

PROGRESS SOFTWARE CORP /MA  
Form 8-K  
June 06, 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 31, 2012

**Progress Software Corporation**

(Exact name of registrant as specified in its charter)

Commission file number: 0-19417

**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)

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- .. 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 5.07. Submission of Matters to a Vote of Security Holders**

On May 31, 2012, at the Progress Software Corporation (the Company) 2012 Annual Meeting of Shareholders, the Company's shareholders voted on the following four matters and cast their votes as described below:

- (1) The election of eight members to the Board of Directors to serve until the Company's next annual meeting of shareholders or until their successors are duly elected and qualified;
- (2) The approval of an amendment to the Company's 1991 Employee Stock Purchase Plan, as amended, to increase the maximum number of shares that may be issued under that plan by 1,300,000 shares;
- (3) The approval, on an advisory basis, of the compensation of the Company's named executive officers for the fiscal year ended November 30, 2011; and
- (4) The ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2012.

The following is a summary of the voting results for each matter presented to the shareholders:

**Proposal 1 Election of Directors:**

	<b>Total Vote For Each Director</b>	<b>Total Vote Withheld From Each Director</b>	<b>Broker Non-Votes</b>
Jay Bhatt	54,695,309	156,988	4,829,940
Barry N. Bycoff	54,602,858	249,439	4,829,940
John R. Egan	54,223,207	629,090	4,829,940
Ram Gupta	54,358,342	493,955	4,829,940
Charles F. Kane	54,226,953	625,344	4,829,940
David J. Krall	53,873,358	978,939	4,829,940
Michael L. Mark	53,681,689	1,170,608	4,829,940
Philip M. Pead	54,163,916	688,381	4,829,940

**Proposal 2 Approval of an amendment to the Company's 1991 Employee Stock Purchase Plan, as amended, to increase the maximum number of shares that may be issued under that plan by 1,300,000 shares:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
53,316,091	971,422	564,784	4,829,940

**Proposal 3 Approval, on an advisory basis, of the compensation of the Company's named executive officers for the fiscal year ended November 30, 2011:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
53,389,998	1,374,331	86,978	4,829,940

**Proposal 4 The ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2012:**

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**For**  
58,288,712

**Against**  
1,380,917

**Abstain**  
12,608

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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: May 31, 2012

**Progress Software Corporation**

By: /s/ Chris Andersen  
Chris Andersen

Vice President, Corporate Controller and CAO