

ASPEN TECHNOLOGY INC /DE/
Form SC 13G/A
February 12, 2004

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

SCHEDULE 13G
(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Aspen Technology, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

045327103
(CUSIP Number)

December 31, 2003
Date of Event Which Requires Filing of the 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 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 (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

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois limited partnership

U.S.A.

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER
1,260,047 shares of Common Stock

BENEFICIALLY

\$1,640,000 in principal amount of the Company's 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1)

OWNED BY

EACH

Warrants to purchase 69,160 shares of Common Stock(1)

REPORTING

7. SOLE DISPOSITIVE POWER

PERSON

0

WITH

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

PN; HC

(1) See Footnote 1 in item 4.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GLB Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 6. SHARED VOTING POWER 7. SOLE DISPOSITIVE POWER 8. SHARED DISPOSITIVE POWER	0 1,260,047 shares of Common Stock \$1,640,000 in principal amount of the Company's 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1) Warrants to purchase 69,160 shares of Common Stock(1) 0 See Row 6 above.
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) **ý**

(b) **o**

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 0 6. SHARED VOTING POWER 1,260,047 shares of Common Stock \$1,640,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1) Warrants to purchase 69,160 shares of Common Stock(1)
7. SOLE DISPOSITIVE POWER 0	8. SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

OO; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth Griffin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) **Y**

(b) **O**

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 0 6. SHARED VOTING POWER 1,260,047 shares of Common Stock \$1,640,000 in principal amount of the Company's 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1) Warrants to purchase 69,160 shares of Common Stock(1)
7. SOLE DISPOSITIVE POWER 0	8. SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

IN; HC

(1) See Footnote 1 in item 4.

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Wellington Partners L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) **ý**

(b) **o**

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois limited partnership

U.S.A.

- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,260,047 shares of Common Stock

\$1,640,000 in principal amount of the Company s 5.25%
 Convertible Subordinated Debentures (convertible into 30,961
 shares of Common Stock)(1)

Warrants to purchase 69,160 shares of Common Stock(1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above. |
|--|---|
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Kensington Global Strategies Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) **Y**

(b) **O**

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda company

NUMBER OF
SHARES

5. SOLE VOTING POWER

0

BENEFICIALLY

6. SHARED VOTING POWER
1,260,047 shares of Common Stock

OWNED BY

**\$1,640,000 in principal amount of the Company's 5.25%
Convertible Subordinated Debentures (convertible into 30,961
shares of Common Stock)(1)**

EACH

Warrants to purchase 69,160 shares of Common Stock(1)

REPORTING

7. SOLE DISPOSITIVE POWER

PERSON

0

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12. TYPE OF REPORTING PERSON*

CO; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock \$1,640,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1) Warrants to purchase 69,160 shares of Common Stock(1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12. TYPE OF REPORTING PERSON*

CO; HC

(1) See Footnote 1 in item 4.

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aragon Investments, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) Yes

(b) No

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock \$1,640,000 in principal amount of the Company's 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1) Warrants to purchase 69,160 shares of Common Stock(1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.

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See Row 6 above.

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CERTAIN SHARES*

No

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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1. NAME OF REPORTING PERSON
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