

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)

February 17, 2016

ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

0-24786

(Commission File Number)

04-2739697

(I.R.S. Employer
Identification No.)

20 Crosby Drive, Bedford, MA

(Address of principal executive offices)

01730

(Zip Code)

(781) 221-6400

(Registrant's telephone number, including area code)

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))

Item 8.01 Other Events.

On February 17, 2016, we issued a press release relating to our previously announced intent to acquire KBC Advanced Technologies plc. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed as part of this report:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press release issued by Aspen Technology, Inc. on February 17, 2016. |

SIGNATURES

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.

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

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press release issued by Aspen Technology, Inc. on February 17, 2016. |



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AspenTech Will Not Revise Offer for KBC

BEDFORD, Mass. — February 17, 2016 — Aspen Technology, Inc. (“AspenTech”) announced today that it does not intend to revise its offer of 185 pence for each share of KBC Advanced Technologies plc (“KBC”) which was announced on January 12, 2016.

Earlier today, KBC issued an announcement stating it has agreed to accept an acquisition offer of 210 pence per share from Yokogawa Electric Corporation.

Supporting Quote

Antonio Pietri, President & CEO, AspenTech

“While we had looked forward to the combination of AspenTech and KBC, we believe our proposed purchase price of 185p represented full and fair value. As with every aspect of our business, AspenTech takes a disciplined approach when assessing potential acquisitions.”

About AspenTech

AspenTech is a leading supplier of software that optimizes process manufacturing — for energy, chemicals, engineering and construction, and other industries that manufacture and produce products from a chemical process. With integrated aspenONE solutions, process manufacturers can implement best practices for optimizing their engineering, manufacturing and supply chain operations. As a result, AspenTech customers are better able to increase capacity, improve margins, reduce costs and become more energy efficient. To see how the world’s leading process manufacturers rely on AspenTech to achieve their operational excellence goals, visit www.aspentech.com.

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