recognition under the upfront revenue model; (iv) legacy SMS arrangements; and (v) perpetual arrangements.

When a customer elects to license our products under our aspenONE licensing model, our Premier Plus SMS offering is included for the entire term of the arrangement and the customer receives, for the term of the arrangement, the right to any new unspecified future software products and updates that may be introduced into the licensed aspenONE software suite. Due to our obligation to provide unspecified future software products and updates, we are required to recognize revenue ratably over the term of the arrangement, once the other revenue recognition criteria noted above have been met.

Our point product arrangements with Premier Plus SMS include SMS for the term of the arrangement. Since we do not have VSOE for our Premier Plus SMS offering, the SMS element of our point product arrangements is not separable. As a result, revenue associated with point product arrangements with Premier Plus SMS included for the contract term is recognized ratably over the term of the arrangement, once all other revenue recognition criteria have been met.

Perpetual and legacy term license arrangements do not include the same rights as those provided to customers under the aspenONE licensing model and point product arrangements with Premier Plus SMS. Legacy SMS revenue is generated from legacy SMS offerings provided in support of perpetual and legacy term license arrangements. Customers typically receive SMS for one year and then can elect to renew SMS annually. During fiscal 2014 and prior periods, we had VSOE for certain legacy SMS offerings sold with perpetual and term license arrangements and could therefore separate the undelivered elements. Accordingly, license fee revenue for perpetual and legacy term license arrangements was recognized upon delivery of the software products using the residual method, provided all other revenue recognition requirements were met. VSOE of fair value for the undelivered SMS component sold with our

perpetual and term license arrangements was deferred and subsequently amortized into revenue ratably over the contractual term of the SMS arrangement. As of July 1, 2014, we were no longer able to establish VSOE for legacy SMS offerings sold with our perpetual license arrangements. As a result, all perpetual license agreements that include legacy SMS entered into subsequent to June 30, 2014 are recognized ratably over the legacy SMS service period. Loss of VSOE on legacy SMS offerings sold with our perpetual license arrangements did not have a material impact on our revenue during the three and nine months ended March 31, 2016 and is not expected to have a material impact on our revenue in future periods.

Services and Other Revenue

Professional Services Revenue

Professional services are provided to customers on a time-and-materials (T&M) or fixed-price basis. We recognize professional services fees for our T&M contracts based upon hours worked and contractually agreed-upon hourly rates. Revenue from fixed-price engagements is recognized using the proportional performance method based on the ratio of costs incurred to the total estimated project costs. Project costs are typically expensed as incurred. The use of the proportional performance method is dependent upon our ability to reliably estimate the costs to complete a project. We use historical experience as a basis for future estimates to complete current projects. Additionally, we believe that costs are the best available measure of performance. Out-of-pocket expenses which are reimbursed by customers are recorded as revenue.

31

[Table of Contents](#)

In certain circumstances, professional services revenue may be recognized over a longer time period than the period over which the services are performed. If the costs to complete a project are not estimable or the completion is uncertain, the revenue is recognized upon completion of the services. In circumstances in which professional services are sold as a single arrangement with, or in contemplation of, a new aspenONE license or point product arrangement with Premier Plus SMS, revenue is deferred and recognized on a ratable basis over the longer of (i) the period the services are performed, or (ii) the license term. When we provide professional services considered essential to the functionality of the software, we recognize the combined revenue from the sale of the software and related services using the completed contract or percentage-of-completion method.

We have occasionally been required to commit unanticipated additional resources to complete projects, which resulted in losses on those contracts. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated.

Training Revenue

We provide training services to our customers, including on-site, Internet-based, public and customized training. Revenue is recognized in the period in which the services are performed. In circumstances in which training services are sold as a single arrangement with, or in contemplation of, a new aspenONE license or point product arrangement with Premier Plus SMS, revenue is deferred and recognized on a ratable basis over the longer of (i) the period the services are performed or (ii) the license term.

Accounting for Income Taxes and Loss Contingencies

Please refer to "Management's Discussion and Analysis of Financial Condition and Result of Operations" contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended June 30, 2015 for a discussion of our critical accounting policies and estimates related to accounting for income taxes and loss contingencies.

32

[Table of Contents](#)

Results of Operations

Comparison of the Three and Nine Months Ended March 31, 2016 and 2015

The following table sets forth the results of operations and the period-over-period percentage change in certain financial data for the three and nine months ended March 31, 2016 and 2015:

| | Three Months Ended March 31, | | Increase / (Decrease) Change % | Nine Months Ended March 31, | | Increase / (Decrease) Change % |
|-------------------------------|---------------------------------|------------|---|--------------------------------|------------|---|
| | 2016 | 2015 | | 2016 | 2015 | |
| | (Dollars in Thousands) | | | | | |
| Revenue: | | | | | | |
| Subscription and software | \$ 111,722 | \$ 102,543 | 9.0% | \$ 333,707 | \$ 300,002 | 11.2% |
| Services and other | 7,495 | 8,756 | (14.4) | 24,957 | 26,213 | (4.8) |
| Total revenue | 119,217 | 111,299 | 7.1 | 358,664 | 326,215 | 9.9 |
| Cost of revenue: | | | | | | |
| Subscription and software | 5,266 | 5,404 | (2.6) | 15,475 | 15,813 | (2.1) |
| Services and other | 6,754 | 6,905 | (2.2) | 21,405 | 21,142 | 1.2 |
| Total cost of revenue | 12,020 | 12,309 | (2.3) | 36,880 | 36,955 | (0.2) |
| Gross profit | 107,197 | 98,990 | 8.3 | 321,784 | 289,260 | 11.2 |
| Operating expenses: | | | | | | |
| Selling and marketing | 23,090 | 23,160 | (0.3) | 66,704 | 67,599 | (1.3) |
| Research and development | 17,820 | 20,323 | (12.3) | 50,398 | 52,548 | (4.1) |
| General and administrative | 15,606 | 13,776 | 13.3 | 42,273 | 36,227 | 16.7 |
| Total operating expenses, net | 56,516 | 57,259 | (1.3) | 159,375 | 156,374 | 1.9 |
| Income from operations | 50,681 | 41,731 | 21.4 | 162,409 | 132,886 | 22.2 |

| | | | | | | |
|--|-----------|-----------|----------|------------|-----------|---------|
| Interest income | 90 | 122 | (26.5) | 243 | 389 | (37.6) |
| Interest expense | (330) | (1) | 32,869.0 | (344) | (8) | 4,196.1 |
| Other income (expense), net | (2,686) | 414 | (748.8) | (1,947) | 354 | (650.0) |
| Income before provision for income taxes | 47,755 | 42,266 | 13.0 | 160,361 | 133,621 | 20.0 |
| Provision for income taxes | 14,584 | 14,096 | 3.5 | 53,736 | 46,020 | 16.8 |
| Net income | \$ 33,171 | \$ 28,170 | 17.8% | \$ 106,625 | \$ 87,601 | 21.7% |

33

[Table of Contents](#)

The following table sets forth the results of operations as a percentage of net revenue for certain financial data for the three and nine months ended March 31, 2016 and 2015:

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|--|---------------------------------|-------|--------------------------------|-------|
| | 2016 | 2015 | 2016 | 2015 |
| Revenue: | | | | |
| Subscription and software | 93.7% | 92.1% | 93.0% | 92.0% |
| Services and other | 6.3 | 7.9 | 7.0 | 8.0 |
| Total revenue | 100.0 | 100.0 | 100.0 | 100.0 |
| Cost of revenue: | | | | |
| Subscription and software | 4.4 | 4.9 | 4.3 | 4.8 |
| Services and other | 5.7 | 6.2 | 6.0 | 6.5 |
| Total cost of revenue | 10.1 | 11.1 | 10.3 | 11.3 |
| Gross profit | 89.9 | 88.9 | 89.7 | 88.7 |
| Operating expenses: | | | | |
| Selling and marketing | 19.4 | 20.8 | 18.6 | 20.7 |
| Research and development | 14.9 | 18.3 | 14.1 | 16.1 |
| General and administrative | 13.1 | 12.4 | 11.8 | 11.1 |
| Total operating expenses, net | 47.4 | 51.4 | 44.4 | 47.9 |
| Income from operations | 42.5 | 37.5 | 45.3 | 40.7 |
| Interest income | 0.1 | 0.1 | 0.1 | 0.1 |
| Interest expense | (0.3) | — | (0.1) | — |
| Other (expense) income, net | (2.3) | 0.4 | (0.5) | 0.1 |
| Income before provision for income taxes | 40.1 | 38.0 | 44.7 | 41.0 |
| Provision for income taxes | 12.2 | 12.7 | 15.0 | 14.1 |
| Net income | 27.8% | 25.3% | 29.7% | 26.9% |

Revenue

Total revenue increased by \$7.9 million and \$32.4 million during the three and nine months ended March 31, 2016 as compared to the corresponding periods of the prior fiscal year. The increase was primarily attributable to an increase in subscription and software revenue of \$9.2 million and \$33.7 million, respectively.

During the three and nine months ended March 31, 2016, we recognized revenue of \$3.2 million and \$6.1 million, respectively, related to the completion of customer arrangements recognized under completed contract accounting. No such events occurred during the corresponding period of the prior fiscal year.

Subscription and Software Revenue

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|-----------------------------------|---------------------------------|------------|----------------------------|------|--------------------------------|------------|----------------------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| (Dollars in Thousands) | | | | | | | | |
| Subscription and software revenue | \$ 111,722 | \$ 102,543 | \$ 9,179 | 9.0% | \$ 333,707 | \$ 300,002 | \$ 33,705 | 11.2% |
| As a percent of revenue | 93.7% | 92.1% | | | 93.0% | 92.0% | | |

The increase in subscription and software revenue during the three and nine months ended March 31, 2016, respectively, as compared to the corresponding period of the prior fiscal year was primarily the result of a larger base of license arrangements being recognized on a ratable basis. We also recognized \$3.1 million and \$5.1 million of revenue during the three and nine months ended March 31, 2016, respectively, related to the completed contract customer arrangements, as noted above. No such events occurred during the corresponding period in the prior fiscal year.

We expect subscription and software revenue to continue to increase during fiscal 2016 as a result of: (i) having a larger base of license arrangements recognized on a ratable basis; (ii) increased customer usage of our software; (iii) adding new customers; and (iv) escalating annual payments.

34

[Table of Contents](#)

Services and Other Revenue

Three Months Ended Period-to-Period Nine Months Ended Period-to-Period

| | March 31, | | Change | | March 31, | | Change | |
|----------------------------|------------------------|----------|------------|--------|-----------|-----------|------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Services and other revenue | \$ 7,495 | \$ 8,756 | \$ (1,261) | -14.4% | \$ 24,957 | \$ 26,213 | \$ (1,256) | -4.8% |
| As a percent of revenue | 6.3% | 7.9% | | | 7.0% | 8.0% | | |

Services and other revenue consists primarily of revenue related to professional services and training.

Services and other revenue decreased by \$1.3 million during the three and nine months ended March 31, 2016 as compared to the corresponding periods of the prior fiscal year. The decrease was primarily attributable to a decrease in demand.

Professional services revenue for the three and nine months ended March 31, 2016 included recognition of \$0.1 million and \$1.0 million, respectively, of revenue related to customer contracts recognized under completed contract accounting, as noted above.

Under the aspenONE licensing model, revenue from committed professional service arrangements that are sold as a single arrangement with, or in contemplation of, a new aspenONE licensing transaction is deferred and recognized on a ratable basis over the longer of (a) the period the services are performed or (b) the term of the related software arrangement. As our typical contract term approximates five years, professional services revenue on these types of arrangements will usually be recognized over a longer period than the period over which the services are performed.

Gross Profit

Gross profit increased from \$99.0 million during the three months ended March 31, 2015 to \$107.2 million during the corresponding period of the current fiscal year. The period-over-period increase in gross profit was primarily attributable to the growth of our subscription and software revenue of \$9.2 million.

Gross profit increased from \$289.3 million during the nine months ended March 31, 2015 to \$321.8 million during the corresponding period of the current fiscal year. The period-over-period increase in gross profit was primarily attributable to the growth of our subscription and software revenue of \$33.7 million.

Gross profit margin increased from 88.9% and 88.7% during the three and nine months ended March 31, 2015 to 89.9% and 89.7% during each of the corresponding periods of the current fiscal year. For further discussion of subscription and software gross profit and services and other gross profit, please refer to the "Cost of Subscription and Software Revenue" and "Cost of Services and Other Revenue" sections below.

Expenses

Cost of Subscription and Software Revenue

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|---|---------------------------------|----------|----------------------------|-------|--------------------------------|--------|----------------------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Cost of subscription and software revenue | \$ 5,266 | \$ 5,404 | \$ (138) | -2.6% | 15,475 | 15,813 | \$ (338) | -2.1% |
| As a percent of revenue | 4.4% | 4.9% | | | 4.3% | 4.8% | | |

Cost of subscription and software revenue was consistent for the three and nine months ended March 31, 2016 as compared to the corresponding periods of the prior fiscal year.

Subscription and software gross profit margin was 95.3% and 94.7% during the three months ended March 31, 2016 and 2015, respectively. Subscription and software gross profit margin was 95.4% and 94.7% during the nine months ended March 31, 2016 and 2015, respectively.

[Table of Contents](#)

Cost of Services and Other Revenue

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|------------------------------------|---------------------------------|----------|----------------------------|-------|--------------------------------|-----------|----------------------------|------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Cost of services and other revenue | \$ 6,754 | \$ 6,905 | \$ (151) | -2.2% | \$ 21,405 | \$ 21,142 | \$ 263 | 1.2% |
| As a percent of revenue | 5.7% | 6.2% | | | 6.0% | 6.5% | | |

Cost of services and other revenue includes the cost of providing professional services and training.

Cost of services and other revenue was consistent for the three and nine months ended March 31, 2016 as compared to the corresponding periods of the prior fiscal year.

Cost of services and other revenue during the nine months ended March 31, 2016 included the recognition of \$0.6 million of costs related to customer contracts recognized under completed contract accounting, as noted above.

The timing of revenue and expense recognition on professional service arrangements can impact the comparability of cost of professional services revenue from year to year.

Gross profit margin on services and other revenue of 9.9% for the three months ended March 31, 2016 decreased from the 21.1% for the corresponding period of the prior fiscal year, primarily due to lower revenue of \$1.3 million.

Gross profit margin on services and other revenue of 14.2% during the nine months ended March 31, 2016 decreased from 19.3% during the corresponding period of the prior fiscal year primarily due to lower revenue of \$1.3 million.

Selling and Marketing Expense

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|-------------------------------|---------------------------------|-----------|----------------------------|-------|--------------------------------|-----------|----------------------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Selling and marketing expense | \$ 23,090 | \$ 23,160 | \$ (70) | -0.3% | \$ 66,704 | \$ 67,599 | \$ (895) | -1.3% |
| As a percent of revenue | 19.4% | 20.8% | | | 18.6% | 20.7% | | |

The period-over-period decrease of \$0.1 million in selling and marketing expense during the three months ended March 31, 2016 was primarily attributable to a decrease in commissions of \$1.9 million partially offset by an increase in stock-based compensation expense of \$1.0 million and travel related costs \$0.4 million.

The period-over-period decrease of \$0.9 million in selling and marketing expense during the nine months ended March 31, 2016 was primarily attributable to a decrease in commissions of \$3.8 million, partially offset by increases in stock-based compensation expenses of \$1.3 million, overhead allocations of \$1.0 million and travel related costs of \$0.7 million.

36

[Table of Contents](#)

Research and Development Expense

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|----------------------------------|---------------------------------|-----------|----------------------------|--------|--------------------------------|-----------|----------------------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Research and development expense | \$ 17,820 | \$ 20,323 | \$ (2,503) | -12.3% | \$ 50,398 | \$ 52,548 | \$ (2,150) | -4.1% |
| As a percent of revenue | 14.9% | 18.3% | | | 14.1% | 16.1% | | |

The period-over-period decrease of \$2.5 million in research and development expense during the three months ended March 31, 2016 was primarily attributable to the acquisition of certain technology in the prior year for \$3.3 million as part of projects to develop commercially available products, partially offset by an increase in compensation expense of \$0.7 million.

The period-over-period decrease of \$2.1 million in research and development expense during the nine months ended March 31, 2016 was primarily attributable to the acquisition of certain technology in the prior year for \$3.3 million as part of projects to develop commercially available products, partially offset by an increase in compensation expense of \$0.5 million and an increase in overhead allocations of \$0.3 million.

General and Administrative Expense

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|------------------------------------|---------------------------------|-----------|----------------------------|-------|--------------------------------|-----------|----------------------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| General and administrative expense | \$ 15,606 | \$ 13,776 | \$ 1,830 | 13.3% | \$ 42,273 | \$ 36,227 | \$ 6,046 | 16.7% |
| As a percent of revenue | 13.1% | 12.4% | | | 11.8% | 11.1% | | |

The period-over-period increase of \$1.8 million in general and administrative expense during the three months ended March 31, 2016 was primarily attributable to \$4.2 million of expenses related to the Acquisition Bid costs, noted above, partially offset by decreases in litigation related costs of \$1.4 million and consulting costs of \$0.7 million.

The period-over-period increase of \$6.0 million in general and administrative expense during the nine months ended March 31, 2016 was primarily attributable to \$5.2 million of expenses related to the Acquisition Bid costs, noted above, an increase in compensation of \$1.3 million, an increase of \$0.5 million in recruiting costs and a benefit in the nine months ended March 31, 2015 of \$0.9 million associated with collection of a business tax refund and receipt of \$0.7 million for an award in connection with a certain legal action, partially offset by a net decrease in litigation related costs of \$2.2 million and consulting costs of \$1.1 million.

Interest Income

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|-------------------------|---------------------------------|--------|----------------------------|--------|--------------------------------|--------|----------------------------|--------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Interest income | \$ 90 | \$ 122 | \$ (32) | -26.5% | \$ 243 | \$ 389 | \$ (146) | -37.6% |
| As a percent of revenue | 0.1% | 0.1% | | | 0.1% | 0.1% | | |

The period-over-period decrease in interest income during the three and nine months ended March 31, 2016 was attributable to lower level of investment portfolio that resulted in a decrease in interest income from investments.

[Table of Contents](#)**Interest Expense**

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|-------------------------|---------------------------------|--------|----------------------------|----------|--------------------------------|--------|----------------------------|---------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Interest expense | \$ (330) | \$ (1) | \$ (329) | 32869.0% | \$ (344) | \$ (8) | \$ (336) | 4196.1% |
| As a percent of revenue | -0.3% | 0.0% | | | -0.1% | 0.0% | | |

The period-over-period increase in interest expense during the three and nine months ended March 31, 2016 was comprised primarily of interest expense related to our Credit Agreement.

Other income (expense), net

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|-----------------------------|---------------------------------|--------|----------------------------|---------|--------------------------------|--------|----------------------------|---------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Other income (expense), net | \$ (2,686) | \$ 414 | \$ (3,100) | -748.8% | \$ (1,947) | \$ 354 | \$ (2,301) | -650.0% |
| As a percent of revenue | -2.3% | 0.4% | | | -0.5% | 0.1% | | |

Other income (expense), net is comprised primarily of unrealized and realized foreign currency exchange gains and losses generated from the settlement and remeasurement of transactions denominated in currencies other than the functional currency of our operating units. Other income (expense), net also includes miscellaneous non-operating gains and losses.

During the three months ended March 31, 2016 and 2015, other income (expense), net was comprised of (\$2.7) million, which included \$(3.4) million of foreign exchange losses related to the Acquisition Bid noted above, and \$0.4 million of net currency gains (losses), respectively.

During the nine months ended March 31, 2016 and 2015, other income (expense), net was comprised of (\$2.0) million, which included \$(3.4) million of foreign exchange losses related to the Acquisition Bid noted above, and \$0.4 million of net currency gains (losses), respectively.

Provision for Income Taxes

| | Three Months Ended March 31, | | Period-to-Period Change | | Nine Months Ended March 31, | | Period-to-Period Change | |
|----------------------------|---------------------------------|-----------|----------------------------|------|--------------------------------|-----------|----------------------------|-------|
| | 2016 | 2015 | \$ | % | 2016 | 2015 | \$ | % |
| | (Dollars in Thousands) | | | | | | | |
| Provision for income taxes | \$ 14,584 | \$ 14,096 | \$ 488 | 3.5% | \$ 53,736 | \$ 46,020 | \$ 7,716 | 16.8% |
| Effective tax rate | 30.5% | 33.4% | | | 33.5% | 34.4% | | |

The effective tax rate for the periods presented is primarily the result of income earned in the U.S. taxed at U.S. federal and state statutory income tax rates, income earned in foreign tax jurisdictions taxed at the applicable rates, as well as the impact of permanent differences between book and tax income.

Our effective tax rate decreased for the three and nine months ended March 31, 2016 compared to the same period in 2015 primarily due to a statutory reversal of a FIN 48 liability.

[Table of Contents](#)

We recognized an income tax expense of \$14.6 million and \$53.7 million during the three and nine months ended March 31, 2016 compared to \$14.1 million and \$46.0 million during the corresponding periods of the prior fiscal year. The period-over-period increases of \$0.5 million and \$7.7 million were primarily attributable to higher U.S. pre-tax profit.

[Table of Contents](#)**Liquidity and Capital Resources****Resources**

In recent years, we have financed our operations with cash generated from operating activities. During the three months ended March 31, 2016, in connection with the Acquisition Bid, we entered into a Credit Agreement for a principal amount of up to \$250.0 million. As of March 31, 2016, our principal sources of liquidity consisted of \$96.9 million in cash and cash equivalents and \$9.0 million of marketable securities. As of March 31, 2015, our principal sources of liquidity consisted of \$144.0 million in cash and cash equivalents and \$81.0 million of marketable securities.

We believe our existing cash and cash equivalents and marketable securities, together with our cash flows from operating activities, will be sufficient to meet our anticipated cash needs for at least the next twelve months.

Credit Agreement

On February 26, 2016, in conjunction with the Acquisition Bid, we entered into a Credit Agreement with various lenders, providing for a principal amount of up to \$250.0 million. The indebtedness evidenced by the Credit Agreement matures on February 26, 2021. Prior to the maturity of the Credit Agreement, any amounts borrowed may be repaid and, subject to the terms and conditions of the Credit Agreement, borrowed again whole or in part without penalty. As of March 31, 2016, we had \$140.0 million in outstanding borrowings under the Credit Agreement, which was utilized for the Acquisition Bid related escrow.

For a more detailed description of the Acquisition Bid and the Credit Agreement, see Note 4, Acquisition Bid, and Note 9, Credit Agreement, to our Unaudited Consolidated Financial Statements in Item 1 of this Form 10-Q.

Cash Equivalents and Cash Flows

Our cash equivalents of \$96.9 million and \$121.3 million consist primarily of money market funds as of March 31, 2016 and 2015, respectively. Our investments in marketable securities of \$9.0 million and \$81.0 million as of March 31, 2016 and 2015 consist primarily of investment grade fixed income corporate debt securities with maturities ranging from less than 2 months to 5 months and from less than 1 month to 17 months, respectively. The fair value of our portfolio is affected by interest rate movements, credit and liquidity risks. The objective of our investment policy is to manage our cash and investments to preserve principal and maintain liquidity, while earning a return on our investment portfolio by investing available funds. We diversify our investment portfolio by investing in multiple types of investment-grade securities and attempt to mitigate a risk of loss by using a third-party investment manager.

The following table summarizes our cash flow activities for the periods indicated:

| | Nine Months Ended March 31, | |
|--|--------------------------------|--------------------|
| | 2016 | 2015 |
| | (Dollars in Thousands) | |
| Cash flow provided by (used in): | | |
| Operating activities | \$ 108,895 | \$ 138,417 |
| Investing activities | (204,632) | 10,629 |
| Financing activities | 36,621 | (202,863) |
| Effect of exchange rates on cash balances | (223) | (1,747) |
| (Decrease) increase in cash and cash equivalents | <u>\$ (59,339)</u> | <u>\$ (55,564)</u> |

Operating Activities

Our primary source of cash is from the annual installments associated with our software license arrangements and related software support services, and to a lesser extent from professional services and training. We believe that cash inflows from our term license business will grow as we benefit from the continued growth of our portfolio of term license contracts.

[Table of Contents](#)

During fiscal 2015 and 2014, we utilized our tax credits and net operating losses to offset U.S. corporate income taxes payable. We became a U.S. corporate tax payer in fiscal year 2016.

Cash from operating activities provided \$108.9 million during the nine months ended March 31, 2016. This amount resulted from net income of \$106.6 million, adjusted for non-cash items of \$19.4 million and net uses of cash of \$17.1 million related to changes in working capital.

Non-cash items consisted primarily of stock-based compensation expense of \$12.3 million, depreciation and amortization expense of \$4.5 million, net foreign currency losses of \$1.4 million, and other net items of \$1.2 million.

Cash used by working capital of \$17.1 million was primarily attributable to cash outflows related to decreases in deferred revenue of \$23.5 million and decreases in accounts payable, accrued expenses and other current liabilities of \$5.6 million, partially offset by cash inflows related to decreases in accounts receivable of \$8.5 million and decreases in prepaid expenses, prepaid income taxes, and other assets installments receivable of \$3.4 million.

Cash flows related to deferred revenue vary due to the timing of invoicing, in particular the anniversary dates of annual installments associated with multi-year software license arrangements.

During the nine months ended March 31, 2016 and 2015, we recognized \$1.9 million and \$21.8 million of excess tax benefits in our unaudited consolidated balance sheets. Excess tax benefits are generated when the deductible value of stock-based compensation for income tax purposes exceeds the value recognized for financial statement purposes. Excess tax benefits reduced our income tax liabilities and increased our additional paid in capital by \$1.9 million and \$21.8 million during the nine months ended March 31, 2016 and 2015, respectively. Excess tax benefits are considered a source of cash flows from financing activities.

Investing Activities

During the nine months ended March 31, 2016, we used \$204.6 million of cash for investing activities. We used \$255.1 million for acquisition related deposits and \$2.5 million for capital expenditures, partially offset by sources of cash of \$53.0 million resulting from the maturities of marketable securities.

Financing Activities

Cash from financing activities provided \$36.6 million during the nine months ended March 31, 2016. Sources of cash in the period included proceeds from our Credit Agreement of \$140.0 million, \$1.9 million in excess tax benefits from stock-based compensation and proceeds of \$2.9 million from the exercise of employee stock options. We used \$103.1 million for repurchases of our common stock (\$55.0 million, \$1.8 million, and \$46.3 million in the three

months ended September 30, 2015, December 31, 2015, and March 31, 2016, respectively), \$3.4 million for withholding taxes on vested and settled restricted stock units, and \$1.6 million for the payment of debt issuance costs.

Contractual Obligations

In August 2015, we executed a lease amendment for our Houston, Texas location. The amendment extended the original lease termination date from July 2016 until February 2023 and increased future non-cancelable lease payments from \$1.8 million to \$7.0 million (\$9.9 million of base rent net of \$2.9 million landlord incentive applied against base rent). Base annual rent under the amended lease ranges between \$1.3 million and \$1.5 million, excluding our pro-rata share of taxes and expenses.

In August 2015, we entered into a new lease agreement for our office location in Singapore. The initial term of the lease is for 60 months and approximately 11,343 square feet, commencing December 2015. Base annual rent is \$0.6 million, excluding our proportionate share of taxes and other expenses. Subject to the terms and conditions of the lease, we may extend the lease for an additional 36 month term. Future minimum non-cancelable lease payments due over the term of the lease amount to approximately \$3.1 million. Aggregate capital expenditures, including leasehold improvements, furniture and equipment, with respect to the leased premises amounted to approximately \$1.0 million in fiscal 2016.

Except for the commitments under the aforementioned lease agreement, we are not currently a party to any other material purchase contracts related to future capital expenditures, and we do not expect our future investment in capital expenditures to be materially different from recent levels.

Standby letters of credit for \$3.5 million as of March 31, 2016 secure our performance on professional services contracts, certain facility leases and potential liabilities. This is an increase from \$2.2 million as of June 30, 2015. The letters of credit expire at various dates through fiscal 2025.

41

[Table of Contents](#)

Recently Issued Accounting Pronouncements

Refer to Note 2 (e), "Recently Issued Accounting Pronouncements," in the Notes to the Unaudited Consolidated Financial Statements for information about recent accounting pronouncements.

42

[Table of Contents](#)

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

In the ordinary course of conducting business, we are exposed to certain risks associated with potential changes in market conditions. These market risks include changes in currency exchange rates and interest rates which could affect operating results, financial position and cash flows. We manage our exposure to these market risks through our regular operating and financing activities and, if considered appropriate, we may enter into derivative financial instruments such as forward currency exchange contracts.

Foreign Currency Risk

During the three months ended March 31, 2016 and 2015, 10.4% and 13.9% of our total revenue was denominated in a currency other than the U.S. dollar, respectively. During the nine months ended March 31, 2016 and 2015, 11.9% and 14.6% of our total revenue was denominated in a currency other than the U.S. dollar, respectively. In addition, certain of our operating costs incurred outside the United States are denominated in currencies other than the U.S. dollar. We conduct business on a worldwide basis and as a result, a portion of our revenue, earnings, net assets, and net investments in foreign affiliates is exposed to changes in foreign currency exchange rates. We measure our net exposure for cash balance positions and for cash inflows and outflows in order to evaluate the need to mitigate our foreign exchange risk. We may enter into foreign currency forward contracts to minimize the impact related to unfavorable exchange rate movements, although we have not done so during the three and nine months ended March 31, 2016 and 2015. Our largest exposures to foreign currency exchange rates exist primarily with the Euro, Pound Sterling, Canadian Dollar, and Japanese Yen.

During the three months ended March 31, 2016 and 2015, we recorded \$(2.7) million, which included \$(3.4) million of foreign exchange losses related to the Acquisition Bid costs (see Note 4, Acquisition Bid, to our Unaudited Consolidated Financial Statements in Item 1 of this Form 10-Q) and \$0.4 million of net foreign currency exchange gains (losses) related to the settlement and remeasurement of transactions denominated in currencies other than the functional currency of our operating units. Our analysis of operating results transacted in various foreign currencies indicated that a hypothetical 10% change in the foreign currency exchange rates could have increased or decreased the consolidated results of operations by approximately \$1.3 million and \$1.2 million for the three months ended March 31, 2016 and 2015, respectively.

During the nine months ended March 31, 2016 and 2015, we recorded \$(2.0) million, which included \$(3.4) million of foreign exchange losses related to the Acquisition Bid and \$0.4 million of net foreign currency exchange gains (losses) related to the settlement and remeasurement of transactions denominated in currencies other than the functional currency of our operating units. Our analysis of operating results transacted in various foreign currencies indicated that a hypothetical 10% change in the foreign currency exchange rates could have increased or decreased the consolidated results of operations by approximately \$3.7 million and \$4.1 million for the nine months ended March 31, 2016 and 2015, respectively.

Interest Rate Risk

We place our investments in money market instruments and high quality, investment grade, fixed-income corporate debt securities that meet high credit quality standards, as specified in our investment guidelines.

We mitigate the risks by diversifying our investment portfolio, limiting the amount of investments in debt securities of any single issuer and using a third-party investment manager. Our debt securities are short- to intermediate- term investments with maturities ranging from less than 2 months to 5 months as of

March 31, 2016 and from less than 1 month to 17 months as of March 31, 2015, respectively. We do not use derivative financial instruments in our investment portfolio.

Our analysis of our investment portfolio and interest rates at March 31, 2016 and 2015 indicated that a 100 basis point increase or decrease in interest rates would result in a decrease or increase of less than \$0.1 million and approximately \$0.5 million in the fair value of our investment portfolio at March 31, 2016 and 2015, respectively, determined in accordance with income-based approach utilizing portfolio future cash flows discounted at the appropriate rates.

We maintain a revolving Credit Agreement that allows us to borrow up to \$250.0 million. At March 31, 2016, we had \$140.0 million in outstanding borrowings under our Credit Agreement. A hypothetical 10% increase or decrease in interest rates paid on outstanding borrowings under the Credit Agreement would not have a material impact on our financial position, results of operations or cash flows.

[Table of Contents](#)

Item 4. Controls and Procedures

a) Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2016. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2016, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective.

b) Changes in Internal Controls Over Financial Reporting

During the three months ended March 31, 2016, no changes were identified in our internal controls over financial reporting that materially affected, or were reasonably likely to materially affect, our internal controls over financial reporting.

[Table of Contents](#)

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Refer to Note 13, “Commitments and Contingencies,” in the Notes to the Unaudited Consolidated Financial Statements for information regarding certain legal proceedings, the contents of which are herein incorporated by reference.

Item 1A. Risk Factors.

The risks described in Item 1A. Risk Factors, in our Annual Report on Form 10-K for the year ended June 30, 2015, could materially and adversely affect our business, financial condition and results of operations. These risk factors do not identify all risks that we face—our operations could also be affected by factors that are not presently known to us or that we currently consider to be immaterial to our operations. The Risk Factors section of our 2015 Annual Report on Form 10-K remains current in material respects, with the exception of the revised risk factors below.

The majority of our revenue is attributable to operations outside the United States, and our operating results therefore may be materially affected by the economic, political, military, regulatory and other risks of foreign operations or of transacting business with customers outside the United States.

As of March 31, 2016, we operated in 31 countries. We sell our products primarily through a direct sales force located throughout the world. In the event that we are unable to adequately staff and maintain our foreign operations, we could face difficulties managing our international operations.

Customers outside the United States accounted for the majority of our total revenue during the three months ended March 31, 2016 and 2015. We anticipate that revenue from customers outside the United States will continue to account for a significant portion of our total revenue for the foreseeable future. Our operating results attributable to operations outside the United States are subject to additional risks, including

- unexpected changes in regulatory requirements, tariffs and other barriers, including, for example, sanctions or other regulatory restrictions imposed by the United States or foreign governments;
- less effective protection of intellectual property;
- requirements of foreign laws and other governmental controls;
- delays in the execution of license agreement renewals in the same quarter in which the original agreements expire;
- difficulties in collecting trade accounts receivable in other countries;

- adverse tax consequences; and
- the challenges of managing legal disputes in foreign jurisdictions.

Fluctuations in foreign currency exchange rates could result in declines in our reported revenue and operating results.

During the three months ended March 31, 2016 and 2015, 10.4% and 13.9% of our total revenue was denominated in a currency other than the U.S. dollar, respectively. During the nine months ended March 31, 2016 and 2015, 11.9% and 14.6% of our total revenue was denominated in a currency other than the U.S. dollar, respectively. In addition, certain of our operating expenses incurred outside the United States are denominated in currencies other than the U.S. dollar. Our reported revenue and operating results are subject to fluctuations in foreign exchange rates. Foreign currency risk arises primarily from the net difference between non-U.S. dollar receipts from customers outside the United States and non-U.S. dollar operating expenses for subsidiaries in foreign countries. Currently, our largest exposures to foreign exchange rates exist primarily with the Euro, Pound Sterling, Canadian dollar and Japanese Yen against the U.S. dollar. During the three and nine months ended March 31, 2016 and 2015, we did not enter into, and were not a party to any, derivative financial instruments, such as forward currency exchange contracts, intended to manage the volatility of these market risks. We cannot predict the impact of foreign currency fluctuations, and foreign currency fluctuations in the future may adversely affect our revenue and operating results. Any hedging policies we may implement in the future may not be successful, and the cost of those hedging techniques may have a significant negative impact on our operating results.

We may be subject to significant expenses and damages because of product-related claims.

In the ordinary course of business, we are, from time to time, involved in product-related lawsuits, claims, investigations, proceedings and threats of litigation. These matters include an April 2004 claim by a customer that certain of our software

[Table of Contents](#)

products and implementation services failed to meet the customer's expectations. In March 2014, a judgment issued in favor of the claimant customer against us in the amount of approximately €1.9 million plus interest and a portion of legal fees. We subsequently filed an appeal of that judgment. As of March 2016, the appellate court has determined that we must pay damages in the amount of approximately €1.7 million plus interest, with the possibility of additional damages to be determined by the appellate court.

The amount of damages cannot be predicted with certainty, and could materially adversely affect our results of operations, cash flows or financial position.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information about purchases by us during the three months ended March 31, 2016 of shares of our common stock.

| <u>Period</u> | <u>Total Number of Shares Purchased (2)</u> | <u>Average Price Paid per Share (3)</u> | <u>Total Number of Shares Purchased as Part of Publicly Announced Program (1)</u> | <u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (4)</u> |
|------------------------|---|---|---|---|
| January 1 to 31, 2016 | — | \$ 0.00 | — | |
| February 1 to 29, 2016 | 292,103 | \$ 33.08 | 292,103 | |
| March 1 to 31, 2016 | 1,154,644 | \$ 34.94 | 1,154,644 | |
| Total | 1,446,747 | \$ 34.44 | 1,446,747 | \$ 196,292,626 |

(1) On January 28, 2015, we publicly announced a share repurchase program for up to \$450 million worth of our common stock. This share repurchase program replaced and terminated the prior program approved by the Board of Directors on April 23, 2014. On April 26, 2016, the Board of Directors approved a \$400 million increase in the current share repurchase plan.

(2) As of March 31, 2016, the total number of shares of common stock repurchased under all programs approved by the Board of Directors was 19,889,564 shares.

(3) The total average price paid per share is calculated as the total amount paid for the repurchase of our common stock during the period divided by the total number of shares repurchased.

(4) As of March 31, 2016, the remaining dollar value under the stock repurchase program approved on January 28, 2015 was \$196.3 million, which was subsequently increased by \$400 million.

[Table of Contents](#)

Item 6. Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> | <u>Filed with this Form 10-Q</u> | <u>Incorporated by Reference</u> | |
|-----------------------|--------------------|----------------------------------|----------------------------------|-----------------------------|
| | | | <u>Form</u> | <u>Filing Date with SEC</u> |
| | | | | <u>Exhibit Number</u> |

| | | | | |
|---------|---|-----|-------------------|------|
| 2.1 | Rule 2.7 Announcement, dated January 12, 2016 | 8-K | January 19, 2016 | 2.1 |
| 10.1 | 364-Day Bridge Credit Agreement, dated as of January 12, 2016, among Aspen Technology, Inc., as borrower, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Securities LLC, as sole lead arranger and sole bookrunner | 8-K | January 19, 2016 | 10.1 |
| 10.2 | Credit Agreement, dated as of February 26, 2016, among Aspen Technology, Inc., as borrower, the lenders, co-documentation agents and issuing banks party thereto, JPMorgan Chase Bank, N.A., as administrative agent, joint lead arranger and joint bookrunner, and Silicon Valley Bank, as syndication agent, joint lead arranger and joint bookrunner | 8-K | February 29, 2016 | 10.1 |
| 31.1 | Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | | |
| 31.2 | Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | | |
| 32.1 | Certification of President and Chief Executive Officer and Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X | | |
| 101.INS | Instance Document | X | | |
| 101.SCH | XBRL Taxonomy Extension Schema Document | X | | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | X | | |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | X | | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | X | | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | X | | |

47

[Table of Contents](#)

SIGNATURES

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 thereunto duly authorized.

Aspen Technology, Inc.

Date: April 28, 2016

By: /s/ ANTONIO J. PIETRI
Antonio J. Pietri
President and Chief Executive Officer
(Principal Executive Officer)

Date: April 28, 2016

By: /s/ KARL E. JOHNSEN
Karl E. Johnsen
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

48

[Table of Contents](#)

EXHIBIT INDEX

| Exhibit Number | Description | Filed with this Form 10-Q | Incorporated by Reference | | |
|----------------|-------------|---------------------------|---------------------------|----------------------|----------------|
| | | | Form | Filing Date with SEC | Exhibit Number |

| | | | | |
|---------|---|-----|-------------------|------|
| 2.1 | Rule 2.7 Announcement, dated January 12, 2016 | 8-K | January 19, 2016 | 2.1 |
| 10.1 | 364-Day Bridge Credit Agreement, dated as of January 12, 2016, among Aspen Technology, Inc., as borrower, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Securities LLC, as sole lead arranger and sole bookrunner | 8-K | January 19, 2016 | 10.1 |
| 10.2 | Credit Agreement, dated as of February 26, 2016, among Aspen Technology, Inc., as borrower, the lenders, co-documentation agents and issuing banks party thereto, JPMorgan Chase Bank, N.A., as administrative agent, joint lead arranger and joint bookrunner, and Silicon Valley Bank, as syndication agent, joint lead arranger and joint bookrunner | 8-K | February 29, 2016 | 10.1 |
| 31.1 | Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | | |
| 31.2 | Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | | |
| 32.1 | Certification of President and Chief Executive Officer and Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X | | |
| 101.INS | Instance Document | X | | |
| 101.SCH | XBRL Taxonomy Extension Schema Document | X | | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | X | | |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | X | | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | X | | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | X | | |

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Antonio J. Pietri, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Aspen Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

/s/ ANTONIO. J. PIETRI

Antonio J. Pietri
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Karl E. Johnsen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Aspen Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

/s/ KARL E. JOHNSEN

Karl E. Johnsen
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Aspen Technology, Inc. (the "Company") for the quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned hereby certifies in his capacity as an officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 28, 2016

/s/ ANTONIO J. PIETRI

Antonio J. Pietri
President and Chief Executive Officer

Date: April 28, 2016

/s/ KARL E. JOHNSEN

Karl E. Johnsen
Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Aspen Technology, Inc. and will be retained by Aspen Technology, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.