

PROGRESS SOFTWARE CORP /MA

Form 8-K

December 21, 2010

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**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): December 21, 2010**  
**Progress Software Corporation**  
**(Exact name of registrant as specified in its charter)**  
**Commission file number: 033-41752**

**Massachusetts**  
**(State or other jurisdiction of  
incorporation or organization)**

**04-2746201**  
**(I.R.S. employer  
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))
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**Section 2 Financial Information**

***Item 2.02 Results of Operations and Financial Condition***

On December 21, 2010, Progress Software Corporation issued a press release announcing financial results for its fourth fiscal quarter ended November 30, 2010. The company also posted a copy of its supplemental prepared remarks with respect to the completed quarter on the Investor Relations section of its website at [www.progress.com](http://www.progress.com). A copy of the press release and a copy of the prepared remarks are furnished herewith as Exhibits 99.1 and 99.2, respectively. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the company, whether made before or after the date of this report, regardless of any general incorporation language in the filing.

**Section 8 Other Events**

***Item 8.01. Other Events***

On December 21, 2010, in the press release referenced above, Progress Software Corporation also announced that its Board of Directors approved a three -for-two stock split of the company's outstanding shares of common stock to be effected in the form of a stock dividend. The stock split will be effective for shareholders of record after the close of market on January 12, 2011 and will be payable on January 28, 2011. The company's press release announcing the stock split is attached as Exhibit 99.1.

**Section 9 Financial Statements and Exhibits**

***Item 9.01 Financial Statements and Exhibits***

(c) Exhibits

99.1 Press Release dated December 21, 2010

99.2 Prepared Remarks

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**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: December 21, 2010

Progress Software Corporation

By: /s/ Charles F. Wagner, Jr.  
Executive Vice President,  
Finance and Administration and  
Chief Financial Officer