

ASPEN TECHNOLOGY INC /DE/
Form 8-K
December 11, 2017

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

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): December 8, 2017

ASPEN TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware 0-24786 04-2739697
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

20 Crosby Drive, Bedford, MA 01730
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (781) 221-6400

(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 5.07. Submission of Matters to a Vote of Security Holders.

At our Annual Meeting of Stockholders on December 8, 2017, four proposals were presented to stockholders:

1. Election of two Class III directors to serve until the 2020 Annual Meeting of Stockholders;
2. Ratification of appointment of KPMG LLP as our independent registered public accounting firm;
3. Approval, on an advisory basis, of the compensation of our named executive officers as identified in the proxy statement for the annual meeting; and
4. Approval, on an advisory basis, of "one year" for the frequency of future advisory votes on executive compensation once every one, two or three years.

Each proposal passed. The votes with respect to the proposals are set forth below.

1) Election of Two Class III Directors to Serve Until the 2020 Annual Meeting of Stockholders

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|----------|------------------|
| Joan C. McArdle | 63,034,717 | 822,670 | 3,320,052 |
| Simon J. Orebi Gann | 63,391,237 | 466,150 | 3,320,052 |

2) Ratification of Appointment of Independent Registered Public Accounting Firm

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 66,479,402 | 690,040 | 7,997 | 0 |

3) Advisory Vote on Executive Compensation

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 62,687,953 | 944,998 | 224,436 | 3,320,052 |

4) Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 57,673,505 | 50,896 | 6,121,220 | 11,766 | 3,320,052 |

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: December 11, 2017 By: /s/ Frederic G. Hammond
Frederic G. Hammond
Senior Vice President, General Counsel and Secretary