

ASPEN TECHNOLOGY INC /DE/
Form SC 13D/A
May 10, 2011

**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. 8)¹**

Aspen Technology, Inc.

(Name of issuer)

Common Stock, par value \$0.10

(Title of class of securities)

045327103

(CUSIP number)

Jarlyth H. Gibson, 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 5, 2011

(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
.: o

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 21 Pages)

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).

CUSIP No. 045327103

Schedule 13D

Page 2 of 21

NAME OF REPORTING PERSON

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

Advent International Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 3,646,549

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
3,646,549

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,646,549

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

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

3.87%

14 TYPE OF REPORTING PERSON*

CO, IA

CUSIP No. 045327103

Schedule 13D

Page 3 of 21

NAME OF REPORTING PERSON

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

Advent International Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 3,578,982

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
3,578,982

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,578,982

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.80%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 4 of 21

NAME OF REPORTING PERSON

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

Advent Energy II Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
(a) p
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 240,675

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
240,675

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
240,675

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.26%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 5 of 21

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)
- (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

7 SOLE VOTING POWER

NUMBER OF 51,048

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
None

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 51,048

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

51,048

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

0.05%

TYPE OF REPORTING PERSON*

14

PN

CUSIP No. 045327103

Schedule 13D

Page 6 of 21

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)

(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

7 SOLE VOTING POWER

NUMBER OF 235,707

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER

None

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 235,707

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

235,707

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

0.25%

TYPE OF REPORTING PERSON*

14

PN

CUSIP No. 045327103

Schedule 13D

Page 7 of 21

NAME OF REPORTING PERSON

1

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

Digital Media & Communications III-A Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 116,696

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER

None

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 116,696

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

116,696

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

0.12%

TYPE OF REPORTING PERSON*

14

PN

CUSIP No. 045327103

Schedule 13D

Page 8 of 21

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) p

(b) o

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

7 SOLE VOTING POWER

29,165

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

None

OWNED BY

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON
WITH
10
29,165
SHARED DISPOSITIVE POWER
None

11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,165

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

13
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.03%

14
TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 9 of 21

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) p

(b) o

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

7 SOLE VOTING POWER

466,768

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

None

OWNED BY

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON 466,768
WITH SHARED DISPOSITIVE POWER
10
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
466,768

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.50%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 10 of 21

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) p
- (b) o

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

7 SOLE VOTING POWER

87,513

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

None

OWNED BY

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON 87,513
WITH SHARED DISPOSITIVE POWER
10
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
87,513

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.09%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 11 of 21

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) p

(b) o

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

7 SOLE VOTING POWER

58,349

NUMBER OF
SHARES
BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

None

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON 58,349
WITH SHARED DISPOSITIVE POWER
10
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
58,349

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.06%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 12 of 21

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)

(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

7 SOLE VOTING POWER

510,519

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

None

OWNED BY

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON 510,519
WITH SHARED DISPOSITIVE POWER
10
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
510,519

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.54%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 13 of 21

NAME OF REPORTING PERSON

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

Global Private Equity IV Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

- 2**
(a) p
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 1,782,542

SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY **8** None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
1,782,542

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,782,542

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

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

1.89%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 045327103

Schedule 13D

Page 14 of 21

NAME OF REPORTING PERSON

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

Advent Partners (NA) GPE-III Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 1,293

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
1,293

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,293

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

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

0.00%

14 TYPE OF REPORTING PERSON *

PN

CUSIP No. 045327103

Schedule 13D

Page 15 of 21

NAME OF REPORTING PERSON

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

Advent Partners DMC III Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
(a) p
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 13,527

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
13,527

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,527

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.01%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 16 of 21

NAME OF REPORTING PERSON

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

Advent Partners GPE-III Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
(a) p
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 4,369

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
4,369

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,369

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

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

0.00%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 17 of 21

NAME OF REPORTING PERSON

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

Advent Partners GPE-IV Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 22,563

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
22,563

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,563

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.02%

14 TYPE OF REPORTING PERSON*
PN

CUSIP No. 045327103

Schedule 13D

Page 18 of 21

NAME OF REPORTING PERSON

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

Advent Partners II Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
(a) p
(b) o

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

7 SOLE VOTING POWER

NUMBER OF 25,815

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
25,815

WITH **10** SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,815

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.03%

14 TYPE OF REPORTING PERSON
PN

CUSIP NO. 045327103

Schedule 13D

Page 19 of 21

Item 1. Security and Issuer

This statement on Amendment No. 8 to Schedule 13D (Amendment No. 8) relates to the Reporting Persons 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 200 Wheeler Road, Burlington, MA 01803. This Amendment No. 8 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission) on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006, Amendment No. 2 thereto filed with the Commission on July 26, 2006, Amendment No. 3 thereto filed with the Commission on December 15, 2006, Amendment No. 4 thereto filed with the Commission on December 22, 2006, Amendment No. 5 thereto filed with the Commission on February 14, 2008, Amendment No. 6 thereto filed with the Commission on September 30, 2010 and Amendment No. 7 thereto filed with the Commission on February 23, 2011 (as so amended, the Schedule 13D). This Amendment No. 8 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended as set forth in the following table which reports the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of the Schedule 13D (based upon 94,113,146 shares of Common Stock outstanding as of April 25, 2011). The table has been amended to reflect sales made on behalf of each Reporting Person since Amendment No. 7 was filed. The table has been amended to reflect sales made on behalf of each Reporting Person. The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding	Number of Shares Acquired during Past 60 Days	Number of Shares Disposed of during Past 60 Days
Reporting Person Advent International Corporation (1),(2)	3,646,549	3.87%	0	3,142,387
Advent International Limited Partnership (1)	3,578,982	3.80%	0	3,084,150
Advent Energy II Limited Partnership (1)	240,675	0.26%	0	207,400
Advent PGGM Global Limited Partnership (1)	51,048	0.05%	0	43,991
Digital Media & Communications III Limited Partnership (1)	235,707	0.25%	0	203,119
Digital Media & Communications III-A Limited Partnership (1)	116,696	0.12%	0	100,561
Digital Media & Communications III-B Limited Partnership (1)	29,165	0.03%	0	25,134
Digital Media & Communications III-C Limited Partnership (1)	466,768	0.50%	0	402,233
Digital Media & Communications III-D C.V. (1)	87,513	0.09%	0	75,416
Digital Media & Communications III-E C.V. (1)	58,349	0.06%	0	50,279
Global Private Equity III Limited Partnership (1)	510,519	0.54%	0	439,934
	1,782,542	1.89%	0	1,536,083

Global Private Equity IV Limited Partnership (1)				
Advent Partners (NA) GPE-III Limited Partnership (2)	1,293	0.00%	0	1,123
Advent Partners DMC III Limited Partnership (2)	13,527	0.01%	0	11,657

CUSIP NO. 045327103

Schedule 13D

Page 20 of 21

	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding	Number of Shares Acquired during Past 60 Days	Number of Shares Disposed of during Past 60 Days
Advent Partners GPE-III Limited Partnership (2)	4,369	0.00%	0	3,768
Advent Partners GPE-IV Limited Partnership (2)	22,563	0.02%	0	19,441
Advent Partners II Limited Partnership (2)	25,815	0.03%	0	22,248
Total Group	3,646,549	3.87%	0	3,142,387

- (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.
-

CUSIP NO. 045327103

Schedule 13D

Page 21 of 21

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.

May 10, 2011

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.
Advent Energy II Limited Partnership

By: Advent International Limited Partnership,
General Partner

By: Advent International Corporation,
General Partner

By: Anna J. Guerin, Attorney*
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: Anna J. Guerin, Attorney*
ADVENT INTERNATIONAL CORPORATION

By: Anna J. Guerin, Attorney*

*For all of the above:

/s/ Anna J. Guerin

Anna J. Guerin, Attorney