

ASPEN TECHNOLOGY INC /DE/  
Form POS AM  
December 21, 2006

As filed with the Securities and Exchange Commission on December 21, 2006

Registration No. 333-109807

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

Registration Statement Under the Securities Act of 1933

## ASPEN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**04-2739697**

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

**Ten Canal Park**

**Cambridge, Massachusetts 02141**

**(617) 949-1000**

(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

**MARK E. FUSCO**

**President and Chief Executive Officer**

**Aspen Technology, Inc.**

**Ten Canal Park**

**Cambridge, Massachusetts 02141**

**(617) 949-1000**

(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

Copies to:

**FREDERIC G. HAMMOND, ESQ.**  
**Senior Vice President and General Counsel**  
**Aspen Technology, Inc.**  
**Ten Canal Park**  
**Cambridge, Massachusetts 02141**  
**Telephone: (617) 949-1000**

**MARK L. JOHNSON, ESQ.**  
**Wilmer Cutler Pickering Hale and Dorr LLP**  
**60 State Street**  
**Boston, Massachusetts 02109**  
**Telephone: (617) 526-6000**

The registrant hereby withdraws from registration all of the shares of its common stock, \$0.10 par value per share, registered pursuant to its registration statement on Form S-3 (registration number 333-109807) but not sold as of the time of filing of this Post-Effective Amendment No. 1.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, as of December 21, 2006.

ASPEN TECHNOLOGY, INC.

By: /s/ Mark E. Fusco  
Mark E. Fusco  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed as of December 21, 2006 by the following persons in the capacities indicated.

<b>Signature</b>	<b>Title</b>
/s/ Mark E. Fusco Mark E. Fusco	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Bradley T. Miller Bradley T. Miller	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Donald P. Casey	Director
Gary E. Haroian	Director
* Stephen M. Jennings	Director
* Joan C. McArdle	Director
David M. McKenna	Director
* Michael Pehl	Director

\*By: /s/ Mark L. Johnson  
Mark L. Johnson  
Attorney-in-fact