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ASPEN TECHNOLOGY INC /DE/  
Form 8-K  
May 06, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): May 6, 2004

ASPEN TECHNOLOGY, INC.

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(Exact name of registrant as specified in charter)

Delaware

0-24786

04-2739697

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(State or other juris-  
diction of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

Ten Canal Park, Cambridge, Massachusetts

02141

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (617) 949-1000

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(Former name or former address, if changed since last report)

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 6, 2004, Aspen Technology, Inc. announced Don Casey had been elected to the Board of Directors and Doug Brown was resigning his position on the Board. It was also announced that Stephen Jennings was replacing Doug Brown on the company's compensation committee. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

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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.

Date: May 6, 2004

ASPEN TECHNOLOGY, INC.

By: /s/ Charles F. Kane

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Charles F. Kane  
Senior Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press release issued by Aspen Technology, Inc. on May 6, 2004.