

ASPEN TECHNOLOGY INC /DE/  
Form 8-K  
January 25, 2006

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

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**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): January 20, 2006

**ASPEN TECHNOLOGY, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**0-24786**  
(Commission File Number)

**04-2739697**  
(IRS Employer Identification No.)

**Ten Canal Park, Cambridge MA**  
(Address of Principal Executive Offices)

**02141**  
(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 5.02**

**Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On January 20, 2006, Mr. Douglas A. Kingsley, who was designated by the holders of our Series D-1 convertible preferred stock to serve as one of our Class III directors, resigned from our board of directors. Also on January 20, 2006, our Series D-1 holders appointed Christopher Pike as one of our Class III directors to fill the vacancy left by the resignation of Mr. Kingsley. Our Series D-1 convertible preferred stock is held by limited partnerships managed by Advent International Corporation.

Since January 2003, Mr. Pike has been a partner of Advent International. From February 1997 to January 2003, Mr. Pike was a principal of Advent International. Prior to joining Advent International, Mr. Pike worked for Coopers & Lybrand LLP in the Business Assurance and Financial Advisory Services groups. Mr. Pike is a director of GFI Group, Inc., an inter-dealer broker of over-the-counter derivative and cash products; Americus Dental Labs, Inc., a provider of dental laboratory services; and Long Term Care Group, Inc., a long term care insurance administrator. Mr. Pike holds a Bachelor of Arts degree in Economics and Spanish from Amherst College.

**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: January 25, 2006

By:

/s/ FREDERIC G. HAMMOND  
Frederic G. Hammond  
Senior Vice President and  
General Counsel