

ASPEN TECHNOLOGY INC /DE/  
Form 8-K  
June 09, 2006

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 9, 2006

**ASPEN TECHNOLOGY, INC.**

(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>0-24786</b> (Commission File Number)	<b>04-2739697</b> (IRS Employer Identification No.)
<b>Ten Canal Park, Cambridge MA</b> (Address of Principal Executive Offices)		<b>02141</b> (Zip Code)

Registrant's telephone number, including area code: **(617) 949-1000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On June 9, 2006, we announced that we received a Wells Notice letter from the staff of the United States Securities and Exchange Commission of possible civil enforcement action regarding our originally filed financial statements for fiscal years 2000-2004, which we restated in March 2005. The full text of the press release issued in connection with this announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Exhibits**

(d) Exhibits

99.1 Press Release of the Company dated June 9, 2006.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ASPEN TECHNOLOGY, INC.**

Date: June 9, 2006

By: /s/ Frederic G. Hammond  
Frederic G. Hammond  
Senior Vice President and  
General Counsel

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