

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

ASPEN TECHNOLOGY INC /DE/
Form SC 13D/A
December 15, 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. 3) (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 14, 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 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).

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

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) <input checked="" type="checkbox"/> [X] (B) <input type="checkbox"/> []

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

	7 SOLE VOTING POWER 31,499,336

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None

	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) 39.2%

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) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>

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

	7 SOLE VOTING POWER 30,915,611

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None

	9 SOLE DISPOSITIVE POWER 30,915,611

	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) 38.7%

14	TYPE OF REPORTING PERSON* PN

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

CUSIP NO. 045327103

Schedule 13D

Page 4 of 20

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) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>

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

	7 SOLE VOTING POWER 15,397,758

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None

	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 <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 23.1%

14	TYPE OF REPORTING PERSON* PN

CUSIP NO. 045327103

Schedule 13D

Page 5 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) Global Private Equity III Limited Partnership

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>

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

	7 SOLE VOTING POWER 4,409,908

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None

	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 <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.7%

14	TYPE OF REPORTING PERSON* PN

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 GPE-IV Limited Partnership

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>

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

	7 SOLE VOTING POWER 194,890

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None

	9 SOLE DISPOSITIVE POWER 194,890

	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 <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4%

14	TYPE OF REPORTING PERSON* PN

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 PGGM Global Limited Partnership

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>

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

	7 SOLE VOTING POWER 440,969

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None

	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 <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.8%

14	TYPE OF REPORTING PERSON* PN

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 GPE-III Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>
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	
	7	SOLE VOTING POWER
		37,760
	8	SHARED VOTING POWER
		None
	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 <input type="checkbox"/>	
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 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)

Advent Partners (NA) GPE-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

7 SOLE VOTING POWER

11,223

NUMBER OF 8 SHARED VOTING POWER

SHARES

None

BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON

WITH

11,223

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)

0.0%

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)

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

Digital Media & Communications 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

7 SOLE VOTING POWER

2,036,076

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING PERSON
WITH

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

2,036,076

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)

3.7%

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

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

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

	7	SOLE VOTING POWER
		1,008,020
NUMBER OF	8	SHARED VOTING POWER
SHARES		None
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY		1,008,020
EACH	10	SHARED DISPOSITIVE POWER
REPORTING PERSON		None
WITH		

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)

1.9%

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

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

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

7 SOLE VOTING POWER

251,952

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER

None

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 ☐

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

0.5%

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) ☐

(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

7 SOLE VOTING POWER

4,031,978

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING PERSON
WITH

8 SHARED VOTING POWER

None

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)

7.1%

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) [X]

(B) []

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

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

	7	SOLE VOTING POWER
		755,963
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		None
	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)

1.4%

14 TYPE OF REPORTING PERSON*

PN

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) []

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

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

7 SOLE VOTING POWER

504,010

8 SHARED VOTING POWER

None

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)

0.9%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 16 of 20

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

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

7 SOLE VOTING POWER

116,850

8 SHARED VOTING POWER

None

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)

0.2%

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

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

7 SOLE VOTING POWER

2,078,977

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

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)

3.8%

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

	7	SOLE VOTING POWER
		223,002
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		None
	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)

0.4%

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 045327103

Schedule 13D

Page 19 of 20

Amendment No. 3 to Schedule 13D

Reference is hereby made to the 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 and Amendment No. 2 thereto filed with the commission on July 26, 2006 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

Item 4. Purpose of the Transaction

Item 4 is hereby amended by adding the following thereto after the first paragraph of Item 4 contained in the Schedule 13D:

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

On December 14, 2006, the Reporting Persons entered into Rule 10b5-1 Plans, in the form filed as Exhibit A to this Amendment No. 3, relating to the proposed sale of shares of Common Stock by UBS Securities LLC (the "Broker"). The Rule 10b5-1 Plans provide that the Broker may, commencing March 1, 2007, sell shares of Common Stock in amounts up to the volume limitations set forth in Rule 144 promulgated under the Securities Act of 1933, as amended, at prices specified in each Rule 10b5-1 Plan. The term of the Rule 10b5-1 Plans continues until August 27, 2007 (the date which is 180 days after March 1, 2007), unless terminated earlier in accordance with the 10b5-1 Plans.

The form of Rule 10b5-1 Plan is attached hereto as Exhibit A and any description thereof is qualified in its entirety by reference thereto.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by adding the following thereto: On December 14, 2006, the Reporting Persons entered into the 10b5-1 Plans described above.

Item 7. Material to be Filed as Exhibits.

Exhibit A Form of Rule 10b5-1 Plans between the Reporting Persons and UBS Securities LLC.

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 15, 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

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

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