

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.

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

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