FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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OMB APPROVAL								
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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  FABERMAN STEPHEN H			2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [ PRGS ]		tionship of Reporting Pers all applicable) Director Officer (give title	son(s) to Issuer  10% Owner  Other (specify	
(Last) (First) (Middle) C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2021		Chief Legal C	below)	
(Street) BEDFORD MA 01730  (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person			

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Nature 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership of Indirect Beneficial **Execution Date** Transaction Form: Direct (Month/Day/Year) Code (Instr (Month/Day/Year) Owned Following 8) (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or (D) ٧ Code Amount Price (Instr. 3 and 4) **\$0**<sup>(1)</sup> Common Stock 10/01/2021 644 92,968(2) D M Α 273(3) Common Stock 10/01/2021 F D \$49.6675 92,695 D 1.008 \$0(1) D Common Stock 10/01/2021 М Α 93,703 Common Stock 10/01/2021 F 427(4) D 93,276 D \$49,6675 **\$**0(1) М 742 Common Stock 10/01/2021 Α 94,018 D Common Stock 10/01/2021 F 315(5) D \$49.6675 93,703 D \$0<sup>(1)</sup> Common Stock 10/01/2021 М 939 Α 94,642 D Common Stock 10/01/2021 F 398(6) D 94,244 \$49.6675 D

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	10/01/2021		M			644	(7)	(7)	Common Stock	644	\$0	0	D	
Restricted Stock Units	(1)	10/01/2021		М			1,008	(8)	(8)	Common Stock	1,008	\$0	1,008	D	
Restricted Stock Units	(1)	10/01/2021		М			742	(9)	(9)	Common Stock	742	\$0	2,227	D	
Restricted Stock Units	(1)	10/01/2021		М			939	(10)	(10)	Common Stock	939	\$0	4,695	D	

## **Explanation of Responses:**

- 1. Restricted stock units convert into common stock on a one-for-one basis.
- 2. Includes 780 shares of common stock acquired by the Reporting Person through Progress Software Corporation's (the "Company's") Employee Stock Purchase Plan: 675 shares on March 31, 2021 and 105 shares on June 30, 2021.
- 3. Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on October 15, 2018.
- 4. Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 22, 2019.
- 5. Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 21, 2020.
- 6. Represents shares of common stock withheld by the Company to pay the tax withholding obligations of the Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 19, 2021.
- 7. On October 15, 2018, the Reporting Person was granted 3,860 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. One-third of the restricted stock units vest beginning October 1, 2019 and the remaining restricted stock units vest in four equal semiannual installments beginning April 1, 2020, subject to the continued employment of the Reporting Person with the Company.
- 8. On January 22, 2019, the Reporting Person was granted 6,047 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2019, subject to the continued employment of the Reporting Person with the Company.

9. On January 21, 2020, the Reporting Person was granted 4,453 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2020, subject to the continued employment of the Reporting Person with the Company.

10. On January 19, 2021, the Reporting Person was granted 5,634 restricted stock units pursuant to the Company's 2008 Stock Option and Incentive Plan. The restricted stock units vest in six equal semiannual installments beginning October 1, 2021, subject to the continued employment of the Reporting Person with the Company.

#### Remarks:

Stephen H. Faberman

10/05/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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