

ASPEN AEROGELS INC

Reported by
NOETZEL MARK L

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 06/24/14 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

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

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longer subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Noetzel Mark L			ASPEN AEROGELS INC [ASPN]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			6/12/2014					
C/O ASPEN AEROGELS, INC., 30 FORBES ROAD, BUILDING B			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			6/13/2014			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
NORTHBOROUGH, MA 01532								
(City)	(State)	(Zip)						

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	D	

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				
Stock Option (right to buy) (2)	\$148.45	12/20/2013		A		615	(3)	12/20/2023	Common Stock	615	\$0.00	615	D	

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) This transaction, which occurred prior to the Issuer's initial public offering of common stock, is being reported pursuant to Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended.
- (3) This option vested as to 40% of the shares on August 7, 2013 and vests as to 1.667% of the shares per month thereafter until August 7, 2016.

Remarks:

This amendment to Form 4 is being filed solely to report the option to purchase common stock granted to the reporting person prior to the Issuer's initial public offering pursuant to Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. This option was previously reported on the reporting person's Form 3 filed on June 12, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noetzel Mark L C/O ASPEN AEROGELS, INC. 30 FORBES ROAD, BUILDING B NORTHBOROUGH, MA 01532	X			

Signatures/s/ John P. Condon, Attorney-in-fact6/24/2014

** 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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