

**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 6, 2014

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:

- 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))

Section 2 – Financial Information

Item 2.02 Results of Operations and Financial Condition.

On March 6, 2014, Progress Software Corporation issued a press release announcing its preliminary financial results for the fiscal first quarter ended February 28, 2014. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not deemed incorporated by reference into any other filing of the company, whether made before or after the date of this report, regardless of any general incorporation language in the filing.

Non-GAAP Financial Measures – We disclosed non-GAAP financial measures in the press release. We provide non-GAAP financial measures to enhance the overall understanding of our current financial performance and prospects for the future as well as to enable investors to evaluate our performance in the same way that management does. We use these non-GAAP measures, and we believe that they assist our investors, to make period-to-period comparisons of our operational performance because they provide a view of our operating results without items that are not, in our view, indicative of our core operating results. Management uses these same non-GAAP financial measures to evaluate performance, allocate resources, and determine compensation. These non-GAAP financial measures are also utilized by analysts to calculate consensus estimates. However, non-GAAP information should not be construed as an alternative to GAAP information as the items excluded from the non-GAAP measures often have a material impact on our financial results. Management uses, and investors should consider, non-GAAP measures in conjunction with our GAAP results.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Progress Software Corporation dated March 6, 2014

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: March 6, 2014

Progress Software Corporation

By: /s/ STEPHEN H. FABERMAN

Stephen H. Faberman

Senior Vice President, General Counsel

P R E S S A N N O U N C E M E N T**Investor Contact:**

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Progress Software Announces Preliminary Financial Results for Fiscal Q1 2014

Bedford, MA - March 6, 2014 - [Progress Software Corporation](#) (NASDAQ: PRGS), a global software company that simplifies and enables the development, deployment and management of business applications, announced today that its preliminary revenue and non-GAAP earnings per share for the fiscal first quarter ending February 28, 2014 are lower than guidance.

Based on preliminary financial data, Progress expects fiscal first quarter revenue to be between \$74 million and \$75 million and non-GAAP diluted earnings per share to be between \$0.27 and \$0.28. Progress expects GAAP earnings per share to be between \$0.21 and \$0.22. Non-GAAP earnings per share excludes the amortization of acquired intangibles, stock-based compensation, acquisition related expenses and restructuring expenses. These preliminary financial results are subject to revision until the Company reports its full fiscal first quarter results on March 27, 2014.

On January 9, 2014, Progress provided guidance for the first quarter of fiscal 2014 of revenue between \$80 million and \$82 million, non-GAAP diluted earnings per share between \$0.29 and \$0.31 and GAAP diluted earnings per share between \$0.19 and \$0.21.

Phil Pead, President and Chief Executive Officer of Progress Software, said: "Revenue this quarter fell short of our expectations, primarily due to lower license sales where the timing of deal closures shifted out of the first quarter. While we are disappointed with our execution in the first quarter, we remain confident in our strategy and the value our products provide to our partners and customers".

Progress to Host Second Quarter Conference Call on March 27, 2014

The Company will release full results for its fiscal first quarter ended February 28, 2014 after the market close on Thursday, March 27, 2014. Details regarding the call will follow in a press release to be issued prior to the call.

Note Regarding Forward-Looking Statements

This press release contains estimates for the first quarter and forward-looking statements. Actual results may differ from those indicated as a result of finalization of first quarter financial statements as well as other risks and uncertainties, including those described from time to time in reports filed by Progress Software with the Securities and Exchange Commission. Progress Software undertakes no obligation to update information contained in this release. For further information regarding risks and uncertainties associated with the Company's business, please refer to the Company's filings with the Securities and Exchange Commission.

Progress Software Corporation

[Progress Software Corporation](#) (NASDAQ: PRGS) is a global software company that simplifies the development, deployment and management of business applications on-premise or in the cloud, on any platform or device, to any data source, with enhanced performance, minimal IT complexity and low total cost of ownership. Progress Software can be reached at www.progress.com or 1-781-280-4000.

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