

**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): **November 14, 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.)

200 Wheeler Road, Burlington MA
(Address of Principal Executive Offices)

01803
(Zip Code)

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

Ten Canal Park, Cambridge, MA 02141
(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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 14, 2007, we received a letter from The Nasdaq Stock Market indicating that we are not in compliance with the Nasdaq requirements for continued listing set forth in Marketplace Rule 4310(c)(14) as a result of our failure to file our Form 10-Q for the fiscal quarter ended September 30, 2007 with the Securities and Exchange Commission. Nasdaq previously issued a Staff Determination regarding the continued listing of our common stock on the Nasdaq Global Market due to our failure to file our Annual Report on Form 10-K for the fiscal year ended June 30, 2007. The November 14 letter further states that non-compliance as a result of our failure to file the Form 10-Q serves as an additional basis for delisting our common stock.

At our request, a hearing took place on November 15, 2007 before a Nasdaq Listing Qualifications Panel at which time we requested an extension to comply with Nasdaq listing requirements. Our common stock will remain listed on the Nasdaq Global Market pending the outcome of the hearing. We are working diligently to complete the preparation of our financial statements for the fiscal year ended June 30, 2007 and the quarter ended September 30, 2007, and to file our Forms 10-K and 10-Q as promptly as possible. We cannot, however, provide any assurances that the Nasdaq Listing Qualifications Panel will grant our request for an extension and continued listing.

On November 20, 2007, we issued a press release announcing that we received the letter from The Nasdaq Stock Market described in this Current Report on Form 8-K. The full text of the press release issued in connection with this announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and 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 that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits

The following exhibit shall be deemed to be furnished, and not filed:

Exhibit No.	Description
99.1	Press release issued by Aspen Technology, Inc. on November 20, 2007

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: November 20, 2007

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

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Aspen Technology, Inc. on November 20 , 2007

4

Aspen Technology Receives Additional Staff Determination Letter from Nasdaq relating to Quarterly Report on Form 10-Q

BURLINGTON, Mass. — November 20, 2007 — Aspen Technology (Nasdaq: AZPN) today announced that it received, as expected, an Additional Staff Determination Letter from the NASDAQ on November 14, 2007 indicating that the Company is not in compliance with the requirements for continued listing set forth in Marketplace Rule 4310(c)(14) as a result of the Company's failure to file timely with the Securities and Exchange Commission the Company's Form 10-Q for the fiscal first quarter ended September 30, 2007.

The NASDAQ previously issued a Staff Determination letter regarding the continued listing of the Company's Stock on the Nasdaq Global Market due to the Company's failure to file its Annual Report on Form 10-K for the fiscal year ended June 30, 2007. The November 14 Staff Determination further indicates that non-compliance as a result of the Company's failure to file its Form 10-Q serves as an additional basis for delisting the Company's stock. At the Company's request, a hearing on the Staff Determinations was conducted on November 15, 2007 before a Nasdaq Listing Qualifications Panel. At this time, the Company requested an extension to January 18, 2008 to comply with NASDAQ listing requirements. There can be no assurance that the Panel will grant the Company's request.

AspenTech's delay in filing is attributed to the previously announced intention to restate certain historical financial statements. The Company is working diligently to complete its delinquent Forms 10-Q and 10-K.

About AspenTech

AspenTech is a 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.

© 2007 Aspen Technology, Inc. AspenTech, aspenONE and the Aspen leaf logo are trademarks of Aspen Technology, Inc. All rights reserved. All other trademarks are property of their respective owners.

This press release may contain forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may vary significantly from AspenTech's expectations based on a number of risks and uncertainties, including, without limitation: AspenTech's plan to improve operational performance may not be implemented effectively; AspenTech has identified material weaknesses in its internal controls with respect to software license revenue recognition and other matters, that, if not remedied effectively, could result in material misstatements; risks around securities litigation and investigations; AspenTech's lengthy sales cycle makes it difficult to predict quarterly operating results; fluctuations in AspenTech's quarterly operating results; AspenTech's dependence on customers in the cyclical chemicals, petrochemicals and petroleum industries; the possibility of new accounting standards or the interpretation of existing accounting standards affecting our financial results; AspenTech's ability to raise additional capital as required; intense competition; AspenTech's need to

develop and market products successfully; reliance on relationships with strategic partners; challenges associated with international operations; and other risk factors described from time to time in AspenTech's periodic reports filed with the Securities and Exchange Commission. AspenTech cannot guarantee any future results, levels of activity, performance, or achievements. AspenTech expressly disclaims any current intention to update forward-looking statements after the date of this press release.
