

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

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**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): **July 31, 2007**

**ASPEN TECHNOLOGY, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-24786**  
(Commission File Number)

**04-2739697**  
(IRS Employer  
Identification No.)

**Ten Canal Park, Cambridge MA**  
(Address of Principal Executive Offices)

**02141**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 949-1000**

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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))
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**Item 8.01 (Other Events).**

On July 31, 2007, Aspen Technology, Inc. issued a press release announcing the settlement of a previously disclosed investigation by the United States Securities and Exchange Commission. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Exhibits**

(d) Exhibits

99.1 Press Release of the Company dated July 31, 2007.

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: July 31, 2007

By: /s/ Frederic G. Hammond  
Frederic G. Hammond  
Senior Vice President and  
General Counsel

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on July 31, 2007

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### ASPENTECH ANNOUNCES SEC SETTLEMENT

**CAMBRIDGE, MA— July 31, 2007**— Aspen Technology, Inc. (Nasdaq: AZPN) (the “Company”), today announced that the Securities and Exchange Commission (“SEC”) has approved a settlement with the Company concerning the SEC’s investigation, begun in 2004, regarding the Company’s originally filed financial statements for fiscal years 2000-2004, which the Company restated in March 2005.

Under the settlement, the Company consented, without admitting or denying the SEC’s findings, to a cease and desist order requiring future compliance with federal securities laws and regulations. The settlement does not require the Company to pay a monetary penalty. In addition, the Company agreed to retain an independent consultant who will review certain of the Company’s financial and accounting policies and procedures relating to revenue recognition and related issues.

The settlement approved by the SEC and announced today involves the Company but not the three former officers of the Company whom the SEC sued separately. The Company remains subject to indemnification obligations to certain former executives in accordance with the Company’s Certificate of Incorporation.

#### About AspenTech

AspenTech is a recognized expert and leading provider of award-winning process optimization software and services. AspenTech’s integrated aspenONE solutions enable manufacturers to reduce costs, increase capacity, and optimize operational performance end-to-end throughout the engineering, plant operations, and supply chain management processes, resulting in millions of dollars in cost savings. For more information, visit [www.aspentech.com](http://www.aspentech.com).

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