



---

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

---

POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

**PROGRESS SOFTWARE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Massachusetts  
(State of Incorporation)

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

14 Oak Park  
Bedford, Massachusetts 01730  
(781) 280-4000  
(Address of Principal Executive Offices)

PROGRESS SOFTWARE CORPORATION  
1992 INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN  
(Full Title of the Plan)

---

Joseph W. Alsop  
Progress Software Corporation  
14 Oak Park  
Bedford, Massachusetts 01730  
(Name and Address of Agent for Service)

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

**WITH A COPY TO:**  
Anthony J. Medaglia, Jr.  
Goodwin Procter LLP  
53 State Street  
Boston, Massachusetts 02109  
(617) 570-1000

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

---

---

## **TABLE OF CONTENTS**

[EXPLANATORY NOTE](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-23.1 Consent of Deloitte & Touche LLP](#)

---

## EXPLANATORY NOTE

Progress Software Corporation (the “Company”) is filing this post-effective amendment to deregister certain of the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 33-50654), filed with the Securities and Exchange Commission on August 12, 1992 (the “Registration Statement”) with respect to shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), thereby registered for issuance under the Company’s 1992 Incentive and Nonqualified Stock Option Plan (the “1992 Plan”). An aggregate of 6,000,000 shares of Common Stock were registered for issuance under the 1992 Plan.

On April 24, 2008, the Company’s shareholders approved the Company’s 2008 Stock Option and Incentive Plan (the “2008 Plan”). Following the approval of the 2008 Plan, no future awards will be made under the 1992 Plan. The maximum number of shares of Common Stock reserved and available for issuance under the 2008 Plan includes the shares available for grant under the 1992 Plan, as of the effective date of the 2008 Plan. The total number of shares available for grant under the 1992 Plan on that date was 32,188 shares (the “Carried Forward Shares”). The Carried Forward Shares include 32,188 shares registered under the Registration Statement, which are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the Carried Forward Shares for issuance pursuant to the 2008 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Bedford, the Commonwealth of Massachusetts, on this 30<sup>th</sup> day of April, 2008.

**PROGRESS SOFTWARE CORPORATION**

By: /s/ Joseph W. Alsop  
Joseph W. Alsop  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 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/ Joseph W. Alsop</u> Joseph W. Alsop	Chief Executive Officer and Director (Principal Executive Officer)	April 30, 2008
<u>/s/ Norman R. Robertson</u> Norman R. Robertson	Senior Vice President, Finance and Administration and Chief Financial Officer (Principal Financial Officer)	April 30, 2008
<u>/s/ David H. Benton, Jr.</u> David H. Benton, Jr.	Vice President and Corporate Controller (Principal Accounting Officer)	April 30, 2008
<u>Barry N. Bycoff</u>	Director	April 30, 2008
<u>/s/ Roger J. Heinen, Jr.</u> Roger J. Heinen, Jr.	Director	April 30, 2008
<u>/s/ Charles F. Kane</u> Charles F. Kane	Director	April 30, 2008
<u>/s/ David A. Krall</u> David A. Krall	Director	April 30, 2008
<u>/s/ Michael L. Mark</u> Michael L. Mark	Chairman of the Board of Directors	April 30, 2008

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
23.1*	Consent of Deloitte & Touche LLP

---

\* Filed herewith

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 33-50654 on Form S-8 of our reports dated January 29, 2008, relating to the consolidated financial statements of Progress Software Corporation (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No. 123(R), Share-Based Payment, effective December 1, 2005), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Progress Software Corporation for the year ended November 30, 2007.

/s/ Deloitte & Touche LLP  
Boston, Massachusetts  
April 30, 2008