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ASPEN TECHNOLOGY INC /DE/
Form SC 13D/A
June 06, 2006

CUSIP NO. 045327103

Schedule 13D

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

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13D-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(a)
(AMENDMENT NO. 1) (1)

Aspen Technology, Inc.

(Name of issuer)

Common Stock, par value \$0.10

(Title of class of securities)

045327103

(CUSIP number)

Jarlyth H. Gibson, Assistant Compliance Officer 617-951-9493
C/o Advent International Corporation, 75 State Street, 29th Floor
Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

May 18, 2006

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 23 Pages)

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(1)The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13D

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| | | | | | |
|----|---|----|--------------------------|--|--------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | |
| | Advent International Corporation | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | (a) [X] (b) [] |
| 3 | SEC USE ONLY | | | | |
| 4 | Source of Funds WC | | | | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | | | |
| | NUMBER OF SHARES | 7 | SOLE VOTING POWER | | |
| | | | 33,136,006 | | |
| | BENEFICIALLY | 8 | SHARED VOTING POWER | | |
| | | | None | | |
| | OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | | |
| | | | 33,136,006 | | |
| | WITH | 10 | SHARED DISPOSITIVE POWER | | |
| | | | None | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 33,136,006 | | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | [] |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

42.3%

14 TYPE OF REPORTING PERSON*

CO, IA

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------------------------------|----|--------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 32,521,947 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 32,521,947 |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,521,947

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 41.8%

 14 TYPE OF REPORTING PERSON*
 PN

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 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Global Private Equity IV Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
 (b) []

3 SEC USE ONLY

4 Source of Funds
 WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | | |
|--------------------------------------|----|--------------------------|------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | |
| | | | 16,197,804 |
| ----- | | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| | | | None |
| ----- | | | |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | |
| | | | 16,197,804 |
| ----- | | | |
| WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | | None |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 16,197,804

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

26.4%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Global Private Equity III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------------------------------|----|--------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 4,639,041 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 4,639,041 |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,639,041

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.3%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners GPE-IV Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

| | | |
|--------------------------------------|----|--------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 205,017 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 205,017 |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | None |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

205,017

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent PGGM Global Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------------------------------|----|--------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 463,882 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 463,882 |
| WITH | 10 | SHARED DISPOSITIVE POWER |

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
463,882

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.0%

14 TYPE OF REPORTING PERSON*
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Advent Partners GPE-III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------------------------------|----|--------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 39,723 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 39,723 |
| WITH | 10 | SHARED DISPOSITIVE POWER |

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,723

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners (NA) GPE-III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------------------------------|---|------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 11,807 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 11,807 |

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WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,807

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.0%

14 TYPE OF REPORTING PERSON*
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Digital Media & Communications III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------------------------------|---|-------------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER 2,141,868 |
| BENEFICIALLY | 8 | SHARED VOTING POWER None |
| OWNED BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER 2,141,868 |

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WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,141,868

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Digital Media & Communications III-A Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]

(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES

1,060,396

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON 1,060,396

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WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,060,396

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.3%

14 TYPE OF REPORTING PERSON*
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Digital Media & Communications III-B Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES
265,044

BENEFICIALLY 8 SHARED VOTING POWER
None

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON 265,044

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WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

265,044

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-C Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X

(b) [

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

7

SOLE VOTING POWER

4,241,474

BENEFICIALLY

8

SHARED VOTING POWER

None

OWNED BY
EACH

9

SOLE DISPOSITIVE POWER

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| | |
|------------------|--|
| REPORTING PERSON | 4,241,474 |
| ----- | |
| WITH | 10 SHARED DISPOSITIVE POWER |
| | None |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,241,474 |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [|
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| | 8.6% |
| ----- | |
| 14 | TYPE OF REPORTING PERSON* |
| | PN |
| ----- | |

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| | |
|-------|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) |
| | Digital Media & Communications III-D C.V. |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X (b) [|
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | Source of Funds WC |
| ----- | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Netherlands |
| ----- | |
| | NUMBER OF SHARES |
| | 7 |
| | SOLE VOTING POWER |
| | 795,242 |
| ----- | |
| | BENEFICIALLY |
| | 8 |
| | SHARED VOTING POWER |
| | None |
| ----- | |
| | OWNED BY EACH |
| | 9 |
| | SOLE DISPOSITIVE POWER |

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REPORTING PERSON 795,242

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

795,242

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-E C.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

NUMBER OF SHARES 7 SOLE VOTING POWER

530,198

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY EACH 9 SOLE DISPOSITIVE POWER

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REPORTING PERSON 530,198

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

530,198

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners DMC III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER

122,922

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY EACH 9 SOLE DISPOSITIVE POWER

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REPORTING PERSON 122,922

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

122,922

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Energy II Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER

2,186,998

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY EACH 9 SOLE DISPOSITIVE POWER

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| | |
|------------------|--|
| REPORTING PERSON | 2,186,998 |
| ----- | |
| WITH | 10 SHARED DISPOSITIVE POWER |
| | None |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 2,186,998 |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [|
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| | 4.6% |
| ----- | |
| 14 | TYPE OF REPORTING PERSON* |
| | PN |
| ----- | |

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| | |
|-------|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) |
| | Advent Partners II Limited Partnership |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X (b) [|
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | Source of Funds WC |
| ----- | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| ----- | |
| | NUMBER OF SHARES |
| | 7 |
| | SOLE VOTING POWER |
| | 234,590 |
| ----- | |
| | BENEFICIALLY |
| | 8 |
| | SHARED VOTING POWER |
| | None |
| ----- | |
| | OWNED BY EACH |
| | 9 |
| | SOLE DISPOSITIVE POWER |

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| | |
|------------------|--|
| REPORTING PERSON | 234,590 |
| WITH | 10 SHARED DISPOSITIVE POWER |
| | None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 234,590 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| | 0.5% |
| 14 | TYPE OF REPORTING PERSON* |
| | PN |

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Item 1. Security and Issuer

This statement on Amendment No. 1 to Schedule 13D ("Amendment No. 1") relates to the Reporting Persons' (as defined in Item 2 below) beneficial ownership interest in the Common Stock, par value \$0.10 per share, of Aspen Technology, Inc., a Delaware corporation (the "Corporation"). The address of the principal executive office of the Corporation is Ten Canal Park, Cambridge, MA 02141. This Amendment No. 1 amends the initial statement on Schedule 13D filed on August 22, 2003 (the "Initial Statement"), filed by the Reporting Persons (as defined herein). This Amendment No. 1 is being filed by the Reporting Persons to amend Item 2, Item 5 and Schedule A to the Initial Statement. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is amended as follows:

Item 2. Identity and Background

(a) (b) (c) (f) This statement is being filed by the following entities:

- (1) Advent International Corporation, a Delaware corporation;
- (2) Advent International Limited Partnership, a Delaware limited partnership;
- (3) Global Private Equity IV Limited Partnership, a Delaware limited partnership;
- (4) Advent Partners GPE-IV Limited Partnership, a Delaware limited partnership;

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(5) Advent PGGM Global Limited Partnership, a Delaware limited partnership;

(6) Advent Partners GPE-III Limited Partnership, a Delaware limited partnership;

(7) Advent Partners (NA) GPE-III Limited Partnership, a Delaware limited partnership;

(8) Digital Media & Communications III Limited Partnership, a Delaware limited partnership;

(9) Digital Media & Communications III-A Limited Partnership, a Delaware limited partnership;

(10) Digital Media & Communications III-B Limited Partnership, a Delaware limited partnership;

(11) Digital Media & Communications III-C Limited Partnership, a Delaware limited partnership;

(12) Digital Media & Communications III-D C.V., a Netherlands limited partnership;

(13) Digital Media & Communications III-E C.V., a Netherlands limited partnership;

(14) Advent Partners DMC-III Limited Partnership, a Delaware limited partnership;

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(15) Advent Energy II Limited Partnership, a Delaware limited partnership;

(16) Advent Partners II Limited Partnership, a Delaware limited partnership;

(17) Global Private Equity III Limited Partnership, a Delaware limited partnership.

Advent International Corporation is a Delaware corporation with its principal and business address at 75 State Street, Boston, Massachusetts 02109. Advent International Corporation is an investment advisory firm. Advent International Corporation is the General Partner of Advent Partners II Limited Partnership, Advent Partners DMC III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners GPE-III Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership and Advent International Limited Partnership, which is in turn the general partner of Global Private Equity III Limited Partnership, Global Private Equity IV Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications III-A Limited Partnership, Digital Media & Communications III-B Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., Digital Media & Communications III-E C.V., and Advent Energy II Limited Partnership. The principal business of Advent International Corporation is private equity investments.

The principal business of Advent Partners II Limited Partnership,

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Advent Partners DMC III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners GPE-III Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership, Global Private Equity III Limited Partnership, Global Private Equity IV Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications III-A Limited Partnership, Digital Media & Communications III-B Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., Digital Media & Communications III-E C.V., and Advent Energy II Limited Partnership is to provide risk capital for, and make investments in the securities of, privately held and other businesses.

The persons serving as directors and executive officers of Advent International Corporation are set forth on Schedule A hereto.

The entities listed in subparagraph (1) through (17) above are herein collectively referred to as the "Reporting Persons" and individually as a "Reporting Person." The principal business address of all of the Reporting Persons is c/o Advent International Corporation, 75 State, Boston, MA 02109.

(d) (e) During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities

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subject to, Federal or State securities laws or finding any violations with respect to such laws.

Item 5. Interest in Securities of the Issuer.

(a) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 45,221,496 shares of Common Stock outstanding as May 5, 2006). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

| Reporting Person | Number of Shares | |
|--|------------------|----------------|
| | Common | Under Warrants |
| Global Private Equity IV Limited Partnership (1) | 13,261,900 | 2,935,904 |
| Advent PGGM Global Limited Partnership (1) | 379,802 | 84,080 |
| Global Private Equity III Limited Partnership (1) | 3,798,200 | 840,841 |
| Digital Media & Communications III Limited Partnership (1) | 1,753,648 | 388,220 |
| Digital Media & Communications III-A Limited Partnership (1) | 868,196 | 192,200 |
| Digital Media & Communications III-B Limited Partnership (1) | 217,004 | 48,040 |
| Digital Media & Communications III-C Limited Partnership (1) | 3,472,694 | 768,780 |
| Digital Media & Communications III-D C.V. (1) | 651,102 | 144,140 |

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| | | |
|--|------------|-----------|
| Digital Media & Communications III-E C.V. (1) | 434,098 | 96,100 |
| Advent Energy II Limited Partnership (1) | 1,790,598 | 396,400 |
| Advent Partners GPE-IV Limited Partnership (2) | 167,857 | 37,160 |
| Advent Partners GPE-III Limited Partnership (2) | 32,523 | 7,200 |
| Advent Partners (NA) GPE-III Limited Partnership (2) | 9,667 | 2,140 |
| Advent Partners DMC III Limited Partnership (2) | 100,642 | 22,280 |
| Advent Partners II Limited Partnership (2) | 192,069 | 42,521 |
| Advent International Limited Partnership (1) | 26,627,242 | 5,894,705 |
| Advent International Corporation (1), (2) | 27,130,000 | 6,006,006 |
| Total Group | 27,130,000 | 6,006,006 |

(1) Advent International Corporation ("AIC") is the General Partner of Advent International Limited Partnership ("AILP") which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC and AILP derive from such power.

(2) AIC is the General Partner of the indicated Reporting Person. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated reporting persons. The beneficial ownership of AIC derives from such power.

(b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.

(c) On May 17, 2006, the Reporting Persons converted an aggregate of 30,300 shares of Series D-1 Convertible Preferred Stock ("Series D-1") into 3,000,000 shares of Common Stock at a conversion rate equal to the Series D-1 per share stated value of \$333.00 divided by the Series D-1 per share conversion price of \$3.33. On May 18, 2006, the Reporting Persons sold an aggregate of 2,900,000 shares of common stock at \$11.30 per share in broker transactions pursuant to Rule 144 under the Securities Act of 1933, as amended.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 6, 2006

Global Private Equity IV Limited Partnership
 Global Private Equity III Limited Partnership
 Advent PGGM Global Limited Partnership
 Digital Media & Communications III Limited Partnership
 Digital Media & Communications III-A Limited Partnership
 Digital Media & Communications III-B Limited Partnership
 Digital Media & Communications III-C Limited Partnership
 Digital Media & Communications III-D C.V.
 Digital Media & Communications III-E C.V.

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Advent Energy II Limited Partnership

By: Advent International Limited Partnership,
General Partner
By: Advent International Corporation,
General Partner
By: Jarlyth H. Gibson, Assistant Compliance Officer*

Advent International Limited Partnership
Advent Partners II Limited Partnership
Advent Partners GPE-IV Limited Partnership
Advent Partners GPE-III Limited Partnership
Advent Partners (NA) GPE-III Limited Partnership
Advent Partners DMC-III Limited Partnership

By: Advent International Corporation,
General Partner
By: Jarlyth H. Gibson, Assistant Compliance Officer *

ADVENT INTERNATIONAL CORPORATION
By: Jarlyth H. Gibson, Assistant Compliance Officer *

*For all of the above:

/s/ Jarlyth H. Gibson

Jarlyth H. Gibson, Assistant Compliance Officer

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SCHEDULE A

The name and present principal occupation of each executive officer and director of Advent International Corporation is set forth below. The business address of each executive officer and director of Advent International Corporation is c/o Advent International Corporation, 75 State Street, Boston, Massachusetts 02109. All of the persons listed below are United States citizens.

I. Advent International Corporation

| Name | Position with Advent International Corporation | Principal Occupation (if different) |
|--------------------|---|---|
| ---- | ----- | ----- |
| Peter A. Brooke | Chairman | |
| Thomas H. Lauer | Senior Vice President Managing Director Chief Financial Officer Assistant Secretary Executive Officers' Committee Member | |
| Ernest G. Bachrach | Executive Officers' Committee Member | |
| David M. Mussafer | Director Executive Officers' | |

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| | | |
|--------------------|--|--|
| | Committee Member | |
| William C. Schmidt | Executive Officers' Committee Member | |
| John B. Singer | Executive Officers' Committee Member | |
| Steven M. Tadler | Director Executive Officers' Committee Member | |
| Janet L. Hennessy | Senior Vice President of Finance Partner Chief Compliance Officer Assistant Secretary | |
| John F. Brooke | Director | General Partner of Brooke Private Equity |
| Mark Hoffman | Director | Chairman of Cambridge Research Group |
| David W. Watson | Secretary | Attorney |