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

#### **SCHEDULE 13D**

(Rule 13d-101)

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 9)1

Progress Software Corporation (Name of Issuer)

<u>Common Stock, par value \$0.01 per share</u> (Title of Class of Securities)

> 743312100 (CUSIP Number)

JEFFREY C. SMITH STARBOARD VALUE LP 830 Third Avenue, 3rd Floor New York, New York 10022 (212) 845-7977

STEVE WOLOSKY, ESQ. OLSHAN FROME WOLOSKY LLP Park Avenue Tower 65 East 55<sup>th</sup> Street New York, New York 10022 (<u>212).451-2300</u> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>February 27, 2013</u> (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \$ 240.13d-1(e), 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

 $<sup>^{1}</sup>$  The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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1	NAME OF REPORTING PERSON		
		LUE AND OPPORTUNITY MASTER FUND LTD	
2			(a) o
	(b) o		
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
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5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
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NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		1,715,547	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH	2	- 0 -	
	9	SOLE DISPOSITIVE POWER	
		1,715,547	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,715,547		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
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	STARBOARD VA	LUE AND OPPORTUNITY S LLC	
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3	SEC USE ONLY		_
4	SOURCE OF FUND	S	
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5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
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6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY	0	465,552	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER	
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
	9	SOLE DISPOSITIVE POWER	
		465,552	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	465,552		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
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1	NAME OF REPORT	ING PERSON		
	STARBOARD VA			
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
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	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	7	SOLE VOTING TOWER		
BENEFICIALLY		2,869,000		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING	0			
PERSON WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		2,869,000		
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	STARBOARD VA			
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	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		2,869,000		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING PERSON WITH		- 0 -		
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11	AGGREGALE AMC	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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	STARBOARD PR		
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	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING FOWER	
BENEFICIALLY		2,869,000	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	-		
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		2,869,000	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
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1	NAME OF REPORT	ING PERSON		
	STARBOARD PR	INCIPAL CO GP LLC		
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	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		2,869,000		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
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1	NAME OF REPORT	ING PERSON	
	JEFFREY C. SMI		
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SHARES			
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OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
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1	NAME OF REPORTING PERSON			
	MARK MITCHEL			
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
	(b) o			
3	SEC USE ONLY			
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SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING	0			
PERSON WITH		2,869,000		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		2,869,000		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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	2,869,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			
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1	NAME OF REPORT	ING PERSON		
	PETER A. FELD			
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
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4	SOURCE OF FUND	8		
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5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)	·		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING	0			
PERSON WITH		2,869,000		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		2,869,000		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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	2,869,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			
13	PERCENT OF CLAS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
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#### CUSIP NO. 743312100

The following constitutes Amendment No. 9 to the Schedule 13D filed by the undersigned ("Amendment No. 9"). This Amendment No. 9 amends the Schedule 13D as specifically set forth herein.

### Item 3. <u>Source and Amount of Funds or Other Consideration.</u>

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund and Starboard LLC and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 1,715,547 Shares beneficially owned by Starboard V&O Fund is approximately \$31,561,920, excluding brokerage commissions. The aggregate purchase price of the 465,552 Shares beneficially owned by Starboard LLC is approximately \$8,697,070, excluding brokerage commissions. The aggregate purchase price of the 687,901 Shares held in the Starboard Value LP Account is approximately \$12,802,054, excluding brokerage commissions.

#### Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 57,863,000 Shares outstanding, as of January 22, 2013, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on January 29, 2013.

### A. Starboard V&O Fund

(a) As of the close of business on March 1, 2013, Starboard V&O Fund beneficially owned 1,715,547 Shares.

Percentage: Approximately 2.96%

- (b) 1. Sole power to vote or direct vote: 1,715,547
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,715,547
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

## B. Starboard LLC

(a) As of the close of business on March 1, 2013, Starboard LLC beneficially owned 465,552 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 465,552
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 465,552
    - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard LLC since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- C. Starboard Value LP
  - (a) As of the close of business on March 1, 2013, 687,901 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund and the Manager of Starboard LLC, may be deemed the beneficial owner of the (i) 1,715,547 Shares owned by Starboard V&O Fund, (ii) 465,552 Shares owned by Starboard LLC and (iii) 687,901 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.96%

- (b) 1. Sole power to vote or direct vote: 2,869,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,869,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund and Starboard LLC since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### D. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 1,715,547 Shares owned by Starboard V&O Fund, (ii) 465,552 Shares owned by Starboard LLC and (iii) 687,901 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.96%

- (b) 1. Sole power to vote or direct vote: 2,869,000
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 2,869,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard LLC and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### CUSIP NO. 743312100

- E. Principal Co
  - (a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 1,715,547 Shares owned by Starboard V&O Fund, (ii) 465,552 Shares owned by Starboard LLC and (iii) 687,901 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.96%

- (b) 1. Sole power to vote or direct vote: 2,869,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,869,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard LLC and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### F. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 1,715,547 Shares owned by Starboard V&O Fund, (ii) 465,552 Shares owned by Starboard LLC and (iii) 687,901 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.96%

- (b) 1. Sole power to vote or direct vote: 2,869,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,869,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard LLC and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- G. Messrs. Smith, Mitchell and Feld
  - (a) Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 1,715,547 Shares owned by Starboard V&O Fund, (ii) 465,552 Shares owned by Starboard LLC and (iii) 687,901 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.96%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,869,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,869,000

- (c) None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard LLC and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends, from, or proceeds from the sale of, the Shares.
- (e) As of March 1, 2013, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares of the Issuer.

### SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 1, 2013

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD By: Starboard Value LP, its investment manager

STARBOARD VALUE AND OPPORTUNITY S LLC By: Starboard Value LP, its manager

STARBOARD VALUE LP By: Starboard Value GP LLC, its general partner STARBOARD VALUE GP LLC By: Starboard Principal Co LP, its member

STARBOARD PRINCIPAL CO LP By: Starboard Principal Co GP LLC, its general partner

STARBOARD PRINCIPAL CO GP LLC

By: /s/ Jeffrey C. Smith

Name:	Jeffrey C. Smith
Title:	Authorized Signatory

/s/ Jeffrey C. Smith JEFFREY C. SMITH Individually and as attorney-in-fact for Mark R. Mitchell and Peter A. Feld

## SCHEDULE A

## Transactions in the Shares Since the Filing of Amendment No. 8 to the Schedule 13D

Shares of Common Stock	Price Per	Date of
Purchased/(Sold)	<u>Share(\$)</u>	Purchase/Sale

## STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

(29,897)	23.3578	01/30/2013
(14,949)	23.4582	01/31/2013
(29,897)	23.8659	02/01/2013
(14,949)	23.2267	02/04/2013
(14,949)	23.3050	02/05/2013
(59,796)	23.0330	02/06/2013
(29,898)	23.0410	02/07/2013
(29,898)	23.5544	02/08/2013
(14,949)	23.3122	02/11/2013
(29,898)	23.4858	02/12/2013
(29,897)	23.5535	02/13/2013
(14,949)	23.7212	02/14/2013
(14,949)	23.4906	02/15/2013
(14,949)	22.6284	02/26/2013
(24,516)	22.7525	02/27/2013
(71,756)	22.6424	02/28/2013
(41,857)	22.9204	03/01/2013

## STARBOARD VALUE AND OPPORTUNITY S LLC

(8,114)	23.3578	01/30/2013
(4,057)	23.4582	01/31/2013
(8,114)	23.8659	02/01/2013
(4,057)	23.2267	02/04/2013
(4,057)	23.3050	02/05/2013
(16,227)	23.0330	02/06/2013
(8,113)	23.0410	02/07/2013
(8,113)	23.5544	02/08/2013
(4,057)	23.3122	02/11/2013
(8,113)	23.4858	02/12/2013
(8,114)	23.5535	02/13/2013
(4,057)	23.7212	02/14/2013
(4,057)	23.4906	02/15/2013
(4,057)	22.6284	02/26/2013
(6,653)	22.7525	02/27/2013
(19,472)	22.6424	02/28/2013
(11,359)	22.9204	03/01/2013

# <u>STARBOARD VALUE LP</u> (<u>Through the Starboard Value LP Account)</u>

(11,989)	23.3578	01/30/2013
(5,994)	23.4582	01/31/2013
(11,989)	23.8659	02/01/2013
(5,994)	23.2267	02/04/2013
(5,994)	23.3050	02/05/2013
(23,977)	23.0330	02/06/2013
(11,989)	23.0410	02/07/2013
(11,989)	23.5544	02/08/2013
(5,994)	23.3122	02/11/2013
(11,989)	23.4858	02/12/2013
(11,989)	23.5535	02/13/2013
(5,994)	23.7212	02/14/2013
(5,994)	23.4906	02/15/2013
(5,994)	22.6284	02/26/2013
(9,831)	22.7525	02/27/2013
(28,772)	22.6424	02/28/2013
(16,784)	22.9204	03/01/2013