

PROGRESS SOFTWARE CORP /MA  
Form 8-K  
May 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 7, 2012

**Progress Software Corporation**

(Exact name of registrant as specified in its charter)

Commission file number: 0-19417

Massachusetts  
(State or other jurisdiction of

04-2746201  
(I.R.S. employer

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incorporation or organization)

identification no.)

**14 Oak Park**

**Bedford, Massachusetts 01730**

(Address of principal executive offices, including zip code)

**(781) 280-4000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On May 7, 2012, Progress Software Corporation ( Progress or the Company ) announced that it is in receipt of a letter from Starboard Value and Opportunity Master Fund Ltd. ( Starboard ) notifying the Company that Starboard is withdrawing its slate of nominees for election to Progress Board of Directors at the upcoming 2012 Annual Meeting of Shareholders. A copy of the press release issued by Progress is attached to this 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | Press release issued by Progress Software Corporation, dated May 7, 2012 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 7, 2012

Progress Software Corporation

By: /s/ Chris B. Andersen  
Chris B. Andersen  
Vice President and Chief Accounting Officer