

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 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