

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

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**FORM 8-K**

**CURRENT REPORT**

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

**May 11, 2023**

Date of Report (Date of earliest event reported)

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**Progress Software Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**0-19417**

(Commission file number)

**04-2746201**

(I.R.S. Employer Identification No.)

**15 Wayside Road, Suite 400**

**Burlington, Massachusetts 01803**

(Address of principal executive offices, including zip code)

**(781) 280-4000**

(Registrant's telephone number, including area code)

**Not applicable**

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value per share</b>	<b>PRGS</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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

On May 11, 2023 at the 2023 Annual Meeting of Stockholders of Progress Software Corporation (the "Company"), the Company's stockholders voted on the following five matters and cast their votes as described below:

1. The election of nine members to the Board of Directors of the Company to serve until the Company's 2024 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, 2022;
3. The approval of the frequency of the advisory vote on the compensation of the Company's named executive officers;
4. The approval of an increase in the number of shares authorized for issuance under the 1991 Employee Stock Purchase Plan, as amended and restated; and
5. The ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2023.

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

***Proposal 1 - Election of Directors:***

	<b>Total Vote For Each Director</b>	<b>Total Vote Withheld From Each Director</b>	<b>Broker Non-Votes</b>
Paul T. Dacier	34,575,195	2,901,151	2,449,061
John R. Egan	32,385,101	5,091,245	2,449,061
Rainer Gawlick	37,182,157	294,189	2,449,061
Yogesh Gupta	36,304,014	1,172,332	2,449,061
Charles F. Kane	33,438,206	4,038,140	2,449,061
Sanskriti Y. King	37,176,245	300,101	2,449,061
David A. Krall	34,878,972	2,597,374	2,449,061
Angela T. Tucci	37,175,176	301,170	2,449,061
Vivian Vitale	35,674,526	1,801,820	2,449,061

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**Proposal 2 - Approval, on an advisory basis, of the compensation of the Company's named executive officers for the fiscal year ended November 30, 2022:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
35,828,174	1,615,749	32,423	2,449,061

**Proposal 3 - Approval of the frequency of the advisory vote on the compensation of the Company's named executive officers:**

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
36,344,690	12,952	1,095,160	23,544	2,449,061

**Proposal 4 - Approval of an increase in the number of shares authorized for issuance under the 1991 Employee Stock Purchase Plan, as amended and restated:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
37,181,519	141,531	153,296	2,449,061

**Proposal 5 - The ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2023:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
37,058,786	2,842,751	23,870

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**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.

Date: May 12, 2023

Progress Software Corporation

By: /s/ YUFAN STEPHANIE WANG  
YuFan Stephanie Wang  
Chief Legal Officer and Secretary