

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

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8
REGISTRATION STATEMENT NO. 333-146233
UNDER
THE SECURITIES ACT OF 1933**

PROGRESS SOFTWARE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

04-2746201
(I.R.S. Employer Identification Number)

15 Wayside Road, Suite 400, Burlington, Massachusetts
(Address of Principal Executive Offices)

01803
(Zip Code)

Progress Software Corporation 2004 Inducement Stock Plan
(Full Title of Plans)

YuFan Stephanie Wang
Progress Software Corporation
15 Wayside Road, Suite 400
Burlington, Massachusetts 01803
(Name and Address of Agent for Service)

(781) 280-4000
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

Progress Software Corporation (the "Registrant") is filing this Post-Effective Amendment to deregister all 14,343 unsold shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), that were registered under the Registration Statement on Form S-8 filed on September 21, 2007 (File No. 333-146233, the "Registration Statement") for issuance pursuant to the Progress Software Corporation 2004 Inducement Stock Plan (the "Inducement Plan"). The Registrant terminated use of the Inducement Plan. Please note that 2,373 shares of Common Stock remain subject to outstanding awards previously granted under the Inducement Plan and, consequently, the Registration Statement will remain in effect to cover the potential exercise or issuance of shares with respect to outstanding awards under the Inducement Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burlington, State of Massachusetts, on this 9th day of July 2024.

PROGRESS SOFTWARE CORPORATION

By: /s/ Yogesh K. Gupta

Yogesh K. Gupta
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yogesh K. Gupta</u> Yogesh K. Gupta	President, Chief Executive Officer (Principal Executive Officer)	July 9, 2024
<u>/s/ Anthony Folger</u> Anthony Folger	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 9, 2024
<u>/s/ Domenic LoCoco</u> Domenic LoCoco	Chief Accounting Officer (Principal Accounting Officer)	July 9, 2024
<u>/s/ Paul T. Dacier</u> Paul T. Dacier	Director	July 9, 2024
<u>/s/ John R. Egan</u> John R. Egan	Non-Executive Chairman	July 9, 2024
<u>/s/ Rainer Gawlick</u> Rainer Gawlick	Director	July 9, 2024
<u>/s/ Charles F. Kane</u> Charles F. Kane	Director	July 9, 2024
<u>/s/ Samskriti Y. King</u> Samskriti Y. King	Director	July 9, 2024
<u>/s/ David A. Krall</u> David A. Krall	Director	July 9, 2024
<u>/s/ Angela T. Tucci</u> Angela T. Tucci	Director	July 9, 2024
<u>/s/ Vivian M. Vitale</u> Vivian M. Vitale	Director	July 9, 2024
