

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

Aspen Technology, Inc.

(Name of Issuer)
Common stock, par value \$0.0001 per share

(Title of Class of Securities)
29109X106

(CUSIP Number)
Sara Yang Bosco
Senior Vice President, Secretary & Chief Legal Officer
Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, MO 63136
314-553-2000

With a Copy to:
Phillip R. Mills
Marc O. Williams
Cheryl Chan
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
212-450-4000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)
October 6, 2023

(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 § 240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-7(b) for other parties to whom copies are to be sent.

* 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 ("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).

SCHEDULE 13D

CUSIP No. 29109X106

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1	NAMES OF REPORTING PERSONS Emerson Electric Co.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC, OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Missouri		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 36,307,514	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 36,307,514	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,307,514		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 56.39 %		
14	TYPE OF REPORTING PERSON (See Instructions) CO		

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1	NAMES OF REPORTING PERSONS EMR Holdings, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC, OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 36,307,514	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 36,307,514	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,307,514		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 56.39%		
14	TYPE OF REPORTING PERSON (See Instructions) CO		

SCHEDULE 13D

CUSIP No. 29109X106

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1	NAMES OF REPORTING PERSONS EMR Worldwide Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC, OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 0
		8	SHARED VOTING POWER 36,307,514
		9	SOLE DISPOSITIVE POWER 0
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,307,514		
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 56.39%		
14	TYPE OF REPORTING PERSON (See Instructions) CO		

SCHEDULE 13D

CUSIP No. 29109X106

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1	NAMES OF REPORTING PERSONS EMR US Holdings LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC, OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 36,307,514	
	9	SOLE DISPOSITIVE POWER 0	
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,307,514		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 56.39%		
14	TYPE OF REPORTING PERSON (See Instructions) OO		

SCHEDULE 13D

CUSIP No. 29109X106

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1	NAMES OF REPORTING PERSONS Rutherford US LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC, OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 36,307,514
		8	SHARED VOTING POWER 0
		9	SOLE DISPOSITIVE POWER 36,307,514
		10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,307,514		
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 56.39%		
14	TYPE OF REPORTING PERSON (See Instructions) OO		

Schedule 13D/A

Explanatory Note

This Amendment No. 1 (this “Amendment No. 1”) amends the Schedule 13D (the “Schedule 13D”) filed with the U.S. Securities and Exchange Commission (the “Commission”) on May 26, 2022, and is made pursuant to Rule 13d-1(a) of the Act.

The Schedule 13D is hereby amended and supplemented as detailed below, and, except as amended and supplemented hereby, the Schedule 13D remains in full force and effect. All capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Schedule 13D.

The purpose of this Amendment No. 1 is to report (i) a change in beneficial ownership as a result of (a) the contribution of 36,307,514 shares of Common Stock by EMR Worldwide Inc. (“Emerson Sub”) to its subsidiary EMR US Holdings LLC (“EMR US Holdings”) and (b) the contribution of 36,307,514 shares of Common Stock by EMR US Holdings to its subsidiary Rutherford US LLC (“EMR US LLC”) and (ii) the joinder of EMR US LLC to the Stockholders Agreement, dated as of May 16, 2022, between Aspen Technology, Inc, Emerson Electric Co. (“Emerson”) and Emerson Sub (the “Stockholders Agreement”). The aggregate number of shares of Common Stock that may be deemed to be beneficially owned by Emerson has not changed from the Schedule 13D filed on May 26, 2022.

Item 2. Identity and Background.

Item 2 to the Schedule 13D is hereby supplemented and amended by adding the following as Reporting Persons:

4. EMR US Holdings, a limited liability company organized under the laws of the State of Delaware, is a holding company and a subsidiary of Emerson Sub. The principal office address of Emerson Sub is 8000 West Florissant Avenue, St. Louis, MO 63136.
5. EMR US LLC, a limited liability company organized under the laws of the State of Delaware, is a holding company and a subsidiary of EMR US Holdings. The principal office address of Emerson Sub is 8000 West Florissant Avenue, St. Louis, MO 63136.

During the last five years, none of the Reporting Persons and, to the best of each Reporting Person’s knowledge, none of the directors or executive officers of such applicable Reporting Person listed on Schedules I through V hereto, have been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 to the Schedule 13D is hereby supplemented and amended by adding the following:

Emerson Sub contributed 36,307,514 shares of Common Stock to EMR US Holdings in exchange for 7,289,500 shares in EMR US Holdings.

EMR US Holdings contributed 36,307,514 shares of Common Stock to EMR US LLC in exchange for 5,179,998 shares in EMR US LLC.

Item 4. Purpose of Transaction.

The information set forth in the cover pages and in Item 2, Item 3 and Item 6 hereof is incorporated by reference into this Item 4.

Item 5. Interest in Securities of the Issuer.

Item 5 to the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Based on the most recent information available, the aggregate number and percentage of the Common Stock (the securities identified pursuant to Item 1 of this Schedule 13D) that are beneficially owned by such Reporting Person is set forth in boxes (11) and (13), respectively, on the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference. The percentages reported herein are calculated based upon 64,382,647 issued and outstanding shares of Common Stock as of August 15, 2023 as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on August 21, 2023.

To the best knowledge of the Reporting Persons, none of the individuals named on Schedules I-V attached hereto beneficially own any shares of Common Stock.

(b) EMR US LLC directly holds 36,307,514 shares of Common Stock and, as such, is deemed to have sole voting power and sole dispositive power with respect to 36,307,514 shares of Common Stock. EMR US LLC is a subsidiary of EMR US Holdings, EMR US Holdings is a subsidiary of Emerson Sub, Emerson Sub is a subsidiary of EMR Holdings and EMR Holdings is a direct, wholly owned subsidiary of Emerson and as such, each of Emerson Sub, EMR US Holdings, EMR Holdings and Emerson is deemed to have shared voting power and shared dispositive power with respect to the 36,307,514 shares of Common Stock held directly by EMR US LLC.

(c) Other than as disclosed in this Schedule 13D/A, no transactions involving shares of Common Stock were effected during the past sixty days.

(d) To the best knowledge of the Reporting Persons, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of Common Stock reported herein as beneficially owned by the Reporting Persons other than each of the Reporting Persons.

(e) Not applicable.

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

Item 6 to the Schedule 13D is hereby supplemented and amended by adding the following:

Contribution and Joinder

Emerson Sub contributed 36,307,514 shares of Common Stock to EMR US Holdings in exchange for 7,289,500 shares in EMR US Holdings, and EMR US Holdings contributed 36,307,514 shares of Common Stock to EMR US LLC in exchange for 5,179,998 shares in EMR US LLC .

EMR US LLC is a party to the Stockholders Agreement and is a member of the Emerson Group.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Contribution Agreement and the joinder to the Stockholders Agreement, copies of which are attached hereto as Exhibits 99.2 and 99.3, respectively, and incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits.

Exhibit No. Description

[Exhibit 99.1 Amended and Restated Joint Filing Agreement by and among the Reporting Persons](#)

[Exhibit 99.2 Contribution Agreement, dated October 6, 2023, among EMR Worldwide Inc., EMR US Holdings LLC and Rutherford US LLC](#)

[Exhibit 99.3 Joinder to Stockholders Agreement, dated October 6, 2023, by Rutherford US LLC](#)

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 11, 2023

EMERSON ELECTRIC CO.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Vice President and Assistant Secretary

EMR HOLDINGS, INC.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Vice President and Secretary

EMR WORLDWIDE INC.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Vice President and Secretary

EMR US HOLDINGS LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Authorized Signatory

RUTHERFURD US LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Authorized Signatory

**DIRECTORS AND EXECUTIVE OFFICERS OF
EMERSON ELECTRIC CO.**

The following table sets forth certain information with respect to the directors and executive officers of Emerson Electric Co. The business address of each director and executive officer of Emerson Electric Co. is 8000 West Florissant Avenue, St. Louis, MO 63136.

Name	Present Principal Occupation or Employment	Citizenship
James S. Turley (Director)	Chair of the Board, Emerson St. Louis, MO	United States
Mark A. Blinn (Director)	Director, Emerson St. Louis, MO	United States
Joshua B. Boltan (Director)	President and Chief Executive Officer, Business Roundtable Washington D.C.	United States
Martin S. Craighead (Director)	Director, Emerson St. Louis, MO	United States
William H. Easter III (Director)	Director, Emerson St. Louis, MO	United States
Gloria A. Flach (Director)	Director, Emerson St. Louis, MO	United States
Arthur F. Golden (Director)	Senior Counsel, Davis Polk & Wardwell New York, NY	United States
Leticia Goncalves (Director)	President, Global Foods for Archer Daniels Midland Company (ADM) Chicago, IL	United States
Candace Kendle (Director)	Director, Emerson St. Louis, MO	United States
Lori Lee (Director)	CEO, AT&T Latin America & Global Marketing Officer, AT&T Inc. Dallas, TX	United States
James M. McKelvey (Director)	CEO, Invisibly Inc. St. Louis, MO	United States
Matthew S. Levatich (Director)	Director, Emerson St. Louis, MO	United States
Surendralal (Lal) L. Karsanbhai (Director, President and Chief Executive Officer)	President and Chief Executive Officer, Emerson St. Louis, MO	United States
Michael J. Baughman	Executive Vice President, Chief Financial Officer and Chief Accounting Officer, Emerson St. Louis, MO	United States
Ram R. Krishnan	Executive Vice President and Chief Operating Officer, Emerson St. Louis, MO	United States
Peter Zornio	Senior Vice President and Chief Technology Officer, Emerson St. Louis, MO	United States

Name	Present Principal Occupation or Employment	Citizenship
Sara Y. Bosco	Senior Vice President, Secretary and Chief Legal Officer, Emerson St. Louis, MO	United States
Vidya Ramnath	Senior Vice President and Chief Marketing Officer, Emerson St. Louis, MO	United States
Lisa A. Flavin	Senior Vice President, Chief Transformation and Chief Compliance Officer, Emerson St. Louis, MO	United States
Michael H. Train	Senior Vice President and Chief Sustainability Officer, Emerson St. Louis, MO	United States
Nick Piazza	Senior Vice President and Chief People Officer, Emerson St. Louis, MO	United Kingdom

**DIRECTORS AND EXECUTIVE OFFICERS OF
EMR HOLDINGS, INC.**

The following table sets forth certain information with respect to the directors and executive officers of EMR Holdings, Inc. The business address of each director and executive officer of EMR Holdings, Inc. is 8000 West Florissant Avenue, St. Louis, MO 63136.

Name	Present Principal Occupation or Employment	Citizenship
Christopher J. Cassulo (Director, President)	Director, State & Local Taxes, Emerson St. Louis, MO	United States
John A. Sperino (Director, Vice President & Secretary)	Vice President - Governance & Securities and Assistant Secretary, Emerson St. Louis, MO	United States
Kirk A. Wippermann (Director)	Vice President International Tax, Emerson St. Louis, MO	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
EMR WORLDWIDE INC.**

The following table sets forth certain information with respect to the directors and executive officers of EMR Worldwide Inc. The business address of each director and executive officer of EMR Worldwide Inc. is 8000 West Florissant Avenue, St. Louis, MO 63136.

Name	Present Principal Occupation or Employment	Citizenship
John A. Sperino (Director, President & Secretary)	Vice President - Governance & Securities and Assistant Secretary, Emerson St. Louis, MO	United States
James H. Thomasson (Director, Treasurer)	Vice President & Treasurer, Emerson St. Louis, MO	United States
Kirk A. Wippermann (Director, Vice President & Assistant Treasurer)	Vice President International Tax, Emerson St. Louis, MO	United States

MANAGERS AND EXECUTIVE OFFICERS OF
EMR US HOLDINGS LLC

The following table sets forth certain information with respect to the managers and executive officers of EMR US Holdings LLC. The business address of each manager and executive officer of EMR US Holdings LLC is 8000 West Florissant Avenue, St. Louis, MO 63136.

Name	Present Principal Occupation or Employment	Citizenship
John A. Sperino (Manager, President & Secretary)	Vice President - Governance & Securities and Assistant Secretary, Emerson St. Louis, MO	United States
James H. Thomasson (Manager, Vice President & Treasurer)	Vice President & Treasurer, Emerson St. Louis, MO	United States
Kirk A. Wippermann (Manager)	Vice President International Tax, Emerson St. Louis, MO	United States

**MANAGERS AND EXECUTIVE OFFICERS OF
RUTHERFURD US LLC**

The following table sets forth certain information with respect to the managers and executive officers of Rutherford US LLC. The business address of each manager and executive officer of Rutherford US LLC is 8000 West Florissant Avenue, St. Louis, MO 63136.

Name	Present Principal Occupation or Employment	Citizenship
John A. Sperino (Manager, President & Secretary)	Vice President - Governance & Securities and Assistant Secretary, Emerson St. Louis, MO	United States
James H. Thomasson (Manager, Vice President & Treasurer)	Vice President & Treasurer, Emerson St. Louis, MO	United States
Kirk A. Wippermann (Manager)	Vice President International Tax, Emerson St. Louis, MO	United States

Joint Filing Agreement by and among the Reporting Persons**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13D/A, dated October 11, 2023 (the "Schedule 13D"), with respect to the common stock, par value \$0.0001 per share, of Aspen Technology, Inc., is, and any amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D/A and each such subsequent amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D/A and any subsequent amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 11th day of October, 2023.

EMERSON ELECTRIC CO.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Vice President and Assistant
Secretary

EMR HOLDINGS, INC.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Vice President and Secretary

EMR WORLDWIDE INC.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Vice President and Secretary

EMR US HOLDINGS LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Authorized Signatory

RUTHERFURD US LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Authorized Signatory

CONTRIBUTION AGREEMENT

This CONTRIBUTION AGREEMENT (this “**Agreement**”), dated as of October 6, 2023, is entered into by and among EMR Worldwide Inc., a Delaware corporation (“**WWUS**”), EMR US Holdings LLC, a Delaware limited liability company (“**NewCo**”) and Rutherford US LLC, a Delaware limited liability company (“**US LLC**”).

WITNESSETH:

WHEREAS, WWUS owns certain shares of common stock, par value \$0.0001 per share (all such shares, the “**AZPN Shares**”), of Aspen Technology, Inc., a Delaware corporation (“**AZPN**”);

WHEREAS, WWUS desires to contribute to NewCo, and NewCo desires to accept, all of WWUS’s right, title and interest in and to the AZPN Shares, in exchange for 7,289,500 shares in NewCo;

WHEREAS, immediately following receipt of WWUS’s right, title and interest in and to the AZPN Shares, NewCo desires to contribute to US LLC, and US LLC desires to accept, all of NewCo’s right, title and interest in and to the AZPN Shares, in exchange for 5,179,998 Shares (as defined in the Fourth Amended and Restated Limited Liability Company Agreement of US LLC, dated as of October 6, 2023 (the “**US LLCA**”)) of US LLC (the “**Shares**”);

WHEREAS, WWUS is party to that certain Stockholders Agreement, dated as of May 16, 2022 (the “**AZPN SHA**”), with AZPN and Emerson Electric Co., a Missouri corporation (“**EMR**”);

WHEREAS, US LLC is a controlled Affiliate (as defined in the AZPN SHA) of EMR and is a permitted transferee under Section 4.2 of the AZPN SHA;

WHEREAS, pursuant to Section 7.6 of the AZPN SHA, WWUS may assign its rights and obligations under the AZPN SHA to US LLC.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants set forth herein and other good and valuable consideration, the receipt, adequacy and legal sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Section 1. *WWUS Contribution.* WWUS hereby contributes, assigns, transfers and delivers to NewCo all of its right, title and interest in and to the AZPN Shares, effective as of the date hereof, and NewCo hereby accepts all such right, title and interest in and to the AZPN Shares (the “**WWUS Contribution**”). The parties agree and acknowledge that the NewCo contribution is effective at 3:00 pm Central Standard Time on October 6, 2023.

Section 2. *NewCo Contribution.* NewCo hereby contributes, assigns, transfers and delivers to US LLC all of its right, title and interest in and to the AZPN Shares, effective as of immediately following the WWUS Contribution, and US LLC hereby accepts all such

right, title and interest in and to the AZPN Shares and, in exchange therefor, hereby issues to NewCo the Shares (the “**NewCo Contribution**”). The parties agree and acknowledge that the NewCo contribution is effective at 10:00 pm Central Standard Time on October 6, 2023.

Section 3. *US LLCA*. NewCo hereby agrees to be a party to the US LLCA as of the date hereof, and shall have all of the rights and obligations of a “Member” thereunder. NewCo hereby ratifies, as of the date hereof, and agrees to be bound by, all of the terms, provisions and conditions contained in the US LLCA and hereby delivers a counterpart to the US LLCA set forth in Exhibit A hereof.

Section 4. *AZPN SHA Assignment*. WWUS hereby assigns all of its rights and obligations under the AZPN SHA to US LLC, and US LLC hereby accepts such assignment and agrees to be bound by, all of the terms, provisions and conditions contained in the AZPN SHA and assumes any obligations of WWUS thereunder; *provided* that this Section 4 shall not relieve WWUS of its obligations under the AZPN SHA.

Section 5. *Tax Treatment*. For U.S. federal income tax purposes (and applicable state and local income tax purposes), the parties hereto intend for (a) the transaction contemplated by Section 1 to be governed by Section 351 of the Internal Revenue Code of 1986, as amended (the “**Code**”) and (b) the transactions contemplated by Section 2 to be governed by Section 721 of the Code.

Section 6. *Governing Law*. This Agreement shall be governed by and construed in accordance with the law of the State of Delaware, without regard to the conflicts of law principles.

Section 7. *Counterparts*. This Agreement may be executed in any number of counterparts, each of which shall be an original with the same effect as if the signatures thereto and hereto were upon the same instrument.

Section 8. *Further Assurances*. The parties to this Agreement shall cooperate and use all of their respective best efforts to take or cause to be taken all appropriate actions and do, or cause to be done, all things necessary or appropriate to consummate and make effective the transactions contemplated by this Agreement.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first written above.

EMR WORLDWIDE INC.

By: /s/ John A. Sperino
Name: John A. Sperino
Title: President & Secretary

EMR US HOLDINGS LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: President & Secretary

RUTHERFURD US LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: President & Secretary

[Signature Page to Contribution Agreement]

**JOINDER
TO
STOCKHOLDERS AGREEMENT**

October 6, 2023

This **JOINDER AGREEMENT** (“**Joinder**”) is entered into as of October 6, 2023, by the undersigned (the “**Joining Party**”) in accordance with the Stockholders Agreement (the “**Stockholders Agreement**”), dated as of May 16, 2022, by and among Emerson Electric Co. (the “**Emerson Parent**”), a Delaware corporation, Aspen Technology, Inc., a Delaware corporation (“**Company**”), and EMR Worldwide Inc., a Delaware corporation (“**EMR Worldwide**”).

Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to such terms in the Stockholders Agreement.

1. *Joinder.* The undersigned Joining Party hereby acknowledges, agrees and confirms that, by its execution of this Joinder, the Joining Party shall (i) join and become party to the Stockholder Agreement, as of the date hereof, (ii) have all of the rights and obligations of EMR Worldwide under the Stockholder Agreement, and (iii) perform all obligations and duties of EMR Worldwide under the Stockholders Agreement, in each case as if the Joining Party were an original signatory to the Stockholders Agreement.

2. *Stockholders Agreement.* This Joinder shall be attached to and become a part of the Stockholders Agreement.

3. *Headings; Incorporation by Reference.* The headings in this Joinder are for reference only and shall not affect the interpretation of this Joinder. Section 7.2 (*Governing Law*) Section 7.8 (*Interpretations*), and Section 7.11 (*Counterparts; Electronic Transmission of Signatures*) of the Stockholders Agreement are hereby incorporated herein by reference, *mutatis mutandis*, as if fully set out herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Joining Party has executed this Joinder as of the date first set forth above.

JOINING PARTY

RUTHERFURD US LLC

By: /s/ John A. Sperino
Name: John A. Sperino
Title: Authorized Signatory
