

ASPEN AEROGELS INC

Reported by
PREND DAVID J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/13/14 for the Period Ending 06/12/14

Address	30 FORBES ROAD BUILDING B NORTHBOROUGH, MA 01532
Telephone	5086911111
CIK	0001145986
Symbol	ASPN
SIC Code	5030 - Lumber And Other Construction Materials
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Prend David J (Last) (First) (Middle) C/O ROCKPORT CAPITAL PARTNERS, 160 FEDERAL STREET, 18TH FLOOR (Street) BOSTON, MA 02110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ASPEN AEROGELS INC [ASPN] 6/12/2014 3. Date of Earliest Transaction (MM/DD/YYYY) 6/12/2014 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	6/12/2014		A		7727 (1)	A	\$0.00	7727 (2)	D	
Common Stock								59 (2)	I	Held by Rockport Capital Partners, L.P. (3)
Common Stock								361 (2)	I	Held by Rockport Capital Partners II, L.P. (3)
Common Stock								63 (2)	I	Held by Rockport SII, LLC (3)
Common Stock								42 (2)	I	Held by RP Co-Investment Fund I, L.P. (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) The reporting person was granted restricted shares of common stock at the time of pricing of the initial public offering pursuant to the Issuer's Non-Employee Director Compensation Policy. These restricted shares will vest on the earlier of (a) one year from the date of the grant (June 12, 2015) or (b) the day prior to the Issuer's annual meeting of stockholders to be held in 2015.
- (2) The number of shares assumes a 1-for-824.7412544 reverse stock split in connection with the Issuer's initial public offering.
- (3) Mr. Prend is a managing member of RockPort Capital I, LLC, RockPort Capital II, LLC, RockPort SGII, LLC and RP Co-Investment Fund I GP, LLC, which are the general partners, respectively, of RockPort Capital Partners, L.P., RockPort Capital Partners II, L.P., RockPort SII, LLC and RP Co-Investment Fund I, LP. Mr. Prend disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prend David J C/O ROCKPORT CAPITAL PARTNERS 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110	X			

Signatures

/s/ John P. Condon, Attorney-in-fact

6/13/2014

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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