

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2024

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41400
(Commission
File Number)

87-3100817
(IRS Employer
Identification No.)

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

01730
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, \$0.0001 par value per share	AZPN	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 26, 2024, the Board of Directors (the “Board”) of Aspen Technology, Inc. (the “Company”) elected David Henshall as a director on the Board, effective immediately. His term will continue until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

Mr. Henshall is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K. The Board elected Mr. Henshall in accordance with Section 3.2(e) of the Stockholders Agreement by and among the Company, Emerson Electric Co. and EMR Worldwide Inc., dated as of May 16, 2022 (the “Stockholders Agreement”) previously filed with the Securities and Exchange Commission and pursuant to which Mr. Henshall will serve as a “Non-Emerson Director” (as defined in the Stockholders Agreement).

Mr. Henshall will receive a prorated annual director grant of restricted stock units (“RSUs”) with a grant date value of \$43,397 that will vest on June 30, 2024 and a prorated annual director cash retainer in the amount of \$14,466. In addition, he will receive a new director grant of RSUs with a grant date value of \$200,000 that will vest one-third on the first anniversary of the grant date and in eight equal quarterly installments thereafter.

On April 29, 2024, we issued a press release announcing Mr. Henshall’s election to the Board. The full text of the press release is furnished as Exhibit 99.1 to this report. *The information in Exhibit 99.1 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of Section 11 or 12(a)(2) of the Securities Act of 1933, nor shall it be deemed incorporated by reference in any filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in any such filing.*

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on April 29, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURE

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 hereunto duly authorized.

ASPEN TECHNOLOGY, INC.

Date: April 29, 2024

By: /s/ Mark Mouritsen
Mark Mouritsen
Senior Vice President, Chief Legal Officer

Aspen Technology Appoints David Henshall to its Board of Directors

BEDFORD, Mass. - April 29, 2024 - Aspen Technology, Inc. (AspenTech) (NASDAQ: AZPN), a global leader in industrial software, today announced that David Henshall has been appointed to its Board of Directors.

Mr. Henshall most recently served as Chief Executive Officer at Citrix Systems, Inc., a leading multinational provider of cloud computing and virtualization technology, where he held executive roles for nearly twenty years. Mr. Henshall played a key role in accelerating Citrix's cloud transition, modernizing the product portfolio to enable more than 11 million subscribers of the company's SaaS services. Prior to his role as CEO, he served as Chief Operating Officer and Chief Financial Officer at Citrix, overseeing the company's worldwide finance, operations, and administration organizations.

Before joining Citrix, Mr. Henshall served as Chief Financial Officer of Rational Software Corporation, a software company acquired by IBM Corporation, and held various finance positions at Cypress Semiconductor Corporation and Samsung Semiconductor Corporation.

"I am delighted to welcome David to AspenTech's Board of Directors," said Antonio Pietri, President and CEO of AspenTech. "His proven leadership credentials and his successful experience in advancing a customer-first culture will be invaluable to AspenTech as we continue to innovate to best help asset-intensive industries around the world successfully navigate the energy transition."

"AspenTech is uniquely positioned in the market with unmatched domain expertise and a digital solutions portfolio critical to helping customers across industries and geographies achieve both their operational and sustainability objectives," said Henshall. "I am honored to join this experienced, innovative and visionary team, and am looking forward to taking on this leadership role."

An experienced public company board director, Mr. Henshall also actively serves as the Chairman of the board of directors of Everbridge, Inc., is a member of the board of directors HashiCorp, Inc. and Feedzai, Inc, and is a former member of the boards of directors of New Relic, Inc. and LogMeIn, Inc. He holds a bachelor's degree in business administration from the University of Arizona and a master's degree in business administration from Santa Clara University.

About AspenTech

Aspen Technology, Inc. (NASDAQ: AZPN) is a global software leader helping industries at the forefront of the world's dual challenge meet the increasing demand for resources from a rapidly growing population in a profitable and sustainable manner. AspenTech solutions address complex environments where it is critical to optimize the asset design, operation and maintenance lifecycle. Through our unique combination of deep domain expertise and innovation, customers in asset-intensive industries can run their assets safer, greener, longer and faster to improve their operational excellence. To learn more, visit [AspenTech.com](https://www.aspentech.com).

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