ASPEN TECHNOLOGY INC /DE/ Form SC 13D/A July 26, 2006

CUSIP NO. 045327103

Schedule 13D

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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. 2)(1)

Aspen Technology, Inc. (Name of issuer)

Common Stock, par value \$0.10 (Title of class of securities)

045327103 (CUSIP number)

Jarlyth H. Gibson, Assistant 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)

July 13, 2006 (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:.[]

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 23 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. 0	045327103 Schedule 13D Pag	ge 2 of 23
	DF REPORTING PERSON . IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
Advent	International Corporation	
2 CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(A) [X]
3 SEC US	GE ONLY	
4 Source	e of Funds	
	if Disclosure of Legal Proceedings Is Required Pursuant to 2(d) or 2 (e)	
6 CITIZE	ENSHIP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER	
11 AGGREG	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12 CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAP	 RES []
13 PERCEN 39.2%	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
14 TYPE O	OF REPORTING PERSON*	

CUSIP NO	0.04532	27103	Schedule 13D	Page	3 0:	£ 23
			ING PERSON ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
Adv	vent Int	ernat	cional Limited Partnership			
2 CHE	ECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP*		, ,	[X]
3 SEC	C USE ON	1LY				
4 Sou	urce of	Funds	3			
	eck if Iems 2(d)		osure of Legal Proceedings Is Required Pursuant (2)	 to		
	 TIZENSHI laware	IP OR	PLACE OF ORGANIZATION			
NUMBH OF SHARH BENEFIC OWNED EACH REPORT PERSO WITH	ES IALLY BY H IING ON	 8 9	SOLE VOTING POWER 30,915,611 SHARED VOTING POWER None SOLE DISPOSITIVE POWER 30,915,611 SHARED DISPOSITIVE POWER None			
	GREGATE ,915,611		NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12 CHE	ECK BOX	IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	3	[]
	 RCENT OF	CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)			
14 TYF	PE OF RE	EPORTI	ING PERSON*			

CUSII	P NO. 0453	27103	Schedule 13D	Page	4 of	E 23
1			TING PERSON TICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Global Pr	ivate	e Equity IV Limited Partnership			
2	CHECK THE	APPR	ROPRIATE BOX IF A MEMBER OF A GROUP*			[X]
3	SEC USE O	 NLY				
4	Source of	Fund	ls			
5	Check if		osure of Legal Proceedings Is Required Pursuant 2 (e)	 to		
6	CITIZENSH Delaware	 IP OR	R PLACE OF ORGANIZATION			
SI BENEI OWI I REI	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		SOLE VOTING POWER 15,397,758 SHARED VOTING POWER None SOLE DISPOSITIVE POWER 15,397,758			
	ERSON VITH	10	SHARED DISPOSITIVE POWER None			
11	AGGREGATE 15,397,75		JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	3	[]
13	PERCENT 0	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)			
14		 EPORT	ING PERSON*			
	PN					

CUSI	P NO. 0453	27103 Schedule 13D	Page	5 of	: 23
1		EPORTING PERSON ENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Global Pr	ivate Equity III Limited Partnership			
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*		(A)	
3	SEC USE O	NLY			
4	Source of	Funds			
5		Disclosure of Legal Proceedings Is Required Pursuant t) or 2 (e)	0		
6	CITIZENSH	IP OR PLACE OF ORGANIZATION			
SI BENEE OWN I REE	JMBER OF HARES FICIALLY NED BY EACH PORTING ERSON WITH	7 SOLE VOTING POWER 4,409,908 8 SHARED VOTING POWER None 9 SOLE DISPOSITIVE POWER 4,409,908 10 SHARED DISPOSITIVE POWER None			
11	AGGREGATE 4,409,908	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES	 }	[]
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
14	TYPE OF R	EPORTING PERSON*			

CUSI	P NO. 0453	Schedule 13D	Page	6 01	E 23
1		REPORTING PERSON DENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Advent Pa	artners GPE-IV Limited Partnership			
2	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			[X]
3	SEC USE O	ONLY		(B) 	[]
4	Source of	Funds			
5		Disclosure of Legal Proceedings Is Required Pursuant to or 2 (e)	 to		
6	CITIZENSH	HIP OR PLACE OF ORGANIZATION			
S BENE OW RE	UMBER OF HARES FICIALLY NED BY EACH PORTING ERSON WITH	7 SOLE VOTING POWER 194,890 8 SHARED VOTING POWER None 9 SOLE DISPOSITIVE POWER 194,890 10 SHARED DISPOSITIVE POWER None			
11	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX	K IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN :	SHARES	3	[]
13	PERCENT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
14	TYPE OF R	REPORTING PERSON*			

CUSIP	NO. 0453	103	Schedule 13D	Page	7 0:	f 23
		ORTING PERSON	. OF ABOVE PERSON (ENTITIES ONLY)			
P	Advent PG	Global Limite	ed Partnership			
2 C	CHECK THE	PPROPRIATE BOX	K IF A MEMBER OF A GROUP*		, ,	[X]
3 S	SEC USE O					
	 Source of VC	'unds				
	Check if litems 2(d		egal Proceedings Is Required Pursuant	to		
	CITIZENSH Delaware	OR PLACE OF (DRGANIZATION			
SHA BENEFI OWNE EA REPC PEF	MBER DF ARES ICIALLY ED BY ACH DRTING RSON	SOLE VOTIN 440,969 SHARED VOT None SOLE DISPO 440,969 O SHARED DIS None	TING POWER			
	AGGREGATE	MOUNT BENEFIC	IALLY OWNED BY EACH REPORTING PERSON			
12 0	CHECK BOX	F THE AGGREGAT	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARE	: S	[]
	PERCENT 01	CLASS REPRESEN	NTED BY AMOUNT IN ROW (9)			
	TYPE OF R	ORTING PERSON	k			

CUSI	P NO. 0453	27103	Schedule 13D	Page	8 of	E 23
1			TING PERSON TICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Advent Pa	rtner	s GPE-III Limited Partnership			
2	CHECK THE	APPR	COPRIATE BOX IF A MEMBER OF A GROUP*			[X]
3	SEC USE O	 NLY				
4	Source of	Fund	ls			
5	Check if Items 2(d		osure of Legal Proceedings Is Required Pursuant 2 (e)	 to		
6	CITIZENSH Delaware	 IP OR	PLACE OF ORGANIZATION			
SI BENEI OWI REI	UMBER OF HARES FICIALLY NED BY EACH PORTING ERSON WITH	8 9	SOLE VOTING POWER 37,760 SHARED VOTING POWER None SOLE DISPOSITIVE POWER 37,760 SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE 37,760	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	3	[]
13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)			
14		EPORT	ING PERSON*			

CUSIP NO. (045327103 Schedule 13D F	?age	9 01	∄ 23
	OF REPORTING PERSON . IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
Advent	Partners (NA) GPE-III Limited Partnership			
2 CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			[X]
3 SEC U	SE ONLY		(B)	[]
4 Source	e of Funds			
	if Disclosure of Legal Proceedings Is Required Pursuant to 2(d) or 2 (e))		
6 CITIZI	ENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALI OWNED BY EACH REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER			
11 AGGRE0	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12 CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SE	 IARES		[]
13 PERCEI	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
14 TYPE (DF REPORTING PERSON*			

CUS	IP NO. 0453	327103	Schedule 13D	Page	10 o	f 23
1			TING PERSON FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Digital M	ſedia	& Communications III Limited Partnership			
2	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
					(B)	[]
3	SEC USE C	NLY				
4	Source of	Func				
	WC					
5	Check if Items 2(c		Losure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6	CITIZENSH	IIP OF	R PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
			2,036,076			
1	NUMBER OF	8	SHARED VOTING POWER			
	SHARES EFICIALLY		None			
	WNED BY EACH		SOLE DISPOSITIVE POWER			
	EPORTING	J				
1	PERSON WITH		2,036,076 			
		10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE	IOMA :	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,036,076	5				
12	СНЕСК ВОХ	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	īS	[]
13	PERCENT C	F CLF	ASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.7%					
14	TYPE OF F	REPORI	ING PERSON*			
	PN					

CUSI	P NO. 0453	27103	Schedule 13D	Page	11 o	f 23
1			TING PERSON TICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Digital M	edia	& Communications III-A Limited Partnership			
2	CHECK THE	APPF	OPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
					(B)	[]
3	SEC USE O	NLY				
4	Source of	Fund	's			
	WC					
5	Check if Items 2(d		osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6	 CITIZENSH	IP OF	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
			1,008,020			
N	UMBER OF	8	SHARED VOTING POWER			
	HARES FICIALLY		None			
OW	NED BY					
	EACH PORTING	9	SOLE DISPOSITIVE POWER			
	ERSON WITH		1,008,020			
		10	SHARED DISPOSITIVE POWER			
			None			
11			NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,008,020 					
12	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	≟S	[]
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
	1.9%					
14	TYPE OF R	EPORT	ING PERSON*			
	PN 					

CUSIP NO. 04	5327103	Schedule 13D	Page	12 o	f 23
		FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
Digital	Media	& Communications III-B Limited Partnership			
2 CHECK T	HE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
				(B)	[]
3 SEC USE	ONLY				
4 Source	of Fund	ds			
WC					
5 Check i Items 2		losure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6 CITIZEN	SHIP O	R PLACE OF ORGANIZATION			
Delawar	е				
	7	SOLE VOTING POWER			
		251,952			
NUMBER OF	8	SHARED VOTING POWER			
SHARES BENEFICIALLY		None			
OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
REPORTING PERSON		251,952			
WITH	10	SHARED DISPOSITIVE POWER			
		None			
 11 AGGREGA	 TF ∆M∩I	NOTICE			
251,952	11100	AND BENEFICIABLE OWNED BY BROWN REPORTING PERSON			
12 CHECK B	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	 ES	[]
13 PERCENT	OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)			
0.5%					
14 TYPE OF	REPOR'				
PN					

CUSIP	NO. 0453	27103	Schedule 13D	Page	13 o	f 23
			ING PERSON ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
D	igital M	edia	& Communications III-C Limited Partnership			
2 C	HECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
					(B)	[]
3 S	EC USE O	NLY				
4 S	ource of	 Fund	s			
W	C					
	heck if tems 2(d		osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6 C	ITIZENSH	 IP OR	PLACE OF ORGANIZATION			
D	elaware					
		7	SOLE VOTING POWER			
			4,031,978			
NUM O	BER F	8	SHARED VOTING POWER			
	CIALLY		None			
EA		9	SOLE DISPOSITIVE POWER			
REPO PER	RTING SON		4,031,978			
WI	TH	10	SHARED DISPOSITIVE POWER			
			None			
11 A	GGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
4	,031,978					
12 C	HECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	ES	[]
13 P	ERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
7	.1%					
14 T	YPE OF R	EPORT	ING PERSON*			
P	N 					

CUSIP NO	O. 0453	27103	Schedule 13D	Page	14 c	f 23
			ING PERSON ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
Dio	gital M	edia	& Communications III-D C.V.			
2 CHE	ECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
					(B)	[]
3 SEC	C USE O	NLY				
4 Soi	urce of	 Fund	s			
WC						
	eck if ems 2(d		osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6 CIT	 TIZENSH	 IP OR	PLACE OF ORGANIZATION			
Net	therlan	ds				
		7	SOLE VOTING POWER			
	UMBER OF HARES FICIALLY NED BY EACH PORTING ERSON WITH		755,963			
		8	SHARED VOTING POWER			
			None			
		 9	SOLE DISPOSITIVE POWER			
REPORT			755 , 963			
		1.0				
		10	SHARED DISPOSITIVE POWER			
			None 			
		AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
755	5 , 963 					
12 CHE	ECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	ΞS	[]
13 PEF	RCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
1.4	4%					
14 TYE	PE OF R	EPORT	ING PERSON*			
PN						

CUSI	P NO. 0453	327103	Schedule 13D	Page	15 o	f 23
1			TING PERSON TICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Digital M	Media	& Communications III-E C.V.			
2	CHECK THE	APPF	COPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
3	SEC USE C)NLY			(B) 	[]
4	Source of	Fund	ls			
 5			osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6	CITIZENSE Netherlan		PLACE OF ORGANIZATION			
			OOLD VOID DOWN			
		1	SOLE VOTING POWER 504,010			
	IUMBER OF SHARES	8	SHARED VOTING POWER			
	FICIALLY NED BY		None			
	EACH PORTING	9	SOLE DISPOSITIVE POWER			
	PERSON		504,010			
	WITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE 504,010	AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12		IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	 ES	[]
13	PERCENT C)F CL <i>P</i>	SS REPRESENTED BY AMOUNT IN ROW (9)			
	0.9%					
14	TYPE OF F	REPORT	ING PERSON*			
	PN					

CUSIP NO. 045327103		27103	Schedule 13D	Page	16 o:	f 23
1			TING PERSON TICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Advent Pa	rtner	s DMC III Limited Partnership			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) [X					[X]
3	SEC USE O	 NLY				
4	Source of	Fund	ds			
5	Check if Items 2(d		osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6	CITIZENSH Delaware	IP OR	PLACE OF ORGANIZATION			
SI BENEI OWI REI	UMBER OF HARES FICIALLY NED BY EACH PORTING ERSON WITH	8 9	SOLE VOTING POWER 116,850 SHARED VOTING POWER None SOLE DISPOSITIVE POWER 116,850 SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE	AMOU	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARE	ES	[]
13	PERCENT O	F F CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
14	TYPE OF R	EPORT	ING PERSON*			

CUSI	P NO. 0453	27103	Schedule 13D	Page	17 o	f 23
1			TING PERSON TICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Advent En	ergy	II Limited Partnership			
2	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
					(B)	[]
3	SEC USE C	NLY				
4	Source of	Func				
	WC					
5	Check if Items 2(d		osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6	CITIZENSH	IP OF	R PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
			2,078,977			
N	IUMBER OF	8	SHARED VOTING POWER			
	HARES FICIALLY		None			
OW	NNED BY EACH EPORTING PERSON WITH		SOLE DISPOSITIVE POWER			
RE		J				
r			2,078,977			
		10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE 2,078,977		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	 ES	[]
13	PERCENT C	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.8%					
14	TYPE OF REPORTING PERSON*					
	PN					

CUSIP NO.	04532	7103	Schedule 13D	Page	18 0	of 23
			ING PERSON ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
Adve	nt Part	tners	s II Limited Partnership			
2 CHEC:	K THE A	APPR(DPRIATE BOX IF A MEMBER OF A GROUP*		(A)	[X]
3 SEC	USE ON	 LY			(B)	[]
4 Sour	ce of I	 Funds	3			
	k if D: s 2(d)		osure of Legal Proceedings Is Required Pursuant 2 (e)	to		
6 CITI		P OR	PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		 8	SOLE VOTING POWER 223,002 SHARED VOTING POWER None SOLE DISPOSITIVE POWER			
REPORTI: PERSON WITH	-	 10	223,002 SHARED DISPOSITIVE POWER None			
11 AGGR.		 AMOU1	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12 CHEC	K BOX	IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARI	ES	[]
13 PERC. 0.4%		CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)			
14 TYPE	TYPE OF REPORTING PERSON*					

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Item 1. Security and Issuer

This statement on Amendment No. 2 to Schedule 13D ("Amendment No. 2") relates to the Reporting Persons' (as defined in Item 2 below) 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 Ten Canal Park, Cambridge, MA 02141. This Amendment No. 2 amends the Amendment No. 1 on Schedule 13D filed on June 6, 2006, filed by the Reporting Persons (as defined herein). This Amendment No. 2 is being filed by the Reporting Persons to amend Item 5 to the Amendment No. 1.

Item 2. Identity and Background

- (a) (b) (c) (f) This statement is being filed by the following entities:
 - (1) Advent International Corporation, a Delaware corporation;
- (2) Advent International Limited Partnership, a Delaware limited partnership;
- (3) Global Private Equity IV Limited Partnership, a Delaware limited partnership;
- (4) Advent Partners GPE-IV Limited Partnership, a Delaware limited partnership;
- (5) Advent PGGM Global Limited Partnership, a Delaware limited partnership;
- (6) Advent Partners GPE-III Limited Partnership, a Delaware limited partnership;
- (7) Advent Partners (NA) GPE-III Limited Partnership, a Delaware limited partnership;
- (8) Digital Media & Communications III Limited Partnership, a Delaware limited partnership;
- (9) Digital Media & Communications III-A Limited Partnership, a Delaware limited partnership;
- (10) Digital Media & Communications III-B Limited Partnership, a Delaware limited partnership;
- (11) Digital Media & Communications III-C Limited Partnership, a Delaware limited partnership;
- (12) Digital Media & Communications III-D C.V., a Netherlands limited partnership;

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(13) Digital Media & Communications III-E C.V., a Netherlands limited partnership;

- (14) Advent Partners DMC-III Limited Partnership, a Delaware limited partnership;
- (15) Advent Energy II Limited Partnership, a Delaware limited partnership;
- (16) Advent Partners II Limited Partnership, a Delaware limited partnership;
- (17) Global Private Equity III Limited Partnership, a Delaware limited partnership.

Advent International Corporation is a Delaware corporation with its principal and business address at 75 State Street, Boston, Massachusetts 02109. Advent International Corporation is an investment advisory firm. Advent International Corporation is the General Partner of Advent Partners II Limited Partnership, Advent Partners DMC III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners GPE-III Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership and Advent International Limited Partnership, which is in turn the general partner of Global Private Equity III Limited Partnership, Global Private Equity IV 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., and Advent Energy II Limited Partnership. The principal business of Advent International Corporation is private equity investments.

The principal business of Advent Partners II Limited Partnership, Advent Partners DMC III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership, Advent Partners (NA) GPE-III Limited Partnership, Global Private Equity III Limited Partnership, Global Private Equity IV Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications III-A Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., Digital Media & Communications III-E C.V., and Advent Energy II Limited Partnership is to provide risk capital for, and make investments in the securities of, privately held and other businesses.

The persons serving as directors and executive officers of Advent International Corporation are set forth on Schedule A hereto.

The entities listed in subparagraph (1) through (17) above are herein collectively referred to as the "Reporting Persons" and individually as a "Reporting Person." The principal business address of all of the Reporting Persons is c/o Advent International Corporation, 75 State, Boston, MA 02109.

(d) (e) During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been convicted in a criminal

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proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been a party to a civil proceeding of a judicial or administrative body of

competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violations with respect to such laws.

Item 5. Interest in Securities of the Issuer.

(a) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 53,346,537 shares of Common Stock outstanding as of July $13,\ 2006$). 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	f Shares	
Reporting Person		Under Warrants	Total
Global Private Equity IV Limited Partnership (1)	15,397,758		15,397,75
Advent PGGM Global Limited Partnership (1)	440,969		440,96
Global Private Equity III Limited Partnership (1)	4,409,908		4,409,90
Digital Media & Communications III Limited Partnership (1)			2,036,07
Digital Media & Communications III-A Limited Partnership (1)	1,008,020		1,008,02
Digital Media & Communications III-B Limited Partnership (1)	251 , 952		251 , 95
Digital Media & Communications III-C Limited Partnership (1)	4,031,978		4,031,97
Digital Media & Communications III-D C.V. (1)	755 , 963		755 , 96
Digital Media & Communications III-E C.V. (1)	504,010		504,01
Advent Energy II Limited Partnership (1)	2,078,977		2,078,97
Advent Partners GPE-IV Limited Partnership (2)	194,890		194,89
Advent Partners GPE-III Limited Partnership (2)	37,760		37,76
Advent Partners (NA) GPE-III Limited Partnership (2)	11,223		11,22
Advent Partners DMC III Limited Partnership (2)	116,850		116,85
Advent Partners II Limited Partnership (2)	223,002		223,00
Advent International Limited Partnership (1)	30,915,611		30,915,61
Advent International Corporation (1), (2)	31,499,336		31,499,33
Total Group	31,499,336		31,499,33
Advent International Limited Partnership (1) Advent International Corporation (1), (2)	30,915,611 31,499,336		31

- (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.
- (c) On July 13, 2006 the Reporting Persons exercised 6,006,006 WD Warrants utilizing the "cashless exercise" provision contained in the WD Common Stock Purchase Warrant. In connection with the "cashless exercise" the

Reporting Persons surrendered 1,636,670 WD Warrants collectively to acquire 4,369,336 shares of Common Stock of the Issuer.

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Schedule 13D

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

July 26, 2006

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: Jarlyth H. Gibson, Assistant Compliance Officer*

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: Jarlyth H. Gibson, Assistant Compliance Officer *

ADVENT INTERNATIONAL CORPORATION

By: Jarlyth H. Gibson, Assistant Compliance Officer *

* For all of the above:

/s/ Jarlyth H. Gibson

Jarlyth H. Gibson, Assistant Compliance Officer

CUSIP NO. 045327103

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SCHEDULE A

The name and present principal occupation of each executive officer and director of Advent International Corporation is set forth below. The business address of each executive officer and director of Advent International Corporation is c/o Advent International Corporation, 75 State Street, Boston,

Massachusetts 02109. All of the persons listed below are United States citizens.

I. Advent International Corporation

Nama	Position with Advent International	Principal Occupation
Name	Corporation	(if different)
Peter A. Brooke	Chairman	
Thomas H. Lauer	Senior Vice President	
	Managing Director	
	Chief Financial Officer	
	Assistant Secretary Executive Officers'	
	Committee Member	
	Committee Member	
Ernest G. Bachrach	Executive Officers'	
	Committee Member	
David M. Mussafer	Director	
	Executive Officers'	
	Committee Member	
William C. Schmidt	Executive Officers'	
	Committee Member	
John B. Singer	Executive Officers'	
	Committee Member	
Steven M. Tadler	Director	
	Executive Officers'	
	Committee Member	
Janet L. Hennessy	Senior Vice President of Finance Partner	
	Chief Compliance Officer	
	Assistant Secretary	
John F. Brooke	Director	General Partner of Brooke
		Private Equity
Mark Hoffman	Director	Chairman of
		Cambridge
		Research Group
David W. Watson	Secretary	Attorney