

PROGRESS SOFTWARE CORP /MA  
Form 8-K  
May 07, 2015

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 5, 2015  
Progress Software Corporation  
(Exact name of registrant as specified in its charter)  
Commission file number: 0-19417

|   |   |
|---|---|
| Massachusetts<br>(State or other jurisdiction of<br>incorporation or organization)<br>14 Oak Park<br>Bedford, Massachusetts 01730<br>(Address of principal executive offices, including zip code)<br>(781) 280-4000<br>(Registrant's telephone number, including area code) | 04-2746201<br>(I.R.S. employer<br>identification no.) |
|---|---|

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 5.07. Submission of Matters to a Vote of Security Holders

On May 5, 2015, at the Progress Software Corporation (the “Company”) 2015 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 seven 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, on an advisory basis, of the compensation of the Company’s named executive officers for the fiscal year ended November 30, 2014;
- (3) The ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2015; and
- (4) The approval of the reincorporation of the Company from Massachusetts to Delaware.

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

Proposal 1 - Election of Directors:

|                 | Total Vote<br>For<br>Each Director | Total Vote<br>Withheld<br>From<br>Each<br>Director | Broker<br>Non-Votes |
|-----------------|------------------------------------|--|---------------------|
| Barry N. Bycoff | 43,771,306                         | 376,590  | 4,303,100           |
| John R. Egan    | 42,989,141                         | 1,158,775  | 4,303,100           |
| Ram Gupta       | 43,737,769                         | 410,127  | 4,303,100           |
| Charles F. Kane | 43,698,180                         | 449,716  | 4,303,100           |
| David A. Krall  | 43,931,368                         | 216,528  | 4,303,100           |
| Michael L. Mark | 43,904,905                         | 242,991  | 4,303,100           |
| Philip M. Pead  | 43,767,909                         | 379,987  | 4,303,100           |

Proposal 2- Approval, on an advisory basis, of the compensation of the Company’s named executive officers for the fiscal year ended November 30, 2014:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 42,687,755 | 1,164,219 | 295,922 | 4,303,100        |

Proposal 3 - The ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2015:

| For        | Against | Abstain |
|------------|---------|---------|
| 47,822,165 | 550,806 | 78,025  |

Proposal 4 - The reincorporation of the Company from Massachusetts to Delaware:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 43,097,591 | 972,698 | 77,607  | 4,303,100        |



**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 5, 2015

Progress Software Corporation  
By: /s/Stephen H. Faberman  
Stephen H. Faberman  
Senior Vice President, General Counsel