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): March 30, 2010

Progress Software Corporation

(Exact name of registrant as specified in its charter)

Commission file number: 0-19417

Massachusetts **(State or other jurisdiction of incorporation or organization)**	**04-2746201** **(I.R.S. employer 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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On March 30, 2010, the Board of Directors of Progress Software Corporation (the “Company”), upon the recommendation of the Compensation Committee of the Board of Directors, approved the payment to Ram Gupta, a non-employee member of the Company’s Board of Directors, of an additional $100,000 in cash fees under the Company’s 2009 Fiscal Year Compensation Program for Non-Employee Directors (the “2009 Director Compensation Plan”). The Board of Directors approved the payment of these additional fees to compensate Mr. Gupta for his service on the Strategic Planning Committee of the Board of Directors during fiscal year 2009. As a result, for fiscal year 2009, Mr. Gupta was paid an aggregate of $224,167 in cash fees and received stock and option awards with a grant date fair value of $150,0000.

In addition, on March 30, 2010, the Board of Directors, upon the recommendation of the Compensation Committee, adopted and approved the Company’s 2010 Fiscal Year Compensation Program for Non-Employee Directors (the “2010 Director Compensation Plan”). The 2010 Director Compensation Plan, which is summarized below, contains substantially similar terms as the 2009 Director Compensation Plan.

For fiscal year 2010, non-employee directors of the Company will be paid an annual retainer of $255,000, which represents an increase of $30,000 over the annual retainer paid under the 2009 Director Compensation Plan. With respect to service on the committees of the Board of Directors, the 2010 Director Compensation Plan provides for the payment of the following fees, which are the same fees that were paid under the 2009 Director Compensation Plan:

- Audit Committee — $25,000 for the Chairman and $20,000 for the other members;
- Compensation Committee — $15,000 for the Chairman and $12,500 for the other members;
- Nominating and Corporate Governance Committee — $12,500 for the Chairman and $10,000 for the other members; and
- Special committees (while in use) — $25,000 for the Chairman and $20,000 for the other members.

Employee directors of the Company will receive no compensation for serving as a director, except that all directors, including employee directors, are eligible to be reimbursed for expenses incurred in attending board or committee meetings. No additional fee will be paid to the Lead Independent Director in connection with his serving in that capacity.

The annual retainer will be paid $75,000 in cash and $180,000 in equity, with the equity component having been increased by $30,000 over the amount paid under the 2009 Director Compensation Plan. The equity component will be paid in the form of fully vested shares of common stock and fully vested stock options according to a ratio selected by each director. The number of option shares will be determined by dividing the compensation amount by the grant date Black Scholes value. The number of shares of common stock will be determined by dividing the compensation amount by the grant date closing price of the common stock as reported by NASDAQ. The fees paid with respect to service on the committees of the Board of Directors are paid in cash. The fiscal year 2010 compensation will be paid to the non-employee directors in two installments, in April, relating to the period from December 1, 2009 until May 31, 2010, and in October, relating to the period from June 1, 2010 until November 30, 2010.

As part of the 2010 Director Compensation Plan, the Board of Directors also adopted revised stock retention guidelines for non-employee directors. These guidelines provide for all non-employee directors to hold at least 7,500 shares of common stock and/or deferred stock units. Directors have five years to attain this ownership threshold.

The foregoing summary is qualified in its entirety by reference to the 2010 Director Compensation Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1*	2010 Fiscal Year Compensation Program for Non-Employee Directors

* Filed herewith

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: April 9, 2010	Progress Software Corporation
	By: /s/Norman R. Robertson
	Norman R. Robertson Senior Vice President, Finance and Administration and Chief Financial Officer

Exhibit 10.1

PROGRESS SOFTWARE CORPORATION
2010 FISCAL YEAR COMPENSATION PROGRAM
FOR NON-EMPLOYEE DIRECTORS

A. Amounts of 2010 Fiscal Year Compensation

• Annual Board Retainer (cash):	$75,000
• Committee fees (cash):	
Audit Committee:	$25,000 for Chair $20,000 for Members
Nominating and Corporate Governance Committee:	$12,500 for Chair $10,000 for Members
Compensation Committee:	$15,000 for Chair $12,500 for Members
Special Committees: (while in use)	$25,000 for Chair $20,000 for Members

Equity Component:

- $180,000 to be delivered in two equal installments (as set forth below under "Timing"), consisting of a combination of Options and Director Shares. The split between Options and Director Shares will be determined by each Director individually by written election made at least seven (7) calendar days in advance of the issuance of the first installment of the Equity Component.
- The annual election will be expressed as a percentage of the total Equity Component (e.g., 50% in Options and 50% in Director Shares) and may consist of all Options, all Director Shares or any combination thereof. Such election will be irrevocable and will apply to both installments of the Equity Component. If a Director fails to make a timely election, the Corporation will apply a 50/50 split between Options and Director Shares with respect to that Director.
- The number of Options to be issued in an installment will be determined by dividing one-half of the Options elected by the Director by the Black-Scholes value on the grant date, and the number of Director Shares to be issued in an installment will be determined by dividing one half of the Director Shares elected by the Director by the fair market value of Company common stock on the date of issuance.

- The Director Shares will be full value shares of Company common stock and will not be subject to any vesting requirement or transfer or other restrictions. Options will be fully vested upon issuance.

Timing

- Annual fiscal year cash compensation will be paid in two installments, at the Compensation Committee meetings in April (or such later time as the Company's Annual Meeting of Shareholders occurs) and October. The April payment is for service from December 1 through May 31, and the October payment is for service from June 1 through November 30. Amounts paid will be pro-rated for partial year service, with a fractional month of service rounded to a whole month. Accordingly, if a Director resigns from the Board, is removed from the Board by a vote, is removed from the Board due to a change in control, or dies in office, he or she is paid a pro-rated amount for service through date of termination of service. Similarly a Director who joins the Board other than on the first day of the fiscal year will be paid a pro-rated amount of the annual fiscal year compensation. The same proration rule will also apply to any partial year service on any committee.

B. Initial Director Appointment Grant

Each newly elected Director shall receive an Initial Director Appointment Grant of 25,000 Option equivalent shares at the first April or October grant date following his or her election to the Board. The split between Options and DSUs will be determined by each Director individually by written election made prior to the newly elected Director's appointment to the Board of Directors. Such election will be expressed as a percentage of the Initial Director Appointment Grant (e.g., 50% in Options and 50% in DSUs) and may consist of all Options (25,000), all Deferred Stock Units ("DSUs") (10,000) or any combination thereof, with each DSU having a value equivalent to 2.5 Options; provided, however, that if the Corporation modifies the value equivalent ratio between restricted equity issued to employees and Options, such modified value equivalent ratio shall thereafter apply to any subsequent Initial Director Appointment Gran

Options and DSUs will vest over a 60-month period, beginning on the first day of the month following the month the Director joins the Board, with full acceleration upon a change in control. Initial Director Appointment Options shall contain such other similar terms as applicable to employee options. DSUs will be settled upon a Director's separation from service from the Board of Directors or change in control, if earlier, and not upon vesting.

C. Stock Retention Guidelines

All non-employee Directors must hold 7,500 shares of the Corporation's common stock, which for purposes of this requirement shall include Director Shares and vested DSUs. Directors have five years to attain this guideline from the date of election to the Board.

D. Miscellaneous

Employee Directors shall not be entitled to participate in the 2010 Director Compensation Plan. No additional compensation shall be paid to the Lead Independent Director.