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PROGRESS SOFTWARE CORP /MA

Form S-8

November 15, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

PROGRESS SOFTWARE CORPORATION

-----  
(Exact name of Registrant as specified in its charter)

MASSACHUSETTS

04-2746201

-----  
(State of other jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer  
Identification No.)

14 OAK PARK, BEDFORD, MASSACHUSETTS

01730

-----  
(Address of Principal Executive Offices)

-----  
(Zip code)

Progress Software Corporation  
2002 NONQUALIFIED STOCK PLAN

-----  
(Full title of the plan)

Joseph W. Alsop, Chief Executive Officer  
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:  
Robert L. Birnbaum, Esquire  
Foley Hoag LLP  
155 Seaport Boulevard  
Boston, Massachusetts 02210  
(617) 832-1000

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CALCULATION OF REGISTRATION FEE

-----  
Title of each class of securities to be registered      Amount to be Registered(1)      Proposed maximum offering price per share      Proposed maximum aggregate offering price  
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Common Stock, \$.01 par value per share	3,000,000 (2)	\$12.29 (3)	\$36,870,000 (3)
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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, there are also registered an indeterminate number of additional shares which may be issued if the antidilution provisions of the Plan become operative.
- (2) Represents shares issuable pursuant to options or awards that may be granted in the future under the Plan.
- (3) In accordance with Rules 457(c) and (h)(1) under the Securities Act of 1933, the offering price for these shares is estimated, solely for the purpose of determining the registration fee, based on the average of the high and low sale prices of the common stock as reported by the Nasdaq Stock Market on November 12, 2002.

### INTRODUCTION

This Registration Statement covers 3,000,000 shares of our common stock issuable pursuant to our 2002 Nonqualified Stock Plan. These shares are in addition to the 3,500,000 shares of common stock issuable pursuant to the 2002 Nonqualified Stock Option Plan that have been registered pursuant to the Registration Statement on Form S-8, File No. 333-98035, which we filed with the Securities and Exchange Commission on August 13, 2002.

The contents of our Registration Statement on Form S-8, File No. 333-98035, are incorporated herein by reference.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 8. EXHIBITS.

The Exhibit Index immediately preceding the exhibits is attached hereto and incorporated herein by reference.

### SIGNATURES

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Bedford, Commonwealth of Massachusetts, on the 15th day of November, 2002.

PROGRESS SOFTWARE CORPORATION  
By: /s/ Joseph W. Alsop

-----  
Joseph W. Alsop  
Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Joseph W. Alsop and Norman R. Robertson, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing which they, or any of them, may deem necessary or advisable to be done in connection with this Registration Statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ JOSEPH W. ALSOP ----- Joseph W. Alsop	Chief Executive Officer and Director (Principal Executive Officer)	November
/s/ NORMAN R. ROBERTSON ----- Norman R. Robertson	Senior Vice President, Finance and Administration and Chief Financial Officer (Principal Financial Officer)	November
/s/ DAVID H. BENTON, JR. ----- David H. Benton, Jr.	Vice President and Corporate Controller (Principal Accounting Officer)	November
/s/ LARRY R. HARRIS ----- Larry R. Harris	Director	November
/s/ ROGER J. HEINEN, JR. ----- Roger J. Heinen, Jr.	Director	November

Signature -----	Title -----	Date ----
/s/ MICHAEL L. MARK -----	Director	November

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Michael L. Mark

/s/ ARTHUR J. MARKS

Director

November

-----  
Arthur J. Marks

/s/ SCOTT A. MCGREGOR

Director

November

-----  
Scott A. McGregor

/s/ AMRAM RASIEL

Director

November

-----  
Amram Rasiel

EXHIBITS

- 5.1 Opinion of Counsel
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of Counsel (included in Exhibit 5.1)
- 24.1 Power of Attorney (contained on the signature page)