
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3**

Registration Statement Under the Securities Act of 1933

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.)

**Ten Canal Park
Cambridge, Massachusetts 02141
(617) 949-1000**

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

**MARK E. FUSCO
President and Chief Executive Officer
Aspen Technology, Inc.**

**Ten Canal Park
Cambridge, Massachusetts 02141
(617) 949-1000**

(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

**FREDERIC G. HAMMOND, ESQ.
Senior Vice President and General Counsel
Aspen Technology, Inc.
Ten Canal Park
Cambridge, Massachusetts 02141
Telephone: (617) 949-1000**

**MARK L. JOHNSON, ESQ.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000**

The registrant hereby withdraws from registration all of the shares of its common stock, \$0.10 par value per share, registered pursuant to its registration statement on Form S-3 (registration number 333-109807) but not sold as of the time of filing of this Post-Effective Amendment No. 1.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, as of December 21, 2006.

ASPEN TECHNOLOGY, INC.

By: /s/ Mark E. Fusco
Mark E. Fusco

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed as of December 21, 2006 by the following persons in the capacities indicated.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ Mark E. Fusco</u> Mark E. Fusco | President, Chief Executive Officer and Director (Principal Executive Officer) |
| <u>/s/ Bradley T. Miller</u> Bradley T. Miller | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| <u>Donald P. Casey</u> | Director |
| <u>Gary E. Haroian</u> | Director |
| <u>*</u> Stephen M. Jennings | Director |
| <u>*</u> Joan C. McArdle | Director |
| <u>David M. McKenna</u> | Director |
| <u>*</u> Michael Pehl | Director |

*By: /s/ Mark L. Johnson
Mark L. Johnson
Attorney-in-fact