

ASPEN TECHNOLOGY INC /DE/
Form SC 13G/A
February 11, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.: 8)*

Name of issuer: Aspen Technology Inc

Title of Class of Securities: Common Stock

CUSIP Number: 045327103

Date of Event Which Requires Filing of this Statement: December 31, 2018

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

() Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

(Continued on the following page(s))

13G

CUSIP No.: 045327103

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A.

B.

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

38,821

6. SHARED VOTING POWER

9,417

7. SOLE DISPOSITIVE POWER

6,890,766

8. SHARED DISPOSITIVE POWER

41,238

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,932,004

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

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.79%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Act of 1934

Check the following [line] if a fee is being paid with this statement N/A

Item 1(a) - Name of Issuer:

Aspen Technology Inc

Item 1(b) - Address of Issuer's Principal Executive Offices:

200 Wheeler Road

Burlington, MA 01803

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) - Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.

Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

045327103

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

6,932,004

(b) Percent of Class:

9.79%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 38,821

(ii) shared power to vote or direct to vote: 9,417

(iii) sole power to dispose of or to direct the disposition of: 6,890,766

(iv) shared power to dispose or to direct the disposition of: 41,238

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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.

Date: 02/11/2019

By /s/ Christine M. Buchanan

Name: Christine M. Buchanan

Title: Principal

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 31,821 shares or .04% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 16,417 shares or .02% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

LE="BORDER-COLLAPSE:COLLAPSE" BORDER="0" CELLPADDING="0" CELLSPACING="0" WIDTH="100%">Item 7.Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

(a) The following exhibits are filed herewith:

Number	Exhibit Title
4.01*	Registrant's Restated Certificate of Incorporation (Exhibit 3.03 of Form S-1).
4.02**	Registrant's Restated Bylaws (Exhibit 99.01 of Form 8-K filed on May 22, 2009).
4.03*	Form of Specimen Certificate for Registrant's common stock (Exhibit 4.01 of Form S-1).
4.04*	Second Amended and Restated Investors' Rights Agreement, dated December 30, 2004 (Exhibit 4.02 of Form S-1).

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- 4.05* Form of Rights Agreement, between DexCom, Inc. and American Stock Transfer & Trust Company, including the Certificate of Designations of Series A Junior Participating Preferred Stock, Summary of Stock Purchase Rights and Forms of Right Certificate attached thereto as Exhibits A, B and C, respectively (Exhibit 4.03 of Form S-1).
- 4.06*** Indenture, dated as of March 9, 2007, between DexCom, Inc. and Wells Fargo Bank, National Association as trustee (including form of 4.75% Convertible Senior Note due 2027) (Exhibit 4.01 of Form 8-K filed on March 12, 2007).
- 4.07**** 2005 Equity Incentive Plan, as amended, and forms of stock option agreement and stock option exercise agreements (Annex A of the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 13, 2009).
- 4.08* 2005 Employee Stock Purchase Plan and form of subscription agreement (Exhibit 10.04 of Form S-1).
- 4.09***** Form of Restricted Stock Unit agreement (Exhibit 10.26 of Form 10-Q filed on May 5, 2010).
- 5.01 Opinion of Fenwick & West LLP regarding legality of the securities being registered.
- 23.01 Consent of Fenwick & West LLP (included in Exhibit 5.01).
- 23.02 Consent of Independent Registered Public Accounting Firm.
- 24.01 Power of Attorney (see page 5 of this registration statement).

* Incorporated herein by reference to the indicated exhibit to Registrant's Registration Statement on Form S-1, as amended (File No. 333-122454).

** Incorporated herein by reference to Exhibit 99.01 to Registrant's Form 8-K filed on May 22, 2009.

*** Incorporated herein by reference to Exhibit 4.01 to Registrant's Form 8-K filed on March 12, 2007.

**** Incorporated herein by reference to Annex A of Registrant's Proxy Statement filed on April 13, 2009.

***** Incorporated herein by reference to Exhibit 10.26 to Registrant's Form 10-Q filed on May 5, 2010.

Item 9. Undertakings.

a. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low and high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

b. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

c. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 5th day of May, 2010.

DEXCOM, INC.

By: /s/ TERRANCE H. GREGG
Terrance H. Gregg
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Terrance H. Gregg and Jess Roper, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done with respect to this Registration Statement, including post-effective amendments, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
Principal Executive Officer and Director:		
/s/ TERRANCE H. GREGG Terrance H. Gregg	President, Chief Executive Officer and Director	May 5, 2010
Principal Financial Officer and		
Principal Accounting Officer:		
/s/ JESS ROPER Jess Roper	Chief Financial Officer	May 5, 2010

Additional Directors:

/s/ DONALD L. LUCAS Donald L. Lucas	Chairman of the Board of Directors	May 5, 2010
/s/ JONATHAN LORD, M.D. Jonathan Lord, M.D.	Director	May 5, 2010
/s/ DONALD A. LUCAS Donald A. Lucas	Director	May 5, 2010
/s/ KEVIN SAYER Kevin Sayer	Director	May 5, 2010
/s/ JAY SKYLER, M.D. Jay Skyler, M.D.	Director	May 5, 2010
/s/ ERIC TOPOL, M.D. Eric Topol	Director	May 5, 2010
/s/ NICHOLAS AUGUSTINOS Nicholas Augustinos	Director	May 5, 2010

Exhibit Index

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