

PEGASYSTEMS INC  
Form DEFA14A  
May 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

**PEGASYSTEMS INC.**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**IMPORTANT ANNUAL MEETING INFORMATION** 000004  
ENDORSEMENT\_LINE \_\_\_\_\_ SACKPACK \_\_\_\_\_

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DESIGNATION (IF ANY)

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ADD 3

ADD 4

ADD 5

ADD 6

**Important Notice Regarding the Availability of Proxy Materials for the**

**Pegasystems Inc. Annual Stockholders Meeting to be Held on Tuesday, July 12, 2011.**

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement, Annual Report on Form 10-K and Amendment No.1 on Form 10-K/A are available at:**

**[www.envisionreports.com/PEGA](http://www.envisionreports.com/PEGA)**

**Easy Online Access A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to **[www.envisionreports.com/PEGA](http://www.envisionreports.com/PEGA)** to view the materials.

**Step 2:** Click on **Cast Your Vote or Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

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**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**

**Obtaining a Copy of the Proxy Materials** If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before June 27, 2011 to facilitate timely delivery.

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Pegasystems Inc. Annual Meeting of Stockholders will be held on Tuesday, July 12, 2011 at 101 Main Street, Cambridge, Massachusetts, 02142, at 9:00 a.m., local time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all the nominees listed, **FOR** Proposals 2, 4 and 5 and **FOR** a one-year frequency on Proposal 3.

1. Election of Directors.

01 - Peter Gyenes

02 - Richard H. Jones

03 - Steven F. Kaplan

04 - James P. O. Halloran

05 - Alan Trefler

06 - William W. Wyman

2. To approve, by a non-binding advisory vote, the compensation of our named executive officers.
3. To approve, by a non-binding advisory vote, the frequency of the stockholder advisory vote on the compensation of our named executive officers.
4. To approve the Pegasystems Inc. Amended and Restated 2004 Long-Term Incentive Plan.
5. To ratify the selection by the Audit Committee of our Board of Directors of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2011.
6. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**

**Here's how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

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**PLEASE NOTE:** You must use the numbers in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to [www.envisionreports.com/PEGA](http://www.envisionreports.com/PEGA). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** Call us toll free at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g **Email** Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials Pegasystems Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by June 27, 2011.

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**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice** Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on July 12, 2011

**Meeting Information**

**PEGASYSTEMS INC.**

**Meeting Type:** Annual Meeting  
**For holders as of:** May 16, 2011

**Date:** July 12, 2011    **Time:** 9:00 AM EDT  
**Location:** Pegasystems Inc.  
101 Main Street  
Cambridge, MA 02142

**BROKER**

**LOGO**

**HERE**

*Return Address Line 1*

*Return Address Line 2*

*Return Address Line 3*

*51 MERCEDES WAY*

*EDGEWOOD NY 11717*

Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample

1234 ANYWHERE STREET

ANY CITY, ON A1A 1A1

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



Job #

Envelope #

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# of # Sequence #

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report On Form 10-K 2. Amendment No.1 on Form 10-K/A 3. Notice & Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow g (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*            [www.proxyvote.com](http://www.proxyvote.com)  
2) *BY TELEPHONE:*        1-800-579-1639  
3) *BY E-MAIL\*:*            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow g (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 27, 2011 to facilitate timely delivery.

**How To Vote**

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Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow g available and follow the instructions.

Internal Use  
Only

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

**Voting items**

**The Board of Directors recommends you vote FOR the following proposal(s):**

- |                                          |                                                                                                                                                                                                         |
|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Election of Directors Nominees</b> | <b>The Board of Directors recommends you vote FOR the following proposal(s):</b>                                                                                                                        |
| 01 Peter Gyenes                          | <b>4.</b> To approve the Pegasystems Inc. Amended and Restated 2004 Long-Term Incentive Plan.                                                                                                           |
| 02 Richard H. Jones                      | <b>5.</b> To ratify the selection by the Audit Committee of our Board of Directors of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2011. |
| 03 Steven F. Kaplan                      |                                                                                                                                                                                                         |
| 04 James P. O Halloran                   |                                                                                                                                                                                                         |
| 05 Alan Trefler                          |                                                                                                                                                                                                         |
| 06 William W. Wyman                      |                                                                                                                                                                                                         |

**The Board of Directors recommends you vote FOR the following proposal(s):**

- 2.** To approve, by a non-binding advisory vote, the compensation of our named executive officers.

**The Board of Directors recommends you vote 1 YEAR on the following proposal:**

- 3.** To approve, by a non-binding advisory vote, the frequency of the stockholder advisory vote on the compensation of our named executive officers.

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**Voting items Continued**

**Reserved for Broadridge Internal Control Information**

**NOTE:** In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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PEGASYSTEMS INC. ANNUAL MEETING TO BE HELD ON 07/12/11 AT 09:00 A.M. EDT

FOR HOLDERS AS OF 05/16/11 \* ISSUER CONFIRMATION COPY - INFO ONLY \*

5 1-0001

THIS FORM IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. PLEASE DO NOT USE IT FOR VOTING PURPOSES.

705573103

**DIRECTORS**

**PROPOSAL(S)**

1A \*- ELECTION OF DIRECTOR: PETER GYENES ----->>>

1B \*- ELECTION OF DIRECTOR: RICHARD H. JONES ----->>>

1C \*- ELECTION OF DIRECTOR: STEVEN F. KAPLAN ----->>>

1D \*- ELECTION OF DIRECTOR: JAMES P. O HALLORAN ----->>

1E \*- ELECTION OF DIRECTOR: ALAN TREFLER----->>>

1F \*- ELECTION OF DIRECTOR: WILLIAM W. WYMAN----->>>

2 \*- TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION ---->>>  
OF OUR NAMED EXECUTIVE OFFICERS.

3 \*- TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE FREQUENCY OF --->>>  
THE STOCKHOLDER ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

4 \*- TO APPROVE THE PEGASYSTEMS INC. AMENDED AND RESTATED

2004 ---->>>

LONG-TERM INCENTIVE PLAN.

5 - TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF OUR

BOARD OF --->>>

DIRECTORS OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR  
THE YEAR ENDING DECEMBER 31, 2011.

**DIRECTORS  
RECOMMEND**

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FOR --->>>

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FOR --->>>

0010200

\*NOTE\* SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT  
THEREOF.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON  
07/12/11 FOR PEGASYSTEMS INC.**

**THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM**

**\*\* | \*\***

- PROXY MATERIALS

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-S

DIRECTORS

(MARK X FOR ONLY ONE BOX)

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PLEASE INDICATE YOUR VOTING

INSTRUCTIONS FOR EACH PROPOSAL

PLEASE INDICATE YOUR PROPOSAL SELECTION BY FIRMLY PLACING AN X  
IN THE APPROPRIATE NUMBERED BOX WITH BLUE OR BLACK INK

	FOR	AGN	ABS	
1A	..	..	..	
	FOR	AGN	ABS	SEE VOTING INSTRUCTION NO. 2 ON REVERSE
1B	..	..	..	
	FOR	AGN	ABS	
1C	..	..	..	
	FOR	AGN	ABS	A/C: