

# PROGRESS SOFTWARE CORP /MA

## **FORM 8-K** (Current report filing)

Filed 06/19/17 for the Period Ending 06/15/17

Address	14 OAK PARK BEDFORD, MA 01730
Telephone	781-280-4473
CIK	0000876167
Symbol	PRGS
SIC Code	7372 - Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	11/30

**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): June 15, 2017

**Progress Software Corporation**

(Exact name of registrant as specified in its charter)

Commission file number: 0-19417

**Delaware**  
(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))
-

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

On June 15, 2017, at the Progress Software Corporation (the “Company”) 2017 Annual Meeting of Stockholders, the Company’s stockholders 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 stockholders;
- (2) The approval, on an advisory basis, of the compensation of the Company’s named executive officers for the fiscal year ended November 30, 2016;
- (3) The approval, on an advisory basis, of the frequency of future say-on-pay votes; and
- (4) The ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2017.

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

***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>
Paul T. Dacier	36,701,629	3,941,007	5,120,756
John R. Egan	36,630,837	4,011,799	5,120,756
Rainer Gawlick	36,702,842	3,939,794	5,120,756
Yogesh Gupta	36,722,870	3,919,766	5,120,756
Charles F. Kane	36,673,173	3,969,463	5,120,756
David A. Krall	35,561,865	5,080,771	5,120,756
Michael L. Mark	36,551,656	4,090,980	5,120,756

***Proposal 2 - Approval, on an advisory basis, of the compensation of the Company’s named executive officers for the fiscal year ended November 30, 2016:***

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
39,643,907	971,038	27,691	5,120,756

---

*Proposal 3 - Approval, on an advisory basis, of the frequency of future say-on-pay votes:*

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
32,362,692	4,315	8,255,528	20,101	5,120,756

*Proposal 4 - The ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2017:*

<b>For</b>	<b>Against</b>	<b>Abstain</b>
45,607,413	145,528	10,451

---

**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: June 19, 2017

Progress Software Corporation

By: /s/Stephen H. Faberman  
Stephen H. Faberman  
Chief Legal Officer