

PROGRESS SOFTWARE CORP /MA  
 Form 3  
 February 01, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |  |  |   |  |   |
|---|--|--|---|--|---|
| 1. Name and Address of Reporting Person *<br>Â Robinson Matt<br>(Last) (First) (Middle)<br><br>C/O PROGRESS SOFTWARE CORPORATION,Â 14 OAK PARK DRIVE<br>(Street)<br><br>BEDFORD,Â MAÂ 01730<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>01/28/2016 | 3. Issuer Name and Ticker or Trading Symbol<br>PROGRESS SOFTWARE CORP /MA [PRGS] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Technical Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 5,466  | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (1)            | Â (1)           | Common Stock | 5,000 (2)                  | \$ (1)   | D                                     | Â |
| Restricted Stock Units | Â (3)            | Â (3)           | Common Stock | 2,938 (4)                  | \$ (3)   | D                                     | Â |
| Restricted Stock Units | Â (5)            | Â (5)           | Common Stock | 3,999 (6)                  | \$ (5)   | D                                     | Â |
| Restricted Stock Units | Â (7)            | Â (7)           | Common Stock | 1,917                      | \$ (7)   | D                                     | Â |
| Restricted Stock Units | Â (8)            | Â (8)           | Common Stock | 3,315                      | \$ (8)   | D                                     | Â |
| Restricted Stock Units | Â (9)            | Â (9)           | Common Stock | 4,174                      | \$ (9)   | D                                     | Â |
| Restricted Stock Units | Â (10)           | Â (10)          | Common Stock | 21,545                     | \$ (10)  | D                                     | Â |
| Restricted Stock Units | Â (11)           | Â (11)          | Common Stock | 3,813                      | \$ (11)  | D                                     | Â |
| Restricted Stock Units | Â (12)           | Â (12)          | Common Stock | 24,781                     | \$ (12)  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Robinson Matt<br>C/O PROGRESS SOFTWARE CORPORATION<br>14 OAK PARK DRIVE<br>BEDFORD,Â MAÂ 01730 | Â             | Â         | Â Chief Technical Officer | Â     |

## Signatures

Stephen H. Faberman,  
Attorney-In-Fact

02/01/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan.
- (1) Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on April 1, 2014, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (2) As of the date of this filing, 3,332 restricted stock units have vested.

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- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2014, subject to the continued employment of the Reporting Person with Progress Software Corporation
- (3) As of the date of this filing, 1,468 restricted stock units have vested.
- Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2015, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (5) As of the date of this filing, 666 restricted stock units have vested.
- Represents restricted stock units acquired by the Reporting Person upon conversion of performance share units relating to FY15 performance pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. One-third of the restricted stock units vest on April 1, 2016, with the remaining restricted stock units vesting in four semiannual installments over two years, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (7) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in six equal semiannual installments beginning on April 1, 2016, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (8) Represents restricted stock units acquired by the Reporting Person upon conversion of performance share units relating to FY15 performance pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. One-third of the restricted stock units vest on April 1, 2016, with the remaining restricted stock units vesting in four semiannual installments over two years, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (9) Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2017.
- (10) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in six equal semiannual installments beginning on October 1, 2016, subject to the continued employment of the Reporting Person with Progress Software Corporation.
- (11) Represents performance-based restricted stock units that vest based on Progress Software Corporation total shareholder return over a three-year period, as will be determined at the first meeting of the Progress Software Corporation's compensation committee following November 30, 2018.
- (12)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.