

PROGRESS SOFTWARE CORP /MA  
Form 8-K  
December 08, 2008

**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 2, 2008**

**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)
  - 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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**Item 8.01 Other Event.**

On December 2, 2008, following a hearing, the Massachusetts Superior Court entered an order approving the proposed settlement entered into on September 5, 2008 by Progress Software Corporation ( Progress ), resolving all pending shareholder derivative lawsuits relating to Progress historical stock option-granting practices. No further court or other approvals of the settlement are required. The terms of the settlement, including a copy of the settlement agreement, were previously disclosed by Progress in its Current Report on Form 8-K filed on September 29, 2008.

**Item 9.01 Financial Statement and Exhibits.**

N/A

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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 5, 2008

Progress Software Corporation

By: /s/ Norman R. Robertson

Norman R. Robertson  
Senior Vice President, Finance and  
Administration and Chief Financial  
Officer