

ALYDAR PARTNERS LLC
Form SC 13G/A
February 16, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

(Amendment No. 2)*

Aspen Technology, Inc.
(Name of Issuer)

Common Stock, \$0.10 par value
(Title of Class of Securities)

045327103
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

CUSIP No. 045327103

1. Names of Reporting Person Alydar Capital, LLC

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 0

6. Shared Voting Power: 1,017,535

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 1,017,535

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 1,017,535

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 1.11%

12. Type of Reporting Person (See Instructions) IA

CUSIP No. 045327103

1. Names of Reporting Person: Alydar Partners, LLC

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 0

6. Shared Voting Power: 3,989,884

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 3,989,884

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 3,989,884

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 4.37%

12. Type of Reporting Person (See Instructions) IA

CUSIP No. 045327103

1. Names of Reporting Person John A. Murphy

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 0

6. Shared Voting Power: 3,989,884

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 3,989,884

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 3,989,884

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 4.37%

12. Type of Reporting Person (See Instructions) IN

CUSIP No. 045327103

1. Names of Reporting Person Alydar Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 48,112

6. Shared Voting Power: 0

7. Sole Dispositive Power: 48,112

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 48,112

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.05%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 045327103

1. Names of Reporting Person Alydar QP Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 547,109

6. Shared Voting Power: 0

7. Sole Dispositive Power: 547,109

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 547,109

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.60%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 045327103

1. Names of Reporting Person Alysheba Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially
Owned
by Each Reporting
Person With

5. Sole Voting Power: 12,260

6. Shared Voting Power: 0

7. Sole Dispositive Power: 12,260

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 12,260

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.013%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 045327103

1. Names of Reporting Person Alysheba QP Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 304,904

6. Shared Voting Power: 0

7. Sole Dispositive Power: 304,904

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 304,904

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.33%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 045327103

1. Names of Reporting Person Alysun Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially
Owned
by Each Reporting
Person With

5. Sole Voting Power: 15,508

6. Shared Voting Power: 0

7. Sole Dispositive Power: 15,508

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 15,508

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.02%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 045327103

1. Names of Reporting Person Alysun QP Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially
Owned
by Each Reporting
Person With

5. Sole Voting Power: 89,642

6. Shared Voting Power: 0

7. Sole Dispositive Power: 89,642

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 89,642

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.10%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 045327103

1. Names of Reporting Person Alydar Fund Limited

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Cayman Islands

Number of Shares Beneficially
Owned
by Each Reporting
Person With

5. Sole Voting Power: 1,765,791

6. Shared Voting Power: 0

7. Sole Dispositive Power: 1,765,791

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 1,765,791

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 1.93%

12. Type of Reporting Person (See Instructions) OO

CUSIP No. 045327103

1. Names of Reporting Person Alysheba Fund Limited

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Cayman Islands

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 1,154,267

6. Shared Voting Power: 0

7. Sole Dispositive Power: 1,154,267

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 1,154,267

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 1.26%

12. Type of Reporting Person (See Instructions) OO

CUSIP No. 045327103

1. Names of Reporting Person Alysun Fund Limited

I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization: Cayman Islands

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power: 52,291

6. Shared Voting Power: 0

7. Sole Dispositive Power: 52,291

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person. 52,291

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

11. Percent of Class Represented by Amount in Row (9) 0.06%

12. Type of Reporting Person (See Instructions) OO

Item 1.

(a) Name of Issuer: Aspen Technology, Inc.

(b) Address of Issuer's Principal Executive Offices: 200 Wheeler Road, Burlington, Massachusetts 01803.

Item 2.

(a) Name of Person Filing: John A. Murphy, an individual, is managing member of Alydar Capital, LLC and Alydar Partners, LLC, both Delaware limited liability companies. Alydar Capital, LLC is the general partner of Alydar Fund, L.P., Alydar QP Fund, L.P., Alysheba Fund, L.P., Alysheba QP Fund, L.P., Alysun Fund, L.P. and Alysun QP Fund, L.P. Alydar Partners, LLC is the investment manager of Alydar Fund, L.P., Alydar QP Fund, L.P., Alysheba Fund, L.P., Alysheba QP Fund, L.P., Alysun Fund, L.P., Alysun QP Fund, L.P., Alydar Fund Limited, Alysun Fund Limited and Alysheba Fund Limited. 1

(b) Address of Principal Business Office or, if none, Residence: 222 Berkeley Street, 17th Floor, Boston, Massachusetts 02116

(c) Citizenship: Delaware

(d) Title of Class of Securities: Aspen Technology, Inc. Common Stock

(e) CUSIP Number: 045327103

9.4

%

8.9

%

Operating Profit Margin

21.1

%

21.2

%

pts. 0.9

pts. 0.8

Operating Profit Margin Excluding Gain on Sale of SeaWorld Cleveland

% 21.1

pts. 0.9

Income Before Income Taxes

\$ 2,377.6

\$ 2,393.5

	10.3
%	
	9.6
%	
Domestic Beer Segment Income Before Income Taxes	
\$	
	2,667.1
\$	
	2,671.7
	9.5
%	
	9.3
%	
International Beer Segment Income Before Income Taxes	
\$	
	54.4
\$	

	55.6
	39.9
%	
	36.9
%	
Packaging Segment Income Before Income Taxes	
\$	
	107.5
\$	
	108.3
	43.3
%	
	42.2
%	
Entertainment Segment Income Before Income Taxes	
\$	
	147.4

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\$	141.6
%	3.8
%	8.0
Equity Income	
\$	254.4
\$	274.3
%	38.3
%	28.2
Net Income	
\$	1,704.5

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\$	1,740.3
%	13.4
%	11.1
Effective Tax Rate	
%	39.0
%	38.7
pts.)	(0.7
pts.)	(1.0
Basic Earnings Per Share	
\$	1.91
	19

\$	1.95
	16.8
%	
	14.4
%	
Diluted Earnings Per Share	
\$	1.89
	1.93
	16.4
%	
	14.0
%	

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth estimated expenses in connection with the issuance and distribution of the securities being registered, assuming eight issuances of securities:

SEC Registration Fee	\$	161,800
Printing and Engraving Expenses	\$	110,000*
Trustee's Charges	\$	40,000*
Accounting Fees	\$	80,000*
Rating Agency Fees	\$	560,000*
Legal Fees	\$	180,000*
Miscellaneous Fees and Expenses	\$	18,200*
Total	\$	1,150,000*

* Estimated

Item 15. Indemnification of Directors and Officers.

The Delaware General Corporation Law permits the indemnification by a Delaware corporation of its directors, officers, employees and other agents against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than derivative actions which are by or in the right of the corporation) if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard of care is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with defense or settlement of such an action and requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation.

The Registrant's Restated Certificate of Incorporation provides that each person who was or is made a party to, or is involved in, any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Registrant (or was serving at the request of the Registrant as a director, officer, employee or agent for another entity) while serving in such capacity will be indemnified and held harmless by the Registrant to the full extent authorized or permitted by Delaware law. The Restated Certificate also provides that the Registrant may purchase and maintain insurance and may also create a trust fund, grant a security interest and/or use other means (including establishing letters of credit, surety bonds and other similar arrangements) and may enter into contracts providing for indemnification, to ensure full payment of indemnifiable amounts.

The Registrant has entered into indemnification agreements with its directors and executive officers.

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Item 16. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1.1	Form of Underwriting Agreement.
1.2	Form of Distribution Agreement (incorporated by reference to Exhibit 1.2 to the Registrant's Registration Statement No. 333-64996).
4.1	Indenture dated as of July 1, 2001 between the Registrant and JPMorgan Chase Bank, formerly The Chase Manhattan Bank, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement No. 333-64996).
4.2	Form of Indenture to be entered into between the Registrant and a Trustee to be selected (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement No. 333-64996).
4.3	Form of Debt Security (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement No. 333-64996).
4.4	Form of Medium-Term Note (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement No. 333-31477).
5	Opinion and consent of Armstrong Teasdale LLP, counsel to the Registrant.
23	Consent of PricewaterhouseCoopers LLP.
24	Powers of Attorney executed by certain of the officers and directors of the Registrant.
25	Form T-1, Statement of Eligibility under the Trust Indenture Act of 1939, of JPMorgan Chase Bank, as Trustee.

Item 17. Undertakings.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that the undertakings set forth in subparagraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(5) To file an application for the purpose of determining the eligibility of the trustee (under any Indenture entered into with a trustee to be selected) to act under subsection (a) of section 310 of the Trust Indenture Act (the "TIA") in accordance with the rules and regulations prescribed by the Commission under section 305(b)(2) of the TIA.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the provisions described under Item 15 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on March 27, 2003.

ANHEUSER-BUSCH COMPANIES, INC.

By: /s/ JOBETH G.
 BROWN

(JoBeth G. Brown, Vice President and Secretary)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ PATRICK T. STOKES* </u> (Patrick T. Stokes)	President and Chief Executive Officer and Director (Principal Executive Officer)	March 27, 2003
<u> /s/ W. RANDOLPH BAKER* </u> (W. Randolph Baker)	Vice President and Chief Financial Officer (Principal Financial Officer)	March 27, 2003
<u> /s/ JOHN F. KELLY* </u> (John F. Kelly)	Vice President and Controller (Principal Accounting Officer)	March 27, 2003
<u> /s/ AUGUST A. BUSCH III* </u> (August A. Busch III)	Chairman of the Board and Director	March 27, 2003
<u> /s/ BERNARD A. EDISON* </u> (Bernard A. Edison)	Director	March 27, 2003
<u> /s/ CARLOS FERNANDEZ G.* </u> (Carlos Fernandez G.)	Director	March 27, 2003
<u> /s/ JOHN E. JACOB* </u> (John E. Jacob)	Director	March 27, 2003
<u> /s/ JAMES R. JONES* </u>	Director	March 27, 2003

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<hr/>		
(James R. Jones)		
<hr/>	Director	March 27, 2003
(Charles F. Knight)		
/s/ VERNON R. LOUCKS, JR.*	Director	March 27, 2003
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(Vernon R. Loucks, Jr.)		
/s/ VILMA S. MARTINEZ*	Director	March 27, 2003
<hr/>		
(Vilma S. Martinez)		

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ WILLIAM PORTER PAYNE*</u> (William Porter Payne)	Director	March 27, 2003
<u>/s/ JOYCE M. ROCHÉ*</u> (Joyce M. Roché)	Director	March 27, 2003
<u>/s/ HENRY HUGH SHELTON*</u> (Henry Hugh Shelton)	Director	March 27, 2003
<u>/s/ ANDREW C. TAYLOR*</u> (Andrew C. Taylor)	Director	March 27, 2003
<u>/s/ Douglas A. Warner III*</u> (Douglas A. Warner III)	Director	March 27, 2003
<u>/s/ EDWARD E. WHITACRE, JR.*</u> (Edward E. Whitacre, Jr.)	Director	March 27, 2003

* By: /s/ JOBETH G.
BROWN

JoBeth G. Brown

Attorney-in-Fact

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