

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 19, 2002 (Amending the Report on Form 8-K filed January 3, 2003)**

Progress Software Corporation

(Exact name of registrant as specified in its charter)

Massachusetts

0-19417

04-2746201

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

14 Oak Park, Bedford, MA 01730

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(781) 280-4000**

(Former name or former address, if changed since last report)

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Amendment No. 1 to Current Report on Form 8-K/A

Progress Software Corporation (“Progress”) hereby amends Item 7 of its Current Report on Form 8-K, which was filed on January 3, 2003, to (i) file the required financial statements of eXcelon Corporation (“eXcelon”), which was acquired by Progress on December 19, 2002, and (ii) file the consent of PricewaterhouseCoopers LLP as Exhibit 23.1 hereto.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The required financial statements of the business acquired are incorporated herein by reference to eXcelon’s Annual Report on Form 10-K for the year ended December 31, 2001, as amended (File No. 0-21041), and eXcelon’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 (File No. 0-21041).

(b) Pro Forma Financial Information.

Pro forma financial information will be filed by amendment to this Current Report on Form 8-K within the time allowed for such filing by Item 7(a)(4) of this Form.

(c) Exhibits.

Exhibit Number	Description
2.1*	Agreement and Plan of Merger, dated October 18, 2002, among Progress, Chopin Merger Sub, Inc. and eXcelon.
23.1	Consent of PricewaterhouseCoopers LLP.

* Previously filed.

SIGNATURE

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
CORPORATION**
(Registrant)

Date: February 14, 2003

/s/ Norman R. Robertson

Norman R. Robertson
Senior Vice President, Finance and
Administration and Chief Financial
Officer
(Principal Financial Officer)

EXHIBIT INDEX

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*	Previously filed.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Current Report on Form 8-K/A and the Registration Statements on Form S-8 (File Nos. 33-41752, 33-43045, 33-50654, 33-58892, 33-96320, 333-41393, 333-41401, 333-41403, 333-80571, 333-80559, 333-98035 and 333-101239) of Progress Software Inc. of our reports dated March 29, 2002 relating to the financial statements and financial statement schedule of eXcelon Corporation, which appear in the Annual Report on Form 10-K/A of eXcelon Corporation for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
February 14, 2003