

PROGRESS SOFTWARE CORP /MA

Form SC TO-C

December 19, 2006

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

**SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**Progress Software Corporation**  
*(Name of Subject Company (Issuer))*

**Progress Software Corporation**  
*(Name of Filing Person (Issuer and Offeror))*

**Options to Purchase Shares of Common Stock, Par Value \$0.01 Per Share**  
*(Title of Class of Securities)*

**Not applicable**  
*(CUSIP Number of Class of Securities)*

**Joseph W. Alsop**  
**Progress Software Corporation**  
**14 Oak Park**  
**Bedford, Massachusetts 01730**  
**(781) 280-4000**

*(Name, address, and telephone numbers of person authorized  
to receive notices and communications on behalf of filing persons)  
with copies to:*

**John D. Hancock, Esq.**  
**Foley Hoag llp**  
**155 Seaport Boulevard**  
**Boston, Massachusetts 02210**  
**Calculation of Filing Fee**

**Transaction valuation**

**Amount of filing fee**

Not Applicable\*

Not Applicable\*

\* A filing fee is not required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

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

Amount Previously Paid:

Form or Registration No.:

Filing Party:

Date Filed:

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

-

The following disclosures are incorporated by reference:

The last paragraph on page 25 and the first two paragraphs on page 26 of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Restatement of Consolidated Financial Statements of our amended Annual Report on Form 10-K/A for the fiscal year ended November 30, 2005, as filed with the Securities and Exchange Commission on December 19, 2006;

The first three paragraphs on page 19 of Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Restatement of Consolidated Financial Statements of our amended Quarterly Report on Form 10-Q/A for the quarter ended February 28, 2006, as filed with the Securities and Exchange Commission on December 19, 2006;

The first three paragraphs on page 16 of Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Restatement of Consolidated Financial Statements of our Quarterly Report on Form 10-Q for the quarter ended May 31, 2006, as filed with the Securities and Exchange Commission on December 19, 2006; and

The fifth, sixth and seventh paragraphs on page 16 of Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Restatement of Consolidated Financial Statements of our Quarterly Report on Form 10-Q for the quarter ended August 31, 2006, as filed with the Securities and Exchange Commission on December 19, 2006.