

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Smith Jill D.</u> (Last) (First) (Middle) <u>C/O ASPEN TECHNOLOGY, INC.</u> <u>20 CROSBY DRIVE</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>Aspen Technology, Inc. [AZPN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
		3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2022</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2022		A ⁽¹⁾		388 ⁽²⁾	A	(1)	896	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (Right to Buy)	\$167.66	05/23/2022		A ⁽¹⁾		1,147		(3)	04/20/2031	Common Stock	1,147	(1)	1,147	D	
Director Stock Option (Right to Buy)	\$145.35	05/23/2022		A ⁽¹⁾		265		(4)	08/31/2031	Common Stock	265	(1)	265	D	

Explanation of Responses:

- Represents equity awards granted by Aspen Technology, Inc. (which subsequently changed its name to "AspenTech Corporation", "Former AspenTech") that have been converted into equity awards of Emersub CX, Inc. (which subsequently changed its name to "Aspen Technology Inc.", the "Issuer") pursuant to the terms of the Transaction Agreement and Plan of Merger, dated as of October 10, 2021, as amended, among Former AspenTech, the Issuer and certain other parties thereto (the "Transaction Agreement"), pursuant to which Former AspenTech merged with a wholly owned subsidiary of the Issuer and became a wholly owned subsidiary of the Issuer (the "Transaction"). The Transaction closed on May 16, 2022. Pursuant to the terms of the Transaction Agreement, the number of equity awards reported herein were determined on May 23, 2022, based on the five-day volume weighted average price of the Issuer's common stock following the closing of the Transaction.
- Each Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock.
- One third of the options granted at the exercise price of \$167.66 will vest on the first anniversary of the grant and the remainder will vest in eight consecutive quarterly installments on the last business day of the quarter until fully vested (except as otherwise necessary to avoid vesting of a fractional share).
- The option granted at the exercise price of \$145.35 was fully vested on the date of grant.

/s/ F.G. Hammond, attorney-in- 05/25/2022
fact for Ms. Smith

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.