

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

ASPEN TECHNOLOGY INC /DE/
Form SC 13D/A
June 06, 2006

CUSIP NO. 045327103

Schedule 13D

Page 1 of 23

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. 1) (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)

May 18, 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)

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

(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. 045327103

Schedule 13D

Page 2 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Corporation

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

(a) [X]
(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		33,136,006

BENEFICIALLY	8	SHARED VOTING POWER
		None

OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		33,136,006

WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,136,006

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

42.3%

14 TYPE OF REPORTING PERSON*

CO, IA

CUSIP NO. 045327103

Schedule 13D

Page 3 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Limited Partnership

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

(a) [X]

(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	
			32,521,947

BENEFICIALLY	8	SHARED VOTING POWER	
			None

OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
			32,521,947

WITH	10	SHARED DISPOSITIVE POWER	
			None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,521,947

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 41.8%

 14 TYPE OF REPORTING PERSON*
 PN

CUSIP NO. 045327103

Schedule 13D

Page 4 of 23

 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Global Private Equity IV Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
 (b) []

3 SEC USE ONLY

4 Source of Funds
 WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	
			16,197,804

BENEFICIALLY	8	SHARED VOTING POWER	
			None

OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
			16,197,804

WITH	10	SHARED DISPOSITIVE POWER	
			None

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 16,197,804

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

26.4%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 5 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Global Private Equity III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		4,639,041
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		4,639,041
WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

4,639,041

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.3%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 6 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners GPE-IV Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF SHARES	7	SOLE VOTING POWER
		205,017
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		205,017
WITH	10	SHARED DISPOSITIVE POWER
		None

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

205,017

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 7 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent PGGM Global Limited Partnership

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

(a) [X]
(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		463,882
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		463,882
WITH	10	SHARED DISPOSITIVE POWER

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

None

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 463,882

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.0%

14 TYPE OF REPORTING PERSON*
 PN

CUSIP NO. 045327103

Schedule 13D

Page 8 of 23

 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Advent Partners GPE-III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
 (b) []

3 SEC USE ONLY

4 Source of Funds
 WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	
			39,723

BENEFICIALLY	8	SHARED VOTING POWER	
			None

OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
			39,723

WITH	10	SHARED DISPOSITIVE POWER	

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,723

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 9 of 23

1 NAME OF REPORTING PERSON
I.R.S. 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*

(a) [X]

(b) []

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		11,807

BENEFICIALLY	8	SHARED VOTING POWER
		None

OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		11,807

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,807

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 10 of 23

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X

(b) [

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		2,141,868
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		2,141,868

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,141,868

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 11 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Digital Media & Communications III-A Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]

(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES
1,060,396

BENEFICIALLY 8 SHARED VOTING POWER
None

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON 1,060,396

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,060,396

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.3%

14 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 045327103

Schedule 13D

Page 12 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Digital Media & Communications III-B Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER 265,044
BENEFICIALLY	8	SHARED VOTING POWER None
OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 265,044

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

265,044

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 13 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-C Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]

(b) [

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER

4,241,474

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY EACH 9 SOLE DISPOSITIVE POWER

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

REPORTING PERSON	4,241,474

WITH	10 SHARED DISPOSITIVE POWER
	None

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,241,474

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	8.6%

14	TYPE OF REPORTING PERSON*
	PN

CUSIP NO. 045327103

Schedule 13D

Page 14 of 23

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Digital Media & Communications III-D C.V.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X (b) [

3	SEC USE ONLY

4	Source of Funds WC

5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Netherlands

	NUMBER OF SHARES
	7
	SOLE VOTING POWER
	795,242

	BENEFICIALLY
	8
	SHARED VOTING POWER
	None

	OWNED BY EACH
	9
	SOLE DISPOSITIVE POWER

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

REPORTING PERSON	795,242	
WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

795,242

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 15 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-E C.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

NUMBER OF SHARES	7	SOLE VOTING POWER
		530,198

BENEFICIALLY	8	SHARED VOTING POWER
		None

OWNED BY EACH	9	SOLE DISPOSITIVE POWER
---------------	---	------------------------

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

REPORTING PERSON 530,198

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

530,198

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 16 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners DMC III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER

122,922

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY EACH 9 SOLE DISPOSITIVE POWER

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

REPORTING PERSON 122,922

WITH 10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

122,922

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 17 of 23

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Energy II Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [

3 SEC USE ONLY

4 Source of Funds
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER

2,186,998

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY EACH 9 SOLE DISPOSITIVE POWER

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

REPORTING PERSON	2,186,998

WITH	10 SHARED DISPOSITIVE POWER
	None

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,186,998

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	4.6%

14	TYPE OF REPORTING PERSON*
	PN

CUSIP NO. 045327103

Schedule 13D

Page 18 of 23

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Advent Partners II Limited Partnership

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X (b) [

3	SEC USE ONLY

4	Source of Funds WC

5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

	NUMBER OF SHARES
	7
	SOLE VOTING POWER
	234,590

	BENEFICIALLY
	8
	SHARED VOTING POWER
	None

	OWNED BY EACH
	9
	SOLE DISPOSITIVE POWER

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

REPORTING PERSON	234,590
WITH	10 SHARED DISPOSITIVE POWER
	None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	234,590
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.5%
14	TYPE OF REPORTING PERSON*
	PN

CUSIP NO. 045327103

Schedule 13D

Page 19 of 23

Item 1. Security and Issuer

This statement on Amendment No. 1 to Schedule 13D ("Amendment No. 1") 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. 1 amends the initial statement on Schedule 13D filed on August 22, 2003 (the "Initial Statement"), filed by the Reporting Persons (as defined herein). This Amendment No. 1 is being filed by the Reporting Persons to amend Item 2, Item 5 and Schedule A to the Initial Statement. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is amended as follows:

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;

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

(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;

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

(14) Advent Partners DMC-III Limited Partnership, a Delaware limited partnership;

CUSIP NO. 045327103

Schedule 13D

Page 20 of 23

(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,

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

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, 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 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 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

CUSIP NO. 045327103

Schedule 13D

Page 21 of 23

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 45,221,496 shares of Common Stock outstanding as May 5, 2006). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

Reporting Person	Common	Under Warrants
Global Private Equity IV Limited Partnership (1)	13,261,900	2,935,904
Advent PGGM Global Limited Partnership (1)	379,802	84,080
Global Private Equity III Limited Partnership (1)	3,798,200	840,841
Digital Media & Communications III Limited Partnership (1)	1,753,648	388,220
Digital Media & Communications III-A Limited Partnership (1)	868,196	192,200
Digital Media & Communications III-B Limited Partnership (1)	217,004	48,040
Digital Media & Communications III-C Limited Partnership (1)	3,472,694	768,780
Digital Media & Communications III-D C.V. (1)	651,102	144,140

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

Digital Media & Communications III-E C.V. (1)	434,098	96,100
Advent Energy II Limited Partnership (1)	1,790,598	396,400
Advent Partners GPE-IV Limited Partnership (2)	167,857	37,160
Advent Partners GPE-III Limited Partnership (2)	32,523	7,200
Advent Partners (NA) GPE-III Limited Partnership (2)	9,667	2,140
Advent Partners DMC III Limited Partnership (2)	100,642	22,280
Advent Partners II Limited Partnership (2)	192,069	42,521
Advent International Limited Partnership (1)	26,627,242	5,894,705
Advent International Corporation (1), (2)	27,130,000	6,006,006
 Total Group	 27,130,000	 6,006,006

(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 May 17, 2006, the Reporting Persons converted an aggregate of 30,300 shares of Series D-1 Convertible Preferred Stock ("Series D-1") into 3,000,000 shares of Common Stock at a conversion rate equal to the Series D-1 per share stated value of \$333.00 divided by the Series D-1 per share conversion price of \$3.33. On May 18, 2006, the Reporting Persons sold an aggregate of 2,900,000 shares of common stock at \$11.30 per share in broker transactions pursuant to Rule 144 under the Securities Act of 1933, as amended.

CUSIP NO. 045327103

Schedule 13D

Page 22 of 23

SIGNATURE

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

June 6, 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.

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

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

Schedule 13D

Page 23 of 23

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

Name	Position with Advent International Corporation	Principal Occupation (if different)
----	-----	-----
Peter A. Brooke	Chairman	
Thomas H. Lauer	Senior Vice President Managing Director Chief Financial Officer Assistant Secretary Executive Officers' Committee Member	
Ernest G. Bachrach	Executive Officers' Committee Member	
David M. Mussafer	Director Executive Officers'	

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

	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