
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Aspen Technology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

29109X106

(CUSIP Number)

Michael Tang
8027 Forsyth Boulevard,
St. Louis, MO, 63105
314-553-2000

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

03/03/2025

(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. ☐

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	Name of reporting person EMERSON ELECTRIC CO
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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 0.00
	8	Shared Voting Power 36,307,514.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 36,307,514.00
11	Aggregate amount beneficially owned by each reporting person 36,307,514.00	
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) 57.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No.	29109X106
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1	Name of reporting person EMR HOLDINGS, INC.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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 0.00
	8	Shared Voting Power 36,307,514.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 36,307,514.00
11	Aggregate amount beneficially owned by each reporting person 36,307,514.00	
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) 57.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No.	29109X106
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1	Name of reporting person EMR WORLDWIDE INC.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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 0.00
	8	Shared Voting Power 36,307,514.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 36,307,514.00
11	Aggregate amount beneficially owned by each reporting person 36,307,514.00	
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) 57.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

Item 1. Security and Issuer

- (a) **Title of Class of Securities:**
Common Stock, par value \$0.0001 per share
- (b) **Name of Issuer:**
Aspen Technology, Inc.
- (c) **Address of Issuer's Principal Executive Offices:**
20 CROSBY DRIVE, BEDFORD, MASSACHUSETTS , 01730.

Item 1 Explanatory Note:

Comment: This Amendment No. 5 (this "Amendment No. 5") amends the Schedule 13D (the "Original Filing") filed with the U.S. Securities and Exchange Commission (the "Commission") on May 26, 2022, as amended by Amendment No. 1, filed on October 11, 2023 ("Amendment No. 1"), Amendment No. 2, filed on October 13, 2023 ("Amendment No. 2"), Amendment No. 3, filed on November 5, 2024 ("Amendment No. 3"), and Amendment No. 4, filed on January 27, 2025 ("Amendment No. 4" and, together with the Original Filing, Amendment No. 1, Amendment No. 2 and Amendment No. 3, the "Schedule 13D"), 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. 5 is to report a change in beneficial ownership as a result of (a) the merger of EMR US Holdings LLC ("EMR US Holdings") with and into EMR Worldwide Inc. ("Emerson Sub") with Emerson Sub surviving the merger and (b) the distribution of 36,307,514 shares of Common Stock by Rutherford US LLC ("EMR US LLC") to Emerson Sub. Following such transactions, EMR US Holdings and EMR US LLC are no longer Reporting Persons. The aggregate number of shares of Common Stock that may be deemed to be beneficially owned by Emerson has not changed from the Original Filing filed on May 26, 2022.

Item 2. Identity and Background

- (a) Item 2(a), (b), (c), and (f) to the Schedule 13D are hereby amended by (i) removing EMR US Holdings and EMR US LLC as Reporting Persons and removing Schedules IV-V of the Schedule 13D and (ii) removing William H. Easter III as a director of Emerson Electric Co. ("Emerson") in Schedule I of the Schedule 13D. Mr. Easter retired as a director of Emerson effective as of February 4, 2025.

Item 4. Purpose of Transaction

The information set forth in the explanatory note and in Item 2 hereof is incorporated by reference into this Item 4.

Item 5. Interest in Securities of the Issuer

- (a) The first paragraph in Item 5(a) is hereby amended and restated in its entirety as follows:

Based on the most recent information available, the aggregate number and percentage of the Common Stock 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 63,308,360 issued and outstanding shares of Common Stock as of February 3, 2025 as disclosed by the Issuer to Emerson in the Issuer's Schedule 14D-9 filed with the Commission on February 10, 2025.

- (b) Item 5(b) is hereby amended and restated in its entirety as follows:

Emerson Sub 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. Emerson Sub is a subsidiary of EMR Holdings and EMR Holdings is a direct, wholly owned subsidiary of Emerson and as such, each of 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 Emerson Sub.

- (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.

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.

EMERSON ELECTRIC CO

Signature: /s/ John A. Sperino
Name/Title: John A. Sperino/Vice President and Assistant Secretary
Date: 03/05/2025

EMR HOLDINGS, INC.

Signature: /s/ John A. Sperino
Name/Title: John A. Sperino/Vice President and Secretary
Date: 03/05/2025

EMR WORLDWIDE INC.

Signature: /s/ John A. Sperino
Name/Title: John A. Sperino/President and Secretary
Date: 03/05/2025