

PROGRESS SOFTWARE CORP /MA

Form S-8 POS

April 30, 2008

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As filed with the Securities and Exchange Commission on April 30, 2008

Registration No. 33-50654

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**PROGRESS SOFTWARE CORPORATION
(Exact Name of Registrant as Specified in its Charter)**

**Massachusetts
(State of Incorporation)**

**04-2746201
(I.R.S. Employer Identification Number)**

**14 Oak Park
Bedford, Massachusetts 01730
(781) 280-4000**

(Address of Principal Executive Offices)

**PROGRESS SOFTWARE CORPORATION
1992 INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN
(Full Title of the Plan)**

**Joseph W. Alsop
Progress Software Corporation
14 Oak Park**

Bedford, Massachusetts 01730

(Name and Address of Agent for Service)

(781) 280-4000

(Telephone Number, Including Area Code, of Agent For Service)

WITH A COPY TO:

Anthony J. Medaglia, Jr.

Goodwin Procter LLP

53 State Street

Boston, Massachusetts 02109

(617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

Progress Software Corporation (the Company) is filing this post-effective amendment to deregister certain of the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 33-50654), filed with the Securities and Exchange Commission on August 12, 1992 (the Registration Statement) with respect to shares of the Company's common stock, par value \$0.01 per share (Common Stock), thereby registered for issuance under the Company's 1992 Incentive and Nonqualified Stock Option Plan (the 1992 Plan). An aggregate of 6,000,000 shares of Common Stock were registered for issuance under the 1992 Plan.

On April 24, 2008, the Company's shareholders approved the Company's 2008 Stock Option and Incentive Plan (the 2008 Plan). Following the approval of the 2008 Plan, no future awards will be made under the 1992 Plan. The maximum number of shares of Common Stock reserved and available for issuance under the 2008 Plan includes the shares available for grant under the 1992 Plan, as of the effective date of the 2008 Plan. The total number of shares available for grant under the 1992 Plan on that date was 32,188 shares (the Carried Forward Shares). The Carried Forward Shares include 32,188 shares registered under the Registration Statement, which are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the Carried Forward Shares for issuance pursuant to the 2008 Plan.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Bedford, the Commonwealth of Massachusetts, on this 30th day of April, 2008.

**PROGRESS SOFTWARE
CORPORATION**

By: /s/ Joseph W. Alsop

Joseph W. Alsop
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|----------------|
| /s/ Joseph W. Alsop | Chief Executive Officer and Director | April 30, 2008 |
| Joseph W. Alsop | (Principal Executive Officer) | |
| /s/ Norman R. Robertson | Senior Vice President, Finance and Administration and Chief Financial Officer | April 30, 2008 |
| Norman R. Robertson | (Principal Financial Officer) | |
| /s/ David H. Benton, Jr. | Vice President and Corporate Controller | April 30, 2008 |
| David H. Benton, Jr. | (Principal Accounting Officer) | |
| | Director | April 30, 2008 |
| Barry N. Bycoff | | |
| /s/ Roger J. Heinen, Jr. | Director | April 30, 2008 |
| Roger J. Heinen, Jr. | | |
| /s/ Charles F. Kane | Director | April 30, 2008 |
| Charles F. Kane | | |
| /s/ David A. Krall | Director | April 30, 2008 |
| David A. Krall | | |
| /s/ Michael L. Mark | Chairman of the Board of Directors | April 30, 2008 |

Michael L. Mark

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| Exhibit No. | Description |
|--------------------|----------------------------------|
| 23.1* | Consent of Deloitte & Touche LLP |

* Filed herewith

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