

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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ASPEN TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)

MASSACHUSETTS  
(State or other jurisdiction  
of incorporation or organization)

04-2739697  
(I.R.S. employer  
identification number)

TEN CANAL PARK  
CAMBRIDGE, MASSACHUSETTS 02141  
(617) 577-0100  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

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LAWRENCE B. EVANS  
Chairman of the Board and Chief Executive Officer  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141  
(617) 577-0100  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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Copies to:

STEPHEN J. DOYLE, ESQ.  
Vice President, General Counsel, Chief  
Legal Officer and Clerk  
ASPEN TECHNOLOGY, INC.  
Ten Canal Park  
Cambridge, Massachusetts 02141

MARK L. JOHNSON, ESQ.  
FOLEY, HOAG & ELIOT LLP  
One Post Office Square  
Boston, Massachusetts 02109

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The Registrant hereby withdraws from registration a total of 166,359 shares of its common stock, \$.10 par value, registered pursuant to its Registration Statement on Form S-3 (registration number 333-39431). The shares being withdrawn were registered for sale from time to time by certain selling stockholders (as named in such Registration Statement) and have not been sold as of the time of filing of this Post-Effective Amendment No. 1.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Massachusetts, on this thirteenth day of February, 1998.

ASPEN TECHNOLOGY, INC.

By: /s/ Stephen J. Doyle

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 Stephen J. Doyle  
 Vice President, General Counsel, Chief Legal  
 Officer and Clerk

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed on this thirteenth day of February, 1998 by the following persons in the capacities indicated.

| SIGNATURE<br>-----                    | TITLE<br>-----  |
|---------------------------------------|---|
| *<br>-----<br>LAWRENCE B. EVANS       | Chairman of the Board<br>and Chief Executive Officer<br>(Principal Executive Officer)   |
| *<br>-----<br>MARY A. PALERMO         | Executive Vice President, Finance<br>and Chief Financial Officer<br>(Principal Accounting Officer and<br>Principal Financial Officer) |
| *<br>-----<br>JOSEPH F. BOSTON        | Director  |
| *<br>-----<br>GRESHAM T. BREBACH, JR. | Director  |
| *<br>-----<br>DOUGLAS R. BROWN        | Director  |
| *<br>-----<br>JOAN C. MCARDLE         | Director  |
| *<br>-----<br>ALISON ROSS             | Director  |

\*By /s/ Stephen J. Doyle

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 STEPHEN J. DOYLE  
 Attorney-in-fact