Edgar Filing: ADVENT INTERNATIONAL LIMITED PARTNERSHIP - Form 4

ADVENT INTERNATIONAL LIMITED PARTNERSHIP

Form 4

September 28, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

Common

Stock

09/28/2010

(Print or Type Responses)

1. Name and Address of Reporting Person *

ADVENT INTERNATIONAL LIMITED PARTNERSHIP			Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN]						Issuer (Check all applicable)				
CORPORA	(First) ENT INTERNAT ATION, 75 STAT 29TH FLOOR	IONAL (3. Date of (Month/D) 09/28/20	ay/Year)		saction		belo	ow)	10% Owner Like _X Other (specify below) of group > 10%			
	4	4. If Amendment, Date Original 6.						. Individual or Joint/Group Filing(Check					
BOSTON,	MA 02109	1	Filed(Mon	th/Day/Ye	ear)			_X_	olicable Line) Form filed by One Form filed by More Son				
(City)	(State)	(Zip)	Table	e I - Non	-Der	ivative Sec	urities A	Acquire	d, Disposed of, o	r Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day/	Pate, if T	3. Fransactio Code (Instr. 8)	orDis (Ins	Securities Actions of Amount)	(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

20,316,398 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

8,649,037

see

(1)

footnote

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative	Derivative Securities				(Instr. 3 and				Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date Exercisable	Expiration Date	Title N	ı Iumber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Officer Other Director 10% Owner

ADVENT INTERNATIONAL LIMITED PARTNERSHIP C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109

Member of group > 10%

Signatures

/s/ Jarlyth H. Gibson, Compliance Officer

09/28/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These securities are indirectly beneficially owned as General Partner of the following entities: Advent Energy II Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications

(1) 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., Global Private Equity III Limited Partnership and Global Private Equity IV Limited Partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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