

ASPEN TECHNOLOGY INC /DE/  
Form 10-Q/A  
June 14, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Amendment No. 1**

**Form 10-Q/A**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTER ENDED MARCH 31, 2006**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 000-24786

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**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.)

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**Ten Canal Park, Cambridge, Massachusetts 02141**  
(Address of principal executive office and zip code)

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

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 9, 2006, there were 48,838,834 shares of the registrant's common stock (par value \$0.10 per share) outstanding.

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2006, originally filed with the SEC on May 10, 2006, is being filed solely for the purpose of correcting an inadvertent typographical error appearing in our Certification of Chief Executive Officer, which was filed as Exhibit 32.1 to the Form 10-Q, and our Certification of Chief Financial Officer, which was filed as Exhibit 32.2 to the Form 10-Q. Each of these Certifications was made in connection with our Quarterly Report on Form 10-Q for the period ended March 31, 2006, not the period ended December 31, 2005, as stated in the Certifications as originally filed. These Certifications, as corrected, are included as Exhibits 32.1 and 32.2 to this Amendment No. 1.

This Amendment No. 1 on Form 10-Q/A has not been updated for events occurring after the filing of the original Quarterly Report on Form 10-Q on May 10, 2006.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

**ASPEN TECHNOLOGY, INC.**

Date: June 12, 2006

By:

/s/ Mark Fusco  
Mark Fusco  
*President, Chief Executive Officer and  
Interim Chief Financial Officer  
(Principal Executive and Financial Officer)*

3

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**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
32.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

4

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