

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

ASPEN TECHNOLOGY INC /DE/
Form SC 13D/A
December 22, 2006

CUSIP NO. 045327103

Schedule 13D

Page 1 of 20

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. 4) (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)

December 20, 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 20 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

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

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 20

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)
(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
		31,499,336

BENEFICIALLY	8	SHARED VOTING POWER
		None

OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		31,499,336

10	SHARED DISPOSITIVE POWER
	None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,499,336

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

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

37.05%

14 TYPE OF REPORTING PERSON*

CO, IA

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

CUSIP NO. 045327103

Schedule 13D

Page 3 of 20

 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

30,915,611

 BENEFICIALLY 8 SHARED VOTING POWER

None

 OWNED BY EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER

30,915,611

 WITH 10 SHARED DISPOSITIVE POWER

None

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,915,611

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

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

36.61%

 14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 4 of 20

 1 NAME OF REPORTING PERSON

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

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)
(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
		15,397,758
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		15,397,758
	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,397,758

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

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

22.34%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 5 of 20

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)

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

(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
4,409,908

BENEFICIALLY 8 SHARED VOTING POWER
None

OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
4,409,908

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,409,908

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.61%

14 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 045327103

Schedule 13D

Page 6 of 20

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

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

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
194,890

BENEFICIALLY 8 SHARED VOTING POWER
None

OWNED BY EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
194,890

WITH 10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
194,890

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.36%

14 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 045327103

Schedule 13D

Page 7 of 20

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)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		440,969
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		440,969
	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

440,969

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

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

0.82%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 8 of 20

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 7 SOLE VOTING POWER

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

SHARES

37,760

BENEFICIALLY

8

SHARED VOTING POWER

None

OWNED BY
EACH
REPORTING PERSON
WITH

9

SOLE DISPOSITIVE POWER

37,760

10

SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,760

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

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

0.07%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 9 of 20

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

11,223

BENEFICIALLY

8

SHARED VOTING POWER

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

None

OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING PERSON		11,223	
WITH			

	10	SHARED DISPOSITIVE POWER	
--	----	--------------------------	--

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,223

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

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

0.02%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 10 of 20

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	7	SOLE VOTING POWER	
SHARES			
		2,036,076	

BENEFICIALLY	8	SHARED VOTING POWER	
		None	

OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING PERSON		2,036,076	

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

2,036,076

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

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

3.66%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 11 of 20

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

1,008,020

BENEFICIALLY 8 SHARED VOTING POWER

None

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON
WITH

1,008,020

10 SHARED DISPOSITIVE POWER

None

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,008,020

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

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

1.85%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 12 of 20

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)

(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

251,952

BENEFICIALLY

8

SHARED VOTING POWER

None

OWNED BY
EACH
REPORTING PERSON
WITH

9

SOLE DISPOSITIVE POWER

251,952

10

SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

251,952

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)

0.47%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 13 of 20

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)

(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

4,031,978

BENEFICIALLY

8

SHARED VOTING POWER

None

OWNED BY
EACH
REPORTING PERSON
WITH

9

SOLE DISPOSITIVE POWER

4,031,978

10

SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,031,978

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

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

7.01%

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

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 14 of 20

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)

(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

755,963

BENEFICIALLY

8

SHARED VOTING POWER

None

OWNED BY
EACH
REPORTING PERSON
WITH

9

SOLE DISPOSITIVE POWER

755,963

10

SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,963

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

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

1.39%

14 TYPE OF REPORTING PERSON*

PN

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

CUSIP NO. 045327103

Schedule 13D

Page 15 of 20

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
		504,010

BENEFICIALLY	8	SHARED VOTING POWER
		None

OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		504,010

	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

504,010

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

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

0.93%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 16 of 20

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

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)
(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
		116,850
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		116,850
	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

116,850

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

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

0.22%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 17 of 20

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

Advent Energy II Limited Partnership

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

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
2,078,977

BENEFICIALLY 8 SHARED VOTING POWER
None

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON
WITH
2,078,977

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,078,977

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.74%

14 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 045327103

Schedule 13D

Page 18 of 20

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

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

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
		223,002
BENEFICIALLY	8	SHARED VOTING POWER
		None
OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		223,002
	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
223,002

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.41%

14 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 045327103

Schedule 13D

Page 19 of 20

Item 1. Security and Issuer

This statement on Amendment No. 4 to Schedule 13D ("Amendment No. 4") relates to the Reporting Persons' 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. 4 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006, Amendment No. 2 thereto filed with the Commission on July 26, 2006 and Amendment No. 3 thereto filed with the Commission on December 15, 2006 (as so amended, the "Schedule 13D"). This Amendment No. 4 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer.

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

Item 5 of the Schedule 13D is hereby amended by adding the following at the end of paragraph (c) thereof:

On December 20, 2006, the Reporting Persons converted an aggregate of 270,300 shares of Series D-1 Convertible Preferred Stock ("Series D-1") into 27,030,000 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.

CUSIP NO. 045327103

Schedule 13D

Page 20 of 20

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.

December 22, 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