

PROGRESS SOFTWARE CORP /MA
Form 8-K
May 17, 2018

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): May 17, 2018
Progress Software Corporation
(Exact name of registrant as specified in its charter)
Commission file number: 0-19417

Delaware 04-2746201
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) 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))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 17, 2018, at the 2018 Annual Meeting of Stockholders of Progress Software Corporation (the "Company"), the Company's stockholders voted on the following three matters and cast their votes as described below:

- (1) The election of eight members to the Board of Directors of the Company to serve until the Company's 2019 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, 2017; and
- (3) The ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2018.

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

Proposal 1 - Election of Directors:

| | Total Vote For Each Director | Total Vote Withheld From Each Director | Broker Non-Votes |
|-------------------|------------------------------------|--|------------------|
| Paul T. Dacier | 35,089,667 | 291,155 | 6,065,419 |
| John R. Egan | 34,996,831 | 383,991 | 6,065,419 |
| Rainer Gawlick | 35,071,517 | 309,305 | 6,065,419 |
| Yogesh Gupta | 35,087,898 | 292,924 | 6,065,419 |
| Charles F. Kane | 34,850,223 | 530,599 | 6,065,419 |
| Sanskriti Y. King | 35,089,690 | 291,132 | 6,065,419 |
| David A. Krall | 34,859,902 | 520,920 | 6,065,419 |
| Angela T. Tucci | 35,067,682 | 313,140 | 6,065,419 |

Proposal 2 - Approval, on an advisory basis, of the compensation of the Company's named executive officers for the fiscal year ended November 30, 2017:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 34,703,168 | 373,234 | 304,420 | 6,065,419 |

Proposal 3 - The ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2018:

| For | Against | Abstain |
|------------|---------|---------|
| 41,274,763 | 169,176 | 2,302 |

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.

Progress Software
Date: May 17, 2018 Corporation

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