

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

---

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended August 31, 2013

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 0-19417

---

**PROGRESS SOFTWARE CORPORATION**

(Exact name of registrant as specified in its charter)

---

**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)(Zip code)

**Telephone Number: (781) 280-4000**

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

As of October 2, 2013, there were 51,917,408 shares of the registrant's common stock, \$.01 par value per share, outstanding.

**PROGRESS SOFTWARE CORPORATION**  
**FORM 10-Q**  
**FOR THE NINE MONTHS ENDED AUGUST 31, 2013**  
**INDEX**

**PART I**      **[FINANCIAL INFORMATION](#)**

Item 1.	<a href="#">Financial Statements (Unaudited)</a>	<a href="#">3</a>
	<a href="#">Condensed Consolidated Balance Sheets as of August 31, 2013 and November 30, 2012</a>	<a href="#">3</a>
	<a href="#">Condensed Consolidated Statements of Income for the three and nine months ended August 31, 2013 and 2012</a>	<a href="#">4</a>
	<a href="#">Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended August 31, 2013 and 2012</a>	<a href="#">5</a>
	<a href="#">Condensed Consolidated Statements of Cash Flows for the nine months ended August 31, 2013 and 2012</a>	<a href="#">6</a>
	<a href="#">Notes to Condensed Consolidated Financial Statements</a>	<a href="#">8</a>
Item 2.	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">23</a>
Item 3.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">39</a>
Item 4.	<a href="#">Controls and Procedures</a>	<a href="#">39</a>

**PART II**      **[OTHER INFORMATION](#)**

Item 1.	<a href="#">Legal Proceedings</a>	<a href="#">41</a>
Item 1A.	<a href="#">Risk Factors</a>	<a href="#">41</a>
Item 2.	<a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	<a href="#">41</a>
Item 6.	<a href="#">Exhibits</a>	<a href="#">42</a>
	<a href="#">Signatures</a>	<a href="#">43</a>

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements (Unaudited)****Condensed Consolidated Balance Sheets**

<i>(In thousands, except share data)</i>	August 31, 2013	November 30, 2012
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 215,342	\$ 301,792
Short-term investments	26,640	53,425
Total cash, cash equivalents and short-term investments	241,982	355,217
Accounts receivable (less allowances of \$2,392 and \$3,024, respectively)	53,620	70,793
Other current assets	27,252	16,478
Deferred tax assets	12,783	16,301
Assets held for sale	—	68,029
Total current assets	335,637	526,818
Property and equipment, net	56,889	63,071
Intangible assets, net	10,690	5,119
Goodwill	224,290	226,110
Deferred tax assets	24,197	26,565
Investments in auction rate securities	26,573	26,321
Other assets	8,314	10,973
Total assets	<u>\$ 686,590</u>	<u>\$ 884,977</u>
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	5,797	10,477
Accrued compensation and related taxes	23,813	39,105
Income taxes payable	—	21,486
Other accrued liabilities	37,626	39,876
Short-term deferred revenue	96,534	103,925
Liabilities held for sale	—	25,285
Total current liabilities	163,770	240,154
Long-term deferred revenue	1,044	2,817
Deferred tax liabilities	477	1,032
Other noncurrent liabilities	1,944	2,575
Commitments and contingencies		
<b>Shareholders' equity:</b>		
Preferred stock, \$0.01 par value; authorized, 1,000,000 shares; issued, none	—	—
Common stock, \$0.01 par value, and additional paid-in capital; authorized, 200,000,000 shares; issued and outstanding, 52,311,645 shares in 2013 and 59,594,961 shares in 2012	214,915	300,333
Retained earnings, including accumulated other comprehensive loss of \$14,676 in 2013 and \$10,764 in 2012	304,440	338,066
Total shareholders' equity	519,355	638,399
Total liabilities and shareholders' equity	<u>\$ 686,590</u>	<u>\$ 884,977</u>

See notes to unaudited condensed consolidated financial statements.

**Condensed Consolidated Statements of Income**

	Three Months Ended		Nine Months Ended	
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012
<i>(In thousands, except per share data)</i>				
<b>Revenue:</b>				
Software licenses	\$ 25,666	\$ 22,637	\$ 84,920	\$ 72,816
Maintenance and services	51,912	51,734	158,096	158,154
Total revenue	77,578	74,371	243,016	230,970
<b>Costs of revenue:</b>				
Cost of software licenses	1,587	1,375	5,033	4,117
Cost of maintenance and services	6,403	7,974	21,043	22,013
Amortization of acquired intangibles	529	139	811	522
Total costs of revenue	8,519	9,488	26,887	26,652
Gross profit	69,059	64,883	216,129	204,318
<b>Operating expenses:</b>				
Sales and marketing	24,554	24,970	79,086	67,085
Product development	14,615	12,631	42,908	33,330
General and administrative	13,660	14,375	42,390	47,789
Amortization of acquired intangibles	211	207	549	622
Restructuring expenses	5,401	1,411	9,127	6,147
Acquisition-related expenses	957	—	2,229	215
Total operating expenses	59,398	53,594	176,289	155,188
Income from operations	9,661	11,289	39,840	49,130
<b>Other (expense) income:</b>				
Interest income and other	371	1,017	1,146	2,352
Foreign currency loss, net	(194)	(660)	(1,809)	(1,476)
Total other (expense) income, net	177	357	(663)	876
Income from continuing operations before income taxes	9,838	11,646	39,177	50,006
Provision for income taxes	2,634	3,902	14,018	17,546
Income from continuing operations	7,204	7,744	25,159	32,460
Income (loss) from discontinued operations, net	17,639	(1,906)	34,712	(21,041)
Net income	\$ 24,843	\$ 5,838	\$ 59,871	\$ 11,419
<b>Earnings per share:</b>				
<b>Basic:</b>				
Continuing operations	\$ 0.13	\$ 0.12	\$ 0.45	\$ 0.52
Discontinued operations	0.33	(0.03)	0.63	(0.33)
Net income per share	\$ 0.46	\$ 0.09	\$ 1.08	\$ 0.18
<b>Diluted:</b>				
Continuing operations	\$ 0.13	\$ 0.12	\$ 0.45	\$ 0.51
Discontinued operations	0.32	(0.03)	0.62	(0.33)
Net income per share	\$ 0.46	\$ 0.09	\$ 1.06	\$ 0.18
<b>Weighted average shares outstanding:</b>				
Basic	53,532	63,469	55,451	62,888
Diluted	54,389	64,105	56,292	63,795

See notes to unaudited condensed consolidated financial statements.

**Condensed Consolidated Statements of Comprehensive Income**

<i>(In thousands)</i>	Three Months Ended		Nine Months Ended	
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012
Net income	\$ 24,843	\$ 5,838	\$ 59,871	\$ 11,419
Other comprehensive (loss) income, net of tax:				
Foreign currency translation adjustments	(1,548)	658	(4,010)	(1,365)
Unrealized gain (loss) on investments, net of tax provision of \$6 and \$57 for the third quarter and the first nine months of 2013 and net of tax benefit of \$54 and tax provision of \$37 for the third quarter and first nine months of 2012, respectively	11	(93)	98	726
Total other comprehensive (loss) income, net of tax	(1,537)	565	(3,912)	(639)
Comprehensive income	\$ 23,306	\$ 6,403	\$ 55,959	\$ 10,780

See notes to unaudited condensed consolidated financial statements.

**Condensed Consolidated Statements of Cash Flows**

	Nine Months Ended	
	August 31, 2013	August 31, 2012
<i>(In thousands)</i>		
<b>Cash flows from operating activities:</b>		
Net income	\$ 59,871	\$ 11,419
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	8,402	6,990
Amortization of acquired intangibles and other	2,972	18,379
Stock-based compensation	16,360	21,504
Gain on dispositions	(70,991)	—
Asset impairment	111	875
Deferred income taxes	2,179	888
Tax (deficiency) benefit from stock plans	(532)	563
Excess tax benefit from stock plans	(1,188)	(1,338)
Allowances for accounts receivable	(123)	774
Changes in operating assets and liabilities:		
Accounts receivable	19,967	30,250
Other assets	(5,690)	(5,412)
Accounts payable and accrued liabilities	(17,416)	4,201
Income taxes payable and uncertain tax positions	(22,762)	(2,760)
Deferred revenue	(4,439)	(10,619)
Net cash flows (used in) from operating activities	<u>(13,279)</u>	<u>75,714</u>
<b>Cash flows from investing activities:</b>		
Purchases of investments	—	(27,924)
Sales and maturities of investments	25,685	70,185
Redemptions and sales of auction rate securities	25	2,925
Purchases of property and equipment	(2,989)	(6,606)
Payments for acquisitions, net of cash acquired	(9,450)	—
Proceeds from divestitures, net	111,120	—
Increase in other noncurrent assets	835	247
Net cash flows from investing activities	<u>125,226</u>	<u>38,827</u>
<b>Cash flows from financing activities:</b>		
Proceeds from stock-based compensation plans	49,109	24,284
Purchases of common stock related to withholding taxes from the issuance of restricted stock units	(2,823)	(2,681)
Repurchases of common stock	(241,184)	—
Excess tax benefit from stock plans	1,188	1,338
Payment of long-term debt	—	(357)
Net cash flows (used in) from financing activities	<u>(193,710)</u>	<u>22,584</u>
Effect of exchange rate changes on cash	(4,687)	(3,822)
Net (decrease) increase in cash and cash equivalents	<u>(86,450)</u>	<u>133,303</u>
Cash and cash equivalents, beginning of period	301,792	161,095
Cash and cash equivalents, end of period	<u>\$ 215,342</u>	<u>\$ 294,398</u>

**Condensed Consolidated Statements of Cash Flows, continued**

	Nine Months Ended	
	August 31, 2013	August 31, 2012
Supplemental disclosure:		
Cash paid for income taxes, net of refunds of \$4,324 in 2013 and \$632 in 2012	\$ 66,596	\$ 13,912
Non-cash financing activities:		
Total fair value of restricted stock awards, restricted stock units and deferred stock units on date vested	\$ 9,890	\$ 8,669
Unsettled repurchases of common stock	\$ 3,301	\$ —

See notes to unaudited condensed consolidated financial statements.

## Notes to Condensed Consolidated Financial Statements

### Note 1: Basis of Presentation

We prepared the accompanying unaudited condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) regarding interim financial reporting. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (GAAP) for complete financial statements and these unaudited financial statements should be read in conjunction with the audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012.

We made no significant changes in the application of our significant accounting policies that were disclosed in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012. We have prepared the accompanying unaudited condensed consolidated financial statements on the same basis as the audited financial statements included in our Annual Report on Form 10-K, and these financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of the interim periods presented. The operating results for the interim periods presented are not necessarily indicative of the results expected for the full fiscal year.

During the fourth quarter of fiscal year 2012 and the first quarter of fiscal year 2013, we completed the divestitures of the ten product lines which were not considered core product lines of our business: Actional, Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic. The divestitures were part of the new strategic plan (the "Plan") we announced during fiscal year 2012. After the announcement of the Plan, we began reporting our results in two reportable segments: Core and non-Core. Since the non-Core segment ceased to exist during the first quarter of fiscal year 2013, after the closing of all these divestitures, we now operate as one reportable segment. In addition, the revenues and direct expenses of the product lines divested are included in discontinued operations in our condensed consolidated statements of income, including prior period amounts which have been revised to reflect the presentation.

In June 2013, we entered into a definitive purchase and sale agreement to divest our Apama product line to Software AG. The target market, deployment and sales model for the Apama product line differed significantly from those of our application development platform and the divestiture allowed us to focus entirely on providing leading cloud and mobile application development technologies through a single cohesive platform. The sale closed in July 2013 for a purchase price of \$44.3 million. The revenue and direct expenses of the Apama product line are included in discontinued operations in our consolidated statements of income, including prior period amounts which have been revised to reflect the presentation.

### Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). ASU 2013-11 clarifies guidance and eliminates diversity in practice on the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. This new guidance is effective on a prospective basis for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. The adoption of ASU 2013-11 is not expected to have a material impact on our financial position, results of operations or cash flows.

In March 2013, the FASB issued Accounting Standards Update No. 2013-05, *Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* (ASU 2013-05). ASU 2013-05 provides guidance on releasing cumulative translation adjustments when a reporting entity (parent) ceases to have a controlling financial interest in a subsidiary or a business within a foreign entity. ASU 2013-05 is effective on a prospective basis for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. Early adoption is permitted. The adoption of ASU 2013-05 is not expected to have a material impact on our financial position, results of operations or cash flows.

In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220) – Reporting of Amounts Reclassified out of Accumulative Other Comprehensive Income* (ASU 2013-02), which replaces the presentation requirements for reclassifications out of accumulated other comprehensive income in ASU 2011-05 and ASU 2011-12. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component and to present significant amounts reclassified out of accumulated other comprehensive income by respective line items of net income if the amount reclassified is required to be reclassified to net income in its entirety. We adopted ASU 2013-02 in the second quarter of fiscal year 2013 and applied it prospectively. The adoption of ASU 2013-02 did not have any impact on our financial position, results of operations or cash flows.



In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-08, *Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment (ASU 2011-08)*, to allow entities to use a qualitative approach to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If after performing the qualitative assessment an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step goodwill impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step goodwill impairment test. ASU 2011-08 is effective for us in fiscal year 2013. We adopted ASU 2011-08 during the first quarter of fiscal year 2013 for our annual impairment test, which occurs in the first quarter of our fiscal year. The adoption did not have any impact on our financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220) – Presentation of Comprehensive Income (ASU 2011-05)*, to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU 2011-05 (ASU 2011-12)*, which defers the effective date of only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. We adopted ASU 2011-05 in our first quarter of fiscal year 2013, and applied it retrospectively. We elected to report comprehensive income as a separate, but consecutive statement to net income. The adoption of ASU 2011-05 did not have any impact on our financial position, results of operations or cash flows.

**Note 2: Cash, Cash Equivalents and Investments**

A summary of our cash, cash equivalents and available-for-sale investments at August 31, 2013 is as follows (in thousands):

	Amortized Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
Cash	\$ 156,428	\$ —	\$ —	\$ 156,428
Money market funds	58,914	—	—	58,914
State and municipal bond obligations	26,504	137	(1)	26,640
Auction rate securities – municipal bonds	27,150	—	(3,443)	23,707
Auction rate securities – student loans	3,500	—	(634)	2,866
Total	\$ 272,496	\$ 137	\$ (4,078)	\$ 268,555

A summary of our cash, cash equivalents and available-for-sale investments at November 30, 2012 is as follows (in thousands):

	Amortized Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
Cash	\$ 176,201	\$ —	\$ —	\$ 176,201
Money market funds	125,591	—	—	125,591
State and municipal bond obligations	50,565	255	(2)	50,818
Auction rate securities – municipal bonds	27,175	—	(3,755)	23,420
Auction rate securities – student loans	3,500	—	(599)	2,901
Corporate bonds	2,608	—	(1)	2,607
Total	\$ 385,640	\$ 255	\$ (4,357)	\$ 381,538

Such amounts are classified on our condensed consolidated balance sheets as follows (in thousands):

	August 31, 2013			November 30, 2012		
	Cash and Equivalents	Short-Term Investments	Long-Term Investments	Cash and Equivalents	Short-Term Investments	Long-Term Investments
Cash	\$ 156,428	\$ —	\$ —	\$ 176,201	\$ —	\$ —
Money market funds	58,914	—	—	125,591	—	—
State and municipal bond obligations	—	26,640	—	—	50,818	—
Auction rate securities – municipal bonds	—	—	23,707	—	—	23,420
Auction rate securities – student loans	—	—	2,866	—	—	2,901
Corporate bonds	—	—	—	—	2,607	—
<b>Total</b>	<b>\$ 215,342</b>	<b>\$ 26,640</b>	<b>\$ 26,573</b>	<b>\$ 301,792</b>	<b>\$ 53,425</b>	<b>\$ 26,321</b>

The valuation methodologies for our auction rate securities (ARS) are described in Note 4. Based on these methodologies, we determined that the fair value of our ARS investments is \$26.6 million and \$26.3 million at August 31, 2013 and November 30, 2012, respectively. The temporary impairment recorded in accumulated other comprehensive loss to reduce the value of our available-for-sale ARS investments was \$4.1 million and \$4.4 million at August 31, 2013 and November 30, 2012, respectively.

We will not be able to access the funds associated with our ARS investments until future auctions for these ARS are successful, we sell the securities in a secondary market, or they are redeemed by the issuer. As such, these remaining investments currently lack short-term liquidity and are therefore classified as long-term investments on the condensed consolidated balance sheets at August 31, 2013 and November 30, 2012.

Based on our cash, cash equivalents and short-term investments balance of \$242.0 million, expected operating cash flows and the availability of funds under our revolving credit facility, we do not anticipate that the lack of liquidity associated with our ARS will adversely affect our ability to conduct business and we believe that we have the ability to hold the affected securities throughout the currently estimated recovery period. Therefore, the impairment of these securities is considered only temporary in nature. If the credit rating of either the security issuer or the third-party insurer underlying the investments deteriorates significantly, we may be required to adjust the carrying value of the ARS through an other-than-temporary impairment charge to earnings.

The fair value of debt securities by contractual maturity is as follows (in thousands):

	August 31, 2013	November 30, 2012
Due in one year or less <sup>(1)</sup>	\$ 39,011	\$ 55,001
Due after one year	14,202	24,745
<b>Total</b>	<b>\$ 53,213</b>	<b>\$ 79,746</b>

(1) Includes ARS which are tendered for interest-rate setting purposes periodically throughout the year. Beginning in February 2008, auctions for these securities began to fail, and therefore these investments currently lack short-term liquidity. The remaining contractual maturities of these securities range from 11 to 30 years.

Investments with continuous unrealized losses and their related fair values are as follows at August 31, 2013 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
State and municipal bond obligations	\$ 956	\$ (1)	\$ —	\$ —	\$ 956	\$ (1)
Auction rate securities – municipal bonds	—	—	23,707	(3,443)	23,707	(3,443)
Auction rate securities – student loans	—	—	2,866	(634)	2,866	(634)
Total	\$ 956	\$ (1)	\$ 26,573	\$ (4,077)	\$ 27,529	\$ (4,078)

Investments with continuous unrealized losses and their related fair values are as follows at November 30, 2012 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
State and municipal bond obligations	\$ 5,818	\$ (1)	\$ 472	\$ (1)	\$ 6,290	\$ (2)
Auction rate securities – municipal bonds	—	—	23,420	(3,755)	23,420	(3,755)
Auction rate securities – student loans	—	—	2,901	(599)	2,901	(599)
Corporate bonds	2,607	(1)	—	—	2,607	(1)
Total	\$ 8,425	\$ (2)	\$ 26,793	\$ (4,355)	\$ 35,218	\$ (4,357)

The unrealized losses associated with state and municipal bond obligations and corporate bonds are attributable to changes in interest rates. The unrealized losses associated with ARS are discussed above. Management does not believe any unrealized losses represent other-than-temporary impairments based on our evaluation of available evidence as of August 31, 2013 and November 30, 2012.

### Note 3: Derivative Instruments

We use forward contracts that are not designated as hedging instruments to hedge economically the impact of the variability in exchange rates on accounts receivable and collections denominated in certain foreign currencies. We generally do not hedge the net assets of our international subsidiaries. All forward contracts are recorded at fair value in other current assets on the condensed consolidated balance sheets at the end of each reporting period and expire within 90 days. In the three and nine months ended August 31, 2013, realized and unrealized gains of \$1.3 million and \$0.8 million, respectively, from our forward contracts were recognized in other income (expense) in the condensed consolidated statements of income. In the three and nine months ended August 31, 2012, realized and unrealized losses of \$0.3 million and \$0.0 million, respectively, from our forward contracts were recognized in other income (expense) in the condensed consolidated statements of income. These losses were substantially offset by realized and unrealized gains on the offsetting positions.

The table below details outstanding foreign currency forward contracts where the notional amount is determined using contract exchange rates (in thousands):

	August 31, 2013		November 30, 2012	
	Notional Value	Fair Value	Notional Value	Fair Value
Forward contracts to sell U.S. dollars	\$ 24,098	\$ (38)	\$ 6,453	\$ 4
Forward contracts to purchase U.S. dollars	19,873	(49)	31,465	(190)
Total	\$ 43,971	\$ (87)	\$ 37,918	\$ (186)

**Note 4: Fair Value Measurements****Recurring Fair Value Measurements**

The following table details the fair value measurements within the fair value hierarchy of our financial assets and liabilities at August 31, 2013 (in thousands):

	Total Fair Value	Fair Value Measurements Using		
		Level 1	Level 2	Level 3
<i>Assets</i>				
Money market funds	\$ 58,914	\$ 58,914	\$ —	\$ —
State and municipal bond obligations	26,640	—	26,640	—
Auction rate securities – municipal bonds	23,707	—	—	23,707
Auction rate securities – student loans	2,866	—	—	2,866
Foreign exchange derivatives	(87)	—	(87)	—
<i>Liabilities</i>				
Contingent consideration	\$ 383	\$ —	\$ —	\$ 383

The following table details the fair value measurements within the fair value hierarchy of our financial assets at November 30, 2012 (in thousands):

	Total Fair Value	Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Money market funds	\$ 125,591	\$ 125,591	\$ —	\$ —
State and municipal bond obligations	50,818	—	50,818	—
Auction rate securities – municipal bonds	23,420	—	—	23,420
Auction rate securities – student loans	2,901	—	—	2,901
Corporate bonds	2,607	—	2,607	—
Foreign exchange derivatives	(186)	—	(186)	—

When developing fair value estimates, we maximize the use of observable inputs and minimize the use of unobservable inputs. When available, we use quoted market prices to measure fair value. The valuation technique used to measure fair value for our Level 1 and Level 2 assets is a market approach, using prices and other relevant information generated by market transactions involving identical or comparable assets. If market prices are not available, the fair value measurement is based on models that use primarily market based parameters including yield curves, volatilities, credit ratings and currency rates. In certain cases where market rate assumptions are not available, we are required to make judgments about assumptions market participants would use to estimate the fair value of a financial instrument.

The valuation technique used to measure fair value for our Level 3 assets, which consists of our ARS, is primarily an income approach, where the expected weighted average future cash flows are discounted back to present value for each asset. The significant unobservable inputs used in the fair value measurement of our ARS are the probability of earning the maximum rate until maturity, the probability of principal return prior to maturity, the probability of default, the liquidity risk premium and the recovery rate in default. Generally, interrelationships are such that a change in the assumptions used for the probability of principal return prior to maturity is accompanied by a directionally opposite change in one or more the following assumptions: the probability of earning the maximum rate until maturity, the probability of default and the liquidity risk premium. The recovery rate in default is somewhat independent and based upon the ARS' specific underlying assets and published recovery rate studies.

One issuer of our ARS is currently in default, but the underlying bond insurer is making interest payments on the issuer's behalf. In this situation, we used a market approach, where the significant unobservable inputs are the market credit default swap spread and the credit rating of the insurer.

The following table provides additional quantitative information about the unobservable inputs used in our Level 3 asset valuations as of August 31, 2013:

	Valuation Technique	Unobservable Input	Range (Weighted Average)
Auction rate securities	Discounted cash flow	Probability of earning the maximum rate until maturity	0.2% - 9.9% (1.7%)
		Probability of principal return prior to maturity	75.7% - 95.1% (87.0%)
		Probability of default	4.1% - 24.1% (11.3%)
		Liquidity risk premium	4.0%
		Recovery rate in default	50% - 70% (56.5%)
	Market valuation	Market credit default swap spread of insurer	4.05%
		Credit rating of insurer	AA-

Significant increases or decreases in the underlying assumptions used to value the ARS could significantly increase or decrease the fair value estimates recorded in the consolidated balance sheets.

The following table reflects the activity for our financial assets measured at fair value using Level 3 inputs for each period presented (in thousands):

	Three Months Ended		Nine Months Ended	
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012
Balance, beginning of period	\$ 26,500	\$ 31,448	\$ 26,321	\$ 33,539
Redemptions and repurchases	—	—	(25)	(225)
Transfer to Level 2 fair value measurement	—	—	—	(2,700)
Unrealized gains (losses) included in accumulated other comprehensive loss	73	(163)	277	671
Balance, end of period	\$ 26,573	\$ 31,285	\$ 26,573	\$ 31,285

During the second quarter of fiscal year 2012, we received a redemption notice for one of our ARS at par value. We transferred the ARS to a Level 2 fair value measurement, as the value at May 31, 2012 was based on observable inputs. The ARS was redeemed in the third quarter of fiscal year 2012.

We have classified contingent consideration related to the Rollbase, Inc. acquisition (Rollbase), which occurred in the second quarter of fiscal year 2013 (Note 7), within Level 3 of the fair value hierarchy because the fair value is derived using significant unobservable inputs, which include discount rates and probability-weighted cash flows. We determined the fair value of our contingent consideration obligations based on a probability-weighted income approach derived from probability assessments of the attainment of certain milestones. We establish discount rates to be utilized in our valuation models based on the cost to borrow that would be required by a market participant for similar instruments. In determining the probability of attaining certain milestones, we utilize data regarding similar milestone events from our own experience. On a quarterly basis, we reassess the probability factors associated with the milestones for our contingent consideration obligations. Significant judgment is employed in determining the appropriateness of these key assumptions as of the acquisition date and for each subsequent period.

The key assumptions as of August 31, 2013 related to the contingent consideration for the acquisition of Rollbase used in the model are probabilities in excess of 95% that the milestones associated with the contingent consideration will be achieved and a discount rate of 4.8%. A decrease in the probabilities of achievement could result in a significant decrease to the estimated fair value of the contingent consideration liability. During the three and nine months ended August 31, 2013, the change in the fair value of the liability was minimal.

## Nonrecurring Fair Value Measurements

The following table details our nonrecurring fair value measurements at November 30, 2012 (in thousands):

	Total Fair Value	Fair Value Measurements Using			Total Losses
		Level 1	Level 2	Level 3	
Disposal group	\$ 16,487	\$ —	\$ 16,487	\$ —	\$ 8,601

The disposal group included the assets and liabilities held for sale of the Artix, Orbacus and Orbix product lines, which had a fair value of \$16.5 million as of November 30, 2012. The carrying value at November 30, 2012 of \$25.1 million was written down to fair value, less costs to sell, resulting in a loss of \$8.6 million. The loss was recorded in income (loss) from discontinued operations in fiscal year 2012. The assets and liabilities held for sale were divested in the first quarter of fiscal year 2013 (Note 6).

We evaluate all of our assets held for sale using undiscounted cash flow models or other valuation models, such as comparative transactions and market multiples, to determine their fair values. However, a market approach was more heavily used to value the assets held for sale related to the divestitures of our non-core product lines. As bid and transaction values became apparent as we moved through the marketing and divestiture process, the fair values of the assets held for sale were established. The impairment loss recorded for the Artix, Orbacus and Orbix product lines was primarily based on our expectations of a sale price as compared to our estimation of the net assets to be sold at closing.

## Note 5: Intangible Assets and Goodwill

### Intangible Assets

Intangible assets are comprised of the following significant classes (in thousands):

	August 31, 2013			November 30, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Purchased technology	\$ 44,730	\$ (36,117)	\$ 8,613	\$ 42,520	\$ (40,066)	\$ 2,454
Customer-related and other	19,537	(17,460)	2,077	26,477	(23,812)	2,665
Total	\$ 64,267	\$ (53,577)	\$ 10,690	\$ 68,997	\$ (63,878)	\$ 5,119

As a result of the Rollbase acquisition in the second quarter of fiscal year 2013 (Note 7), we recorded \$7.8 million of purchased technology and \$0.2 million of customer relationships as intangible assets during the nine months ended August 31, 2013. As of the date of acquisition, the acquired intangible assets have a weighted average amortization period of 4.9 years. This was offset by a decrease in the gross carrying amount of our intangible assets due to the disposition of the Apama product line (Note 6).

In the three and nine months ended August 31, 2013, amortization expense related to intangible assets was \$0.7 million and \$1.4 million, respectively. In the three and nine months ended August 31, 2012, amortization expense related to intangible assets was \$0.3 million and \$1.1 million, respectively.

Future amortization expense for intangible assets as of August 31, 2013, is as follows (in thousands):

Remainder of 2013	\$	739
2014		2,638
2015		2,409
2016		1,906
2017		1,906
Thereafter		1,092
Total	\$	<u>10,690</u>

### Goodwill

Changes in the carrying amount of goodwill for the nine months ended August 31, 2013, are as follows (in thousands):

Balance, November 30, 2012	\$	226,110
Addition		4,798
Disposal		(6,377)
Translation adjustments		(241)
Balance, August 31, 2013	\$	<u>224,290</u>

The addition to goodwill during fiscal year 2013 is related to the acquisition of Rollbase (Note 7). The disposal is related to the sale of the Apama product line (Note 6).

During the first quarter of fiscal year 2013, we completed our annual testing for impairment of goodwill and, based on those tests, concluded that no impairment of goodwill existed as of December 15, 2012. During the second quarter of fiscal year 2013, we evaluated the impact of the disposition of the Apama product line, which was part of our single reportable segment, on goodwill and concluded that no impairment existed. Through the date and time our condensed consolidated financial statements were issued, no other trigger events have occurred that would indicate a potential impairment of goodwill exists.

### Note 6: Divestitures

Under the Plan, we announced that we would divest all product lines which were not considered core product lines of our business: Actional, Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic. The FuseSource and Shadow product lines were divested in fiscal year 2012. The remaining product lines were divested in the first quarter of fiscal year 2013.

In the second quarter of fiscal year 2013, we entered into a definitive purchase and sale agreement to divest our Apama product line to Software AG. The sale closed in July 2013 for a purchase price of \$44.3 million.

Revenues and direct expenses of the divested product lines have been reclassified as discontinued operations for all periods presented. The fiscal year 2012 results include revenues and direct expenses of all divested product lines, since we earned revenues and incurred direct expenses for all or part of fiscal year 2012 for each of those product lines. The fiscal year 2013 results include the revenues and direct expenses of the product lines which had not been divested prior to the start of fiscal year 2013.

The components included in discontinued operations on the condensed consolidated statements of income are as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012
Revenue	\$ 537	\$ 37,610	\$ 16,143	\$ 120,033
Income (loss) before income taxes	(6,221)	(979)	(9,338)	(30,697)
Income tax (benefit) provision	(1,790)	927	(2,223)	(9,656)
Gain on sale, net of tax	22,070	—	41,827	—
Income (loss) from discontinued operations, net	\$ 17,639	\$ (1,906)	\$ 34,712	\$ (21,041)

### Apama

In the second quarter of fiscal year 2013, we entered into a definitive purchase and sale agreement to divest our Apama product line to Software AG. The sale closed in July 2013 for a purchase price of \$44.3 million. Of the total consideration, \$4.5 million is held in escrow to secure indemnification claims, if any, for up to 18 months. As of August 31, 2013, the escrow is included in other assets on the consolidated balance sheet. In connection with the sale, we also entered into a three year distributor license agreement with Software AG for \$0.7 million for one of our DataDirect products. The distributor license agreement does not constitute direct cash flows or significant continuing involvement of the Apama product line, and thus does not preclude us from discontinued operations treatment.

The gain on the sale of the Apama product line is calculated as follows (in thousands):

Purchase price	\$ 44,268
Less: transaction costs	2,029
Less: net assets	
Accounts receivable	2,426
Other current assets	428
Goodwill and intangible assets	6,991
Other long-term assets	426
Deferred revenue	(3,917)
Gain on sale	35,885
Tax provision	13,815
Gain on sale, net of tax	\$ 22,070

### Artix, Orbacus and Orbix

In the first quarter of fiscal year 2013, we entered into a definitive purchase and sale agreement to divest our Artix, Orbacus and Orbix product lines to a subsidiary of Micro Focus International plc (Micro Focus). The divestiture of these product lines was part of the Plan. The sale closed in February 2013 for total consideration of \$15.0 million.



The gain on sale of the Artix, Orbacus and Orbix product lines is calculated as follows (in thousands):

Purchase price	\$	15,000
Less: transaction costs		826
Less: indemnification obligation		1,000
Less: net assets		
Accounts receivables		2,300
Goodwill and intangible assets		24,325
Other assets		20
Impairment reserve		(8,601)
Deferred revenue		(5,893)
Gain on sale		1,023
Tax provision		—
Gain on sale, net of tax	\$	<u>1,023</u>

In February 2013, upon the closing of the sale of Artix, Orbacus and Orbix, we amended the definitive purchase and sale agreement with Micro Focus to provide an additional indemnification obligation with respect to a specified vendor. The fair value of the indemnification obligation on the date the sale closed and the carrying value at August 31, 2013 is \$1.0 million, and is included in other accrued liabilities in the condensed consolidated balance sheet. Our maximum indemnification obligation with respect to this matter is \$11.3 million. The term of the indemnification is indefinite; however, we expect the matter to be substantially resolved within the next six months.

In the fourth quarter of fiscal year 2012, we recorded an \$8.6 million impairment loss on the Artix, Orbacus and Orbix assets held for sale based on our expectations of a sales price as compared to our estimation of the net assets to be sold at closing. The impairment loss was recorded as a reserve against the assets held for sale as of November 30, 2012. The gain recorded in the first quarter of fiscal year 2013 was the result of differences in our estimation of net assets to be sold at closing versus the actual value of the net assets sold at closing.

#### **Actional, DataXtend, ObjectStore, Savvion and Sonic**

In the fourth quarter of fiscal year 2012, we entered into a definitive purchase and sale agreement to divest our Actional, DataXtend, Savvion and Sonic product lines to the investment arm of Trilogy Enterprises. In December 2012, the agreement was amended to include the sale of our ObjectStore product line. The divestiture of these product lines was part of the Plan. The sale closed in December 2012 for total consideration of \$60.5 million.

The gain on sale of the Actional, DataXtend, ObjectStore, Savvion and Sonic product lines is calculated as follows (in thousands):

Purchase price	\$	60,500
Less: transaction costs		1,211
Less: net assets		
Accounts receivables		12,004
Goodwill and intangible assets		31,693
Other assets		976
Deferred revenue		(19,168)
Other liabilities		(299)
Gain on sale		34,083
Tax provision		15,349
Gain on sale, net of tax	\$	<u>18,734</u>

**Note 7: Business Combinations**

On May 24, 2013, we acquired 100% of the equity interests in Rollbase, Inc. (Rollbase), a privately held software vendor based in Saratoga, California, for \$9.9 million. The purchase consideration consisted of \$9.5 million in cash paid and \$0.4 million of contingent consideration, expected to be paid out over a two year period. The fair value of the contingent consideration was estimated to be \$0.4 million at the date of acquisition. Rollbase provides Application Platform-as-a-Service (aPaas) technology that allows the rapid design, development and deployment of on-demand business applications. The purpose of the acquisition was to further the Plan in which we intend to become a leading provider of a next-generation, context-aware application development and deployment platform in the Cloud for the aPaas market. The acquisition was accounted for as a business combination, and accordingly, the results of operations of Rollbase are included in our operating results from the date of acquisition. We paid the purchase price in cash from available funds.

The allocation of the purchase price is as follows (in thousands):

	Total	Life
Cash	\$ 50	
Acquired intangible assets	7,960	1 to 5 years
Goodwill	4,798	
Deferred taxes	(2,921)	
Accounts payable and other liabilities	(8)	
Net assets acquired	<u>\$ 9,879</u>	

The purchase consideration includes contingent consideration payable by the Company based on the achievement of certain milestones. The Company determined the fair value of the contingent consideration obligations by calculating the probability-weighted earn-out payments based on the assessment of the likelihood that the milestones will be achieved. The probability-weighted earn-out payments were then discounted using a discount rate commensurate with the credit risk of the Company. During the three and nine months ended August 31, 2013, the change in the fair value of the contingent consideration payable was minimal.

The stock purchase agreement included contingent earn-out provisions requiring the Company to make payments to former Rollbase owners now employed by the Company. We have concluded that the earn-out provisions for the individuals now employed by the Company, which total approximately \$5.0 million, are compensation arrangements and we will accrue the maximum payouts ratably over the two year performance period, as we believe it is probable that the criteria will be met. We have incurred \$1.0 million of expense related to the contingent earn-out provisions for the three and nine months ended August 31, 2013. These amounts are recorded as acquisition-related expenses in our consolidated statement of operations.

We recorded the excess of the purchase price over the identified tangible and intangible assets as goodwill. We believe that the investment value of the future enhancement of our product and solution offerings created as a result of this acquisition has principally contributed to a purchase price that resulted in the recognition of \$4.8 million of goodwill, which is not deductible for tax purposes. The allocation of the purchase price was completed in the third quarter of fiscal year 2013 upon the finalization of our valuation of identifiable intangible assets and acquired deferred tax liabilities.

We incurred \$1.0 million and \$2.2 million of acquisition-related costs which are included in acquisition-related expenses in our consolidated statement of operations for the three and nine months ended August 31, 2013, respectively. The acquisition-related expenses for the nine months ended August 31, 2013 includes a \$1.0 million termination fee related to a pre-existing license arrangement between Rollbase and another third-party.

We have not disclosed the amount of revenues and earnings of Rollbase since acquisition, nor pro forma financial information, as those amounts are not significant to our condensed consolidated financial statements.

**Note 8: Line of Credit**

Our credit facility provides for a revolving line of credit in the amount of \$150.0 million, with a sublimit for the issuance of standby letters of credit in a face amount up to \$25.0 million and swing line loans up to \$20.0 million. The credit facility also permits us to increase the revolving line of credit by up to an additional \$75.0 million subject to receiving further commitments from lenders and certain other conditions. As of August 31, 2013, there were no amounts outstanding under the revolving line and \$0.4 million of letters of credit.

**Note 9: Common Stock Repurchases**

We repurchased and retired 10.3 million shares of our common stock for \$237.4 million in the nine months ended August 31, 2013. The shares were repurchased as part of our Board of Directors authorized return of capital to shareholders in the form of share repurchases through December 31, 2013 of \$360.0 million. No shares were repurchased in the nine months ended August 31, 2012.

**Note 10: Stock-Based Compensation**

Stock-based compensation expense reflects the fair value of stock-based awards measured at the grant date and recognized over the relevant service period. We estimate the fair value of each stock-based award on the measurement date using either the current market price of the stock or the Black-Scholes option valuation model. The Black-Scholes option valuation model incorporates assumptions as to stock price volatility, the expected life of options, a risk-free interest rate and dividend yield. We recognize stock-based compensation expense on a straight-line basis over the service period of the award, which is generally 4 or 5 years for options and 3 years for restricted stock units and restricted stock awards.

The following table provides the classification of stock-based compensation as reflected in our condensed consolidated statements of income (in thousands):

	Three Months Ended		Nine Months Ended	
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012
Cost of software licenses	\$ —	\$ 4	\$ —	\$ 7
Cost of maintenance and services	133	153	500	582
Sales and marketing	748	701	2,668	2,848
Product development	999	861	3,687	2,375
General and administrative	2,720	3,040	7,215	8,246
Stock-based compensation from continuing operations	4,600	4,759	14,070	14,058
Income (loss) from discontinued operations	973	2,985	2,290	7,446
Total stock-based compensation	\$ 5,573	\$ 7,744	\$ 16,360	\$ 21,504

During the second quarter of fiscal year 2013, in connection with the divestiture of the Apama product line, we entered into transition agreements with five executives. As part of the agreements, the executives were entitled to accelerated vesting of certain stock-based awards upon the completion of the divestiture. All employees associated with the Apama product line were also entitled to accelerated vesting of certain stock-based awards upon the completion of the divestiture. Due to the accelerated vesting, we recognized additional stock-based compensation of \$0.8 million and \$1.4 million in the three and nine months ended August 31, 2013, respectively, in discontinued operations.

During the nine months ended August 31, 2012, the employment of three of our executives terminated. As part of the separation agreements, the executives were entitled to accelerated vesting of certain stock-based awards. Due to the separation and accelerated vesting, we recognized additional stock-based compensation of \$1.8 million in the nine months ended August 31, 2012.

**Note 11: Accumulated Other Comprehensive Loss**

The following table summarizes the changes in accumulated balances of other comprehensive loss during the nine months ended August 31, 2013 (in thousands):

	Foreign Currency Translation Adjustment	Unrealized Gains (Losses) on investments	Accumulated Other Comprehensive Loss
Balance, December 1, 2012	\$ (8,183)	\$ (2,581)	\$ (10,764)
Other comprehensive income (loss) before reclassifications, net of tax	(4,010)	98	(3,912)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	—
Balance, August 31, 2013	<u>\$ (12,193)</u>	<u>\$ (2,483)</u>	<u>\$ (14,676)</u>

The tax effect on accumulated unrealized losses on investments was \$1.4 million and \$1.5 million as of August 31, 2013 and November 30, 2012, respectively.

**Note 12: Restructuring Charges****2013 Restructuring**

During the third quarter of fiscal year 2013, our management approved, committed to and initiated plans to restructure and improve efficiencies in our operations as a result of the sale of the Apama product line and the divestitures completed during the fourth quarter of fiscal year 2012 and the first quarter of fiscal year 2013. We reduced our global workforce primarily within the administrative and sales organizations. This workforce reduction was conducted across all geographies and also resulted in the closing of certain facilities.

Restructuring expenses primarily relate to employee costs, including severance, health benefits, outplacement services and transition divestiture arrangements, but excluding stock-based compensation. Facilities costs include fees to terminate lease agreements and costs for unused space, net of sublease assumptions. Other costs include costs to terminate automobile leases of employees included in the workforce reduction, asset impairment charges for assets no longer deployed as part of cost reduction strategies, costs for unused software licenses as part of the workforce reduction and other costs directly associated with the restructuring actions taken.

As part of the 2013 restructuring, for the three and nine months ended August 31, 2013, we incurred expenses totaling \$6.1 million, of which \$0.4 million represents excess facilities and other costs and \$5.7 million represents employee severance and related benefits. The expenses are recorded as restructuring expenses in the condensed consolidated statements of income, with the exception of \$0.4 million included in income (loss) from discontinued operations for the three and nine months ended August 31, 2013. We expect to incur additional costs with respect to the 2013 restructuring through the remainder of fiscal year 2013. The total cost of the 2013 restructuring is expected to be approximately \$1.3 million for excess facilities and other costs and approximately \$6.5 million for employee severance and related benefits. The estimated costs not yet recorded in the condensed consolidated statement of income relate to excess facilities costs, net of sublease assumptions, and employee severance-related costs.

A summary of activity for the 2013 restructuring action is as follows (in thousands):

	Excess Facilities and Other Costs	Employee Severance and Related Benefits	Total
Balance, December 1, 2012	\$ —	\$ —	\$ —
Costs incurred	388	5,716	6,104
Cash disbursements	(20)	(1,020)	(1,040)
Asset impairment	—	—	—
Translation adjustments and other	—	14	14
Balance, August 31, 2013	<u>\$ 368</u>	<u>\$ 4,710</u>	<u>\$ 5,078</u>

Cash disbursements for expenses incurred to date under the 2013 restructuring are expected to be made through the first quarter of fiscal year 2014. The restructuring reserve of \$5.1 million is included in other accrued liabilities on the condensed consolidated balance sheet at August 31, 2013.

## 2012 Restructuring

In the second quarter of fiscal year 2012, our management approved, committed to and initiated certain operational restructuring initiatives to reduce annual costs, including the simplification of our organizational structure and the consolidation of facilities. In addition, as part of the Plan, we have divested the product lines not considered core to our business. Our restructuring actions include both our cost reduction efforts and qualifying costs associated with our divestitures.

As part of the 2012 restructuring, for the nine months ended August 31, 2013, we incurred expenses totaling \$4.0 million, of which \$1.2 million represents excess facilities and other costs and \$2.8 million represents employee severance and related benefits. The expenses are recorded as restructuring expenses in the condensed consolidated statements of income, with the exception of \$0.6 million included in income (loss) from discontinued operations for the nine months ended August 31, 2013. Cumulative expenses of the 2012 restructuring through the first nine months of fiscal year 2013 are \$23.1 million, of which \$3.9 million represents excess facilities and other costs and \$19.2 million represents employee severance and related benefits. We do not expect to incur additional material costs with respect to the 2012 restructuring.

A summary of activity for the 2012 restructuring action during the nine months ended August 31, 2013, is as follows (in thousands):

	Excess Facilities and Other Costs	Employee Severance and Related Benefits	Total
Balance, December 1, 2012	\$ 603	\$ 6,429	\$ 7,032
Costs incurred	1,213	2,844	4,057
Cash disbursements	(668)	(8,544)	(9,212)
Asset impairment	(111)	—	(111)
Translation adjustments and other	(5)	27	22
Balance, August 31, 2013	<u>\$ 1,032</u>	<u>\$ 756</u>	<u>\$ 1,788</u>

Cash disbursements under the 2012 restructuring are expected to be made through fiscal year 2016. The short-term portion of the restructuring reserve of \$1.6 million is included in other accrued liabilities and the long-term portion of \$0.2 million is included in other noncurrent liabilities on the condensed consolidated balance sheet at August 31, 2013.

**Note 13: Income Taxes**

Our income tax provision for the third quarter of fiscal year 2013 and 2012 reflects our estimates of the effective tax rates expected to be applicable for the full fiscal years, adjusted for any discrete events which are recorded in the period they occur. The estimates are reevaluated each quarter based on our estimated tax expense for the full fiscal year.

The research and development credit was retroactively reinstated in January 2013. As a result, in the first quarter of fiscal year 2013 we recorded a tax benefit of \$0.4 million related to qualifying research and development activities for the period from January 2012 to November 2012.

The Internal Revenue Service finalized its examination of our U.S. Federal income tax returns for fiscal years 2009 and 2010 during the second quarter of fiscal year 2013. In the first quarter of fiscal year 2013, we had effectively settled certain unrecognized tax benefits which had been reserved in previous periods, reducing our unrecognized tax benefits liability by \$1.2 million.

Our Federal income tax returns have been examined or are closed by statute for all years prior to fiscal year 2011, and we are no longer subject to audit for those periods. State taxing authorities are currently examining our income tax returns for years through fiscal year 2010. Our state income tax returns have been examined or are closed by statute for all years prior to fiscal year 2005, and we are no longer subject to audit for those periods.

Tax authorities for certain non-U.S. jurisdictions are also examining returns affecting unrecognized tax benefits, none of which are material to our condensed consolidated balance sheets, cash flows or statements of income. With some exceptions, we are generally no longer subject to tax examinations in non-U.S. jurisdictions for years prior to fiscal year 2007.

**Note 14: Earnings Per Share**

We compute basic earnings per share using the weighted average number of common shares outstanding. We compute diluted earnings per share using the weighted average number of common shares outstanding plus the effect of outstanding dilutive stock options, restricted stock units and deferred stock units, using the treasury stock method. The following table sets forth the calculation of basic and diluted earnings per share from continuing operations on an interim basis (in thousands, except per share data):

	Three Months Ended		Nine Months Ended	
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012
Income from continuing operations	\$ 7,204	\$ 7,744	\$ 25,159	\$ 32,460
Weighted average shares outstanding	53,532	63,469	55,451	62,888
Dilutive impact from common stock equivalents	857	636	841	907
Diluted weighted average shares outstanding	54,389	64,105	56,292	63,795
Basic earnings per share from continuing operations	\$ 0.13	\$ 0.12	\$ 0.45	\$ 0.52
Diluted earnings per share from continuing operations	\$ 0.13	\$ 0.12	\$ 0.45	\$ 0.51

We excluded stock awards representing approximately 455,000 shares, 875,000 shares, 3,098,000 shares and 1,386,000 shares of common stock from the calculation of diluted earnings per share in the three and nine months ended August 31, 2013 and 2012, respectively, because these awards were anti-dilutive.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Cautionary Note Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 contains certain safe harbor provisions regarding forward-looking statements. This Form 10-Q, and other information provided by us or statements made by our directors, officers or employees from time to time, may contain "forward-looking" statements and information, which involve risks and uncertainties. Actual future results may differ materially. Statements indicating that we "expect," "estimate," "believe," "are planning" or "plan to" are forward-looking, as are other statements concerning future financial results, product offerings or other events that have not yet occurred. There are various factors that could cause actual results or events to differ materially from those anticipated by the forward-looking statements, including but not limited to the following: the receipt and shipment of new orders; the timely release and market acceptance of new products and/or enhancements to our existing products; the growth rates of certain market segments; the positioning of our products in those market segments; the customer demand and acceptance of any new product initiative; variations in the demand for professional services and technical support; pricing pressures and the competitive environment in the software industry; the continued uncertainty in the U.S. and international economies, which could result in fewer sales of our products and may otherwise harm our business; business and consumer use of the Internet; our ability to complete and integrate acquisitions; our ability to realize the expected benefits and anticipated synergies from acquired businesses; our ability to penetrate international markets and manage our international operations; our ability to execute on the strategic and operational initiatives we are currently undertaking, including any resulting disruption to our business, employees, customers and the manner in which we finance our operations; our ability to absorb allocated costs, primarily general and administrative, into our operations subsequent to the divestitures occurring; and those factors discussed in Part II, Item 1A (Risk Factors) in this Quarterly Report on Form 10-Q, and in Part I, Item 1A (Risk Factors) in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012. Although we have sought to identify the most significant risks to our business, we cannot predict whether, or to what extent, any of such risks may be realized. We also cannot assure you that we have identified all possible issues which we might face. We undertake no obligation to update any forward-looking statements that we make.

### Use of Constant Currency

Revenue from our international operations has historically represented more than half of our total revenue. As a result, our revenue results have been impacted, and we expect will continue to be impacted, by fluctuations in foreign currency exchange rates. For example, if the local currencies of our foreign subsidiaries weaken, our consolidated results stated in U.S. dollars are negatively impacted.

As exchange rates are an important factor in understanding period to period comparisons, we believe the presentation of revenue growth rates on a constant currency basis enhances the understanding of our revenue results and evaluation of our performance in comparison to prior periods. The constant currency information presented is calculated by translating current period results using prior period weighted average foreign currency exchange rates. These results should be considered in addition to, not as a substitute for, results reported in accordance with accounting principles generally accepted in the United States of America (GAAP).

### Revised Prior Period Amounts

Our financial results for prior periods have been revised, in accordance with GAAP, to reflect certain changes to the business. Prior period amounts have been revised for the impact of discontinued operations due to the sales of our product lines not considered core to our business and the Apama product line. Refer to Note 6 of Item 1 of this Quarterly Report on Form 10-Q for an additional description of this item.

### Overview

We are a global software company that simplifies and enables the development, deployment and management of business applications on-premise or on any Cloud, on any platform and on any device with minimal IT complexity and low total cost of ownership. In April 2012, we announced a new strategic plan (the "Plan") in which we stated our intention to become a leading provider of a next-generation, context-aware application development and deployment platform in the Cloud for the Application Platform- as-a-Service (aPaas) market. We stated that we would accomplish this objective by investing in our OpenEdge, DataDirect and Decision Analytics product lines and integrating them into a single, cohesive offering.

The Plan is being executed in two phases. In the first phase, we invested in our OpenEdge and DataDirect product lines to make them more Cloud-ready. We also divested ten product lines which we did not consider core to our business: Actional,

Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic. In the second half of fiscal year 2012, we also executed on cost reductions as part of the Plan, including the reduction of 11% of our workforce.

Our financial results for fiscal year 2012 were adversely impacted by factors related to the planning, announcement and execution of the first phase of the Plan, which also included the undertaking of large restructuring efforts and the marketing for divestiture and actual sale of the ten non-core product lines. These factors contributed to a very uncertain environment for our company, partners, customers and employees. In particular, during the second and third quarters of fiscal year 2012, customer purchasing decisions were delayed, which caused deal slippage at a greater rate than usual. This was caused both by uncertainty surrounding the Plan and generally deteriorating macroeconomic conditions, primarily in Europe.

In fiscal year 2012 and the first quarter of fiscal year 2013, we entered into definitive purchase and sale agreements to divest the product lines which we did not consider core to our business. All divestitures were completed by the end of the first quarter of fiscal year 2013. The aggregate purchase price was approximately \$130.0 million. As a result of the divestitures of all the product lines not considered core to our business, we ceased reporting the results of those operations as a separate reportable segment. Beginning in fiscal year 2013, we now operate as one reportable segment.

In June 2013, we entered into a definitive purchase and sale agreement to divest our Apama product line to Software AG. The target market, deployment and sales model for the Apama product line differed significantly from those of our aPaas strategy and the divestiture allowed us to focus entirely on providing leading cloud and mobile application development technologies through a single cohesive platform. The sale closed in July 2013 for a purchase price of \$44.3 million. Our operating performance was adversely impacted by temporarily higher expense levels and restructuring costs as we transitioned away from the product lines we divested.

In the second phase of the Plan, we have begun to unify the product capabilities of our core product lines, which will refine and enhance our next generation, feature-rich application development and deployment solution targeting the new market category of aPaaS. To that end, during the first nine months of fiscal year 2013, we added new functionalities to our existing products in furtherance of the Plan. We also completed the acquisition of Rollbase, Inc., a provider of Application Platform-as-a-Service (aPaas) technology that allows the rapid design, development and deployment of on-demand business applications. Lastly, in July 2013, we announced the release of Progress Pacific, an easy-to-use platform for building and managing "connected apps" on any cloud, mobile or social platform, combining Rollbase with our existing Open Edge, DataDirect and Corticon products in a single platform.

As a result of the enhancements to our existing products and renewed focus on our core products, we have experienced improved financial performance during the first nine months of fiscal year 2013. However, we are still in the early stages of our transition to becoming a leading vendor in the cloud-based aPaas market. As a result, we anticipate continued reinvestment in our products will be necessary and sustainable increases in revenue may not be foreseeable in the near term. Overall, our investments to improve our product lines require time to impact performance. Until these investments are realized, our operating margins will be adversely impacted.

In addition, our new business focus and new strategy has required us to restructure our organization and the way we go to market, how we implement product roadmaps and how we operate and report our financial results, all of which caused additional disruption and could cause additional disruption in the future as we implement our new go to market plans. Our cloud strategy will require continued investment in product development and cloud operations as well as a change in the way we price and deliver our products. Over time, we may experience some shift from perpetual license sales and distribution of our software if our customers desire the right to access certain of our software in a hosted environment or use downloaded software for a specified subscription period.

Our Board of Directors also authorized us to repurchase \$360.0 million of our common stock through December 2013. In October 2012, under the authorization, we announced the adoption of a 10b5-1 plan to repurchase up to \$250.0 million of our common stock through June 30, 2013, or earlier. We completed the 10b5-1 plan in May 2013, having repurchased 11.7 million shares of our common stock for \$250.0 million.

In June 2013, we announced the adoption of a Rule 10b5-1 share repurchase plan for the purpose of repurchasing up to \$100.0 million of our common stock as part of our previously announced repurchase authorization. The plan will be active from July 1, 2013 until December 31, 2013 or, if earlier, upon the repurchase of \$100.0 million of our common stock under the plan. Through August 31, 2013, we have repurchased 2.7 million shares for \$67.9 million under this plan. As of October 2, 2013, we have repurchased 3.4 million shares of our common stock for \$84.7 million under the 10b5-1 plan.

We derive a significant portion of our revenue from international operations, which are primarily conducted in foreign



currencies. As a result, changes in the value of these foreign currencies relative to the U.S. dollar have significantly impacted our results of operations and may impact our future results of operations.

We believe that existing cash balances, together with funds generated from operations and amounts available under our revolving credit line will be sufficient to finance our operations and meet our foreseeable cash requirements, including our plans to repurchase shares of our common stock, through at least the next twelve months.

## Results of Operations

The following table sets forth certain income and expense items as a percentage of total revenue, and the percentage change in dollar amounts of such items compared with the corresponding period in the previous fiscal year:

	Percentage of Total Revenue				Percentage Change	
	Three Months Ended		Nine Months Ended		Three Months Ended	Nine Months Ended
	August 31, 2013	August 31, 2012	August 31, 2013	August 31, 2012		
<b>Revenue:</b>						
Software licenses	33%	30 %	35 %	32 %	13 %	17 %
Maintenance and services	67	70	65	68	—	—
Total revenue	100	100	100	100	4	5
<b>Costs of revenue:</b>						
Cost of software licenses	2	2	2	2	15	22
Cost of maintenance and services	8	11	9	10	(20)	(4)
Amortization of acquired intangibles	1	—	—	—	281	55
Total costs of revenue	11	13	11	12	(10)	1
Gross profit	89	87	89	88	6	6
<b>Operating expenses:</b>						
Sales and marketing	32	34	33	29	(2)	18
Product development	19	17	18	14	16	29
General and administrative	18	19	17	21	(5)	(11)
Amortization of acquired intangibles	—	—	—	—	2	(12)
Restructuring expenses	7	2	4	3	283	48
Acquisition-related expenses	1	—	1	—	100	937
Total operating expenses	77	72	73	67	11	14
Income from operations	12	15	16	21	(14)	(19)
Other (expense) income	—	—	—	—	(50)	(176)
Income from continuing operations before income taxes	12	15	16	21	(16)	(22)
Provision for income taxes	3	5	6	8	(32)	(20)
Income from continuing operations	9	10	10	13	(7)	(22)
Income (loss) from discontinued operations, net	23	(3)	14	(9)	1,025	265
Net income	32%	7 %	24 %	4 %	326 %	424 %

## Revenue

<i>(In thousands)</i>	Three Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
	Revenue	\$ 77,578	\$ 74,371	4%

  

<i>(In thousands)</i>	Nine Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
	Revenue	\$ 243,016	\$ 230,970	5%

Total revenue increased \$3.2 million, or 4% on an actual and constant currency basis, in the third quarter of fiscal year 2013 as compared to the same quarter last year and increased \$12.0 million, or 6% on a constant currency basis and 5% using actual exchange rates, in the first nine months of fiscal year 2013 as compared to the same period in the prior year. The increase was primarily a result of an increase in license revenue as further described below.

Changes in prices from fiscal year 2012 to 2013 did not have a significant impact on our revenue. Changes in foreign currency exchange rates did not significantly impact our reported revenues on a consolidated basis.

## License Revenue

<i>(In thousands)</i>	Three Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
	License	\$ 25,666	\$ 22,637	13%
<i>As a percentage of total revenue</i>	33%	30%		

  

<i>(In thousands)</i>	Nine Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
	License	\$ 84,920	\$ 72,816	17%
<i>As a percentage of total revenue</i>	35%	32%		

License revenue increased \$3.0 million, or 13%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and increased \$12.1 million, or 17%, in the first nine months of fiscal year 2013 as compared to the same period last year. The increase in license revenue for the third quarter of fiscal year 2013 was primarily driven by higher revenue for our OpenEdge and Corticon products in the EMEA and Asia Pacific regions, offset by lower revenue for DataDirect products due to timing of deal closures and revenue recognition on multi-year OEM agreements. The increase in license revenue for the first nine months of fiscal year 2013 was primarily driven by higher revenue for our OpenEdge and Corticon products in the North America, EMEA and Asia Pacific regions, offset by lower revenue for DataDirect products due to timing of deal closures and revenue recognition on multi-year OEM agreements.

### Maintenance and Services Revenue

<i>(In thousands)</i>	Three Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
Maintenance	\$ 49,752	\$ 50,285	(1)%	(1)%
<i>As a percentage of total revenue</i>	64%	68%		
Professional services	2,160	1,449	49 %	47 %
<i>As a percentage of total revenue</i>	3%	2%		
Total maintenance and services revenue	\$ 51,912	\$ 51,734	— %	— %
<i>As a percentage of total revenue</i>	67%	70%		

<i>(In thousands)</i>	Nine Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
Maintenance	\$ 151,627	\$ 151,800	— %	—%
<i>As a percentage of total revenue</i>	62%	66%		
Professional services	6,469	6,354	2 %	2%
<i>As a percentage of total revenue</i>	3%	2%		
Total maintenance and services revenue	\$ 158,096	\$ 158,154	— %	—%
<i>As a percentage of total revenue</i>	65%	68%		

Maintenance and services revenue increased \$0.2 million in the third quarter of fiscal year 2013 as compared to the same quarter last year. Maintenance revenue decreased 1% and professional services revenue increased 49% in the third quarter of fiscal year 2013 as compared to the third quarter of fiscal year 2012.

Maintenance and services revenue was flat in the first nine months of fiscal year 2013 as compared to the same period last year. Professional services revenue increased 2% in the first nine months of fiscal year 2013 as compared to the first nine months of fiscal year 2012.

Maintenance revenue remained flat in the third quarter of fiscal year 2013 and the first nine months of fiscal year 2013 compared to the same time periods of the previous year as the loss of revenue from non-renewing customers offset the growth in maintenance revenue associated with new license sales. Professional services revenue increased in the third quarter of fiscal year 2013 compared to the same time period of the previous year due to the timing of professional services engagements.

### Revenue by Region

<i>(In thousands)</i>	Three Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
North America	\$ 34,596	\$ 34,548	— %	— %
<i>As a percentage of total revenue</i>	45%	47%		
EMEA	\$ 32,315	\$ 28,155	15 %	10 %
<i>As a percentage of total revenue</i>	42%	38%		
Latin America	\$ 5,496	\$ 6,905	(20)%	(13)%
<i>As a percentage of total revenue</i>	7%	9%		
Asia Pacific	\$ 5,171	\$ 4,763	9 %	18 %
<i>As a percentage of total revenue</i>	6%	6%		

(In thousands)	Nine Months Ended		Percentage Change	
	August 31, 2013	August 31, 2012	As Reported	Constant Currency
North America	\$ 111,446	\$ 103,480	8 %	8 %
<i>As a percentage of total revenue</i>	46%	45%		
EMEA	\$ 98,344	\$ 92,352	6 %	5 %
<i>As a percentage of total revenue</i>	40%	40%		
Latin America	\$ 18,844	\$ 20,951	(10)%	(2)%
<i>As a percentage of total revenue</i>	8%	9%		
Asia Pacific	\$ 14,382	\$ 14,187	1 %	6 %
<i>As a percentage of total revenue</i>	6%	6%		

Total revenue generated in North America was flat compared to the same quarter last year, and represented 45% and 47% of total revenue in the third quarter of fiscal years 2013 and 2012, respectively. Total revenue generated in markets outside North America increased \$3.2 million, or 7% on a constant currency basis and 8% using actual exchange rates, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and represented 55% and 53% of total revenue in the third quarter of fiscal year 2013 and 2012, respectively. If exchange rates had remained constant in the third quarter of fiscal year 2013 as compared to the exchange rates in effect in the third quarter of fiscal year 2012, total revenue generated in markets outside North America would have represented 55% of total revenue.

Total revenue generated in North America increased \$8.0 million, or 8%, as compared to the same period last year, and represented 46% and 45% of total revenue in the first nine months of fiscal year 2013 and 2012, respectively. Total revenue generated in markets outside North America increased \$4.1 million, or 4% on a constant currency basis and 3% using actual exchange rates, in the first nine months of fiscal year 2013 as compared to the same period last year, and represented 54% and 55% of total revenue in the first nine months of fiscal 2013 and 2012, respectively. If exchange rates had remained constant in the first nine months of fiscal year 2013 as compared to the exchange rates in effect in the first nine months of fiscal year 2012, total revenue generated in markets outside North America would have represented 54% of total revenue.

In the third quarter of fiscal year 2013, EMEA was helped by stronger local currencies. In the third quarter and first nine months of fiscal year 2013, Latin America and Asia Pacific were hurt by weaker local currencies.

#### Cost of Software Licenses

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Cost of software licenses	\$ 1,587	\$ 1,375	15%	\$ 5,033	\$ 4,117	22%
<i>As a percentage of software license revenue</i>	6%	6%		6%	6%	
<i>As a percentage of total revenue</i>	2%	2%		2%	2%	

Cost of software licenses consists primarily of costs of royalties, electronic software distribution, duplication and packaging. Cost of software licenses increased \$0.2 million, or 15%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and remained consistent as a percentage of software license revenue at 6%. Cost of software licenses increased \$0.9 million, or 22%, in the first nine months of fiscal year 2013 as compared to the same period last year, and remained consistent as a percentage of software license revenue at 6%. The increase in the third quarter and first nine months of fiscal year 2013 was primarily due to higher royalty expense for products and technologies licensed or resold from third parties. Cost of software licenses as a percentage of software license revenue varies from period to period depending upon the relative product mix.

### Cost of Maintenance and Services

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Cost of maintenance and services	\$ 6,403	\$ 7,974	(20)%	\$ 21,043	\$ 22,013	(4)%
As a percentage of maintenance and services revenue	12%	15%		13%	14%	
As a percentage of total revenue	8%	11%		9%	10%	

Cost of maintenance and services consists primarily of costs of providing customer support, consulting and education. Cost of maintenance and services decreased \$1.6 million, or 20%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and decreased as a percentage of maintenance and services revenue from 15% to 12%. Cost of maintenance and services decreased \$1.0 million, or 4%, in the first nine months of fiscal year 2013 as compared to the same period last year, and decreased as a percentage of maintenance and services revenue from 14% to 13%. The decrease in cost of maintenance and services in the third quarter and first nine months of fiscal year 2013 as compared to the same periods last year is the result of cost savings due to our restructuring actions which were initiated in the second half of fiscal year 2012.

### Amortization of Acquired Intangibles

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Amortization of acquired intangibles	\$ 529	\$ 139	281%	\$ 811	\$ 522	55%
As a percentage of total revenue	1%	—%		—%	—%	

Amortization of acquired intangibles included in costs of revenue primarily represents the amortization of the value assigned to technology-related intangible assets obtained in business combinations. Amortization of acquired intangibles increased \$0.4 million, or 281%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and increased \$0.3 million, or 55%, in the first nine months of fiscal year 2013 as compared to the same period last year. The increase in the third quarter and first nine months of fiscal year 2013 was due to amortization of intangible assets associated with the Rollbase acquisition completed during the second quarter of fiscal year 2013.

### Gross Profit

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Gross profit	\$ 69,059	\$ 64,883	6%	\$ 216,129	\$ 204,318	6%
As a percentage of total revenue	89%	87%		89%	88%	

Our gross profit increased \$4.2 million, or 6%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and increased \$11.8 million, or 6%, in the first nine months of fiscal year 2013 as compared to the same period last year. Our gross profit as a percentage of total revenue increased from 87% in the third quarter of fiscal year 2012 to 89% in the third quarter of fiscal year 2013 and increased from 88% in the first nine months of 2012 to 89% in the first nine months of fiscal year 2013, respectively. The increase in our gross profit was primarily due to higher license revenue and lower cost of maintenance and services.

*Sales and Marketing*

<i>(In thousands)</i>	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Sales and marketing	\$ 24,554	\$ 24,970	(2)%	\$ 79,086	\$ 67,085	18%
<i>As a percentage of total revenue</i>	32%	34%		33%	29%	

Sales and marketing expenses decreased \$0.4 million, or 2%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and decreased as a percentage of total revenue from 34% to 32%. Sales and marketing expenses increased \$12.0 million, or 18%, in the first nine months of fiscal year 2013 as compared to the same period last year, and increased as a percentage of total revenue from 29% to 33%. The decrease in sales and marketing expenses in the third quarter of fiscal year 2013 is primarily due to lower spending on marketing programs and cost savings due to our restructuring actions which were initiated in the second half of fiscal year 2012. The increase in sales and marketing expenses in the first nine months of fiscal year 2013 was primarily due to the absorption into our continuing operations of costs previously required to support our divested product lines. The increase was offset by lower compensation-related costs in the first nine months of fiscal year 2013 as a result of the headcount reduction actions, which occurred in the second half of fiscal year 2012. The increase was also offset by incremental compensation-related expenses of \$1.4 million recognized in the first nine months of fiscal year 2012 due to the separation of one of our sales and marketing executives.

*Product Development*

<i>(In thousands)</i>	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Product development	\$ 14,615	\$ 12,631	16%	\$ 42,908	\$ 33,330	29%
<i>As a percentage of total revenue</i>	19%	17%		18%	14%	

Product development expenses increased \$2.0 million, or 16%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and increased as a percentage of revenue from 17% to 19%. Product development expenses increased \$9.6 million, or 29%, in the first nine months of fiscal year 2013 as compared to the same period last year, and increased as a percentage of revenue from 14% to 18%. The increase was primarily due to the absorption into our continuing operations of costs previously required to support our divested product lines. The increase is also attributed to higher costs related to our new product development strategy, including higher expenses related to building our Progress Pacific platform. The increase was offset by lower compensation-related costs in the first nine months of fiscal year 2013 as a result of the headcount reduction actions, which occurred in the second half of fiscal year 2012.

*General and Administrative*

<i>(In thousands)</i>	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
General and administrative	\$ 13,660	\$ 14,375	(5)%	\$ 42,390	\$ 47,789	(11)%
<i>As a percentage of total revenue</i>	18%	19%		17%	21%	

General and administrative expenses include the costs of our finance, human resources, legal, information systems and administrative departments. General and administrative expenses decreased \$0.7 million, or 5%, in the third quarter of fiscal year 2013 as compared to the same quarter in the prior year, and decreased as a percentage of revenue from 19% to 18%. General and administrative expenses decreased \$5.4 million, or 11%, in the first nine months of fiscal year 2013 as compared to the same period in the prior year, and decreased as a percentage of revenue from 21% to 17%. The decrease in the third quarter of fiscal year 2013 is the result of cost savings due to our restructuring actions which were initiated in the second half of fiscal year 2012. The decrease in the first nine months of fiscal year 2013 was primarily due to incremental costs incurred in the first nine months of fiscal year 2012 for stock-based compensation associated with the hiring of a new Chief Executive Officer in December 2011, \$0.9 million for a litigation settlement, and \$3.2 million of proxy contest-related costs. The decrease is also

the result of costs savings in fiscal year 2013 from our restructuring actions and other cost control measures, which were initiated in the second half of fiscal year 2012.

#### Amortization of Acquired Intangibles

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Amortization of acquired intangibles	\$ 211	\$ 207	2%	\$ 549	\$ 622	(12)%
As a percentage of total revenue	—%	—%		—%	—%	

Amortization of acquired intangibles included in operating expenses primarily represents the amortization of value assigned to intangible assets obtained in business combinations other than assets identified as purchased technology. Amortization of acquired intangibles increased 2% in the third quarter of fiscal year 2013 as compared to the same quarter last year, and decreased 12% in the first nine months of fiscal year 2013 as compared to the same period last year. The increase in the third quarter of fiscal year 2013 is due to the amortization of intangible assets associated with the Rollbase acquisition completed during the second quarter of fiscal year 2013. The decrease in the first nine months of fiscal year 2013 is due to the completion of amortization of certain intangible assets acquired in prior years.

#### Restructuring Expenses

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Restructuring expenses	\$ 5,401	\$ 1,411	283%	\$ 9,127	\$ 6,147	48%
As a percentage of total revenue	7%	2%		4%	3%	

Restructuring expenses recorded in the third quarter and first nine months of fiscal year 2013 relate to the restructuring activities occurring in fiscal year 2013 and 2012. See Note 12 to the condensed consolidated financial statements for additional details, including types of expenses incurred and the timing of future expenses and cash payments. See also the Liquidity and Capital Resources section of this Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations.

#### Acquisition-Related Expenses

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Acquisition-related expenses	\$ 957	\$ —	100%	\$ 2,229	\$ 215	937%
As a percentage of total revenue	1%	—%		1%	—%	

Acquisition-related expenses increased \$1.0 million in the third quarter of fiscal year 2013 compared to the same quarter last year due to expenses related to earn-out provisions which were part of the Rollbase acquisition (see Note 7) completed in the second quarter of fiscal year 2013. Acquisition-related expenses increased \$2.0 million for the first nine months of fiscal year 2013 as compared to the first nine months of fiscal year 2012 due to the aforementioned Rollbase earn-out provisions, plus a \$1.0 million termination fee for a pre-existing license arrangement between Rollbase and another third-party.

### Income From Operations

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Income from operations	\$ 9,661	\$ 11,289	(14)%	\$ 39,840	\$ 49,130	(19)%
As a percentage of total revenue	12%	15%		16%	21%	

Income from operations decreased \$1.6 million, or 14%, in the third quarter of fiscal year 2013 as compared to the same quarter last year, and decreased \$9.3 million, or 19%, in the first nine months of fiscal year 2013 as compared to the first nine months of fiscal year 2012. The decrease in the third quarter of fiscal year 2013 was primarily the result of higher operating expenses, most notably product development, restructuring and acquisition-related expenses. The decrease in the first nine months of fiscal year 2013 was primarily the result of the absorption into our continuing operations of costs previously required to support our divested product lines, as previously discussed.

### Other (Expense) Income

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Interest income and other	\$ 371	\$ 1,017	(64)%	\$ 1,146	\$ 2,352	(51)%
Foreign currency loss, net	(194)	(660)	71 %	(1,809)	(1,476)	(23)%
Total other (expense) income, net	\$ 177	\$ 357	(50)%	\$ (663)	\$ 876	(176)%
As a percentage of total revenue	—%	—%		—%	—%	

Other income decreased \$0.2 million in the third quarter of fiscal year 2013 as compared to the same quarter last year, and decreased \$1.5 million in the first nine months of fiscal year 2013 as compared to the first nine months of fiscal year 2012. The decrease in interest income is due to lower cash balances and lower interest rates in certain countries during fiscal year 2013 and additional interest income on tax credits during fiscal year 2012. The change in foreign currency losses is a result of movements in exchange rates and the impact on our intercompany receivables and payables denominated in currencies other than local currencies.

### Provision for Income Taxes

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Provision for income taxes	\$ 2,634	\$ 3,902	(32)%	\$ 14,018	\$ 17,546	(20)%
As a percentage of total revenue	3%	5%		6%	8%	

Our effective tax rate was 27% in the third quarter of fiscal year 2013 compared to 34% in the third quarter of fiscal year 2012. The decrease was primarily due to an increase in favorable discrete tax items in the third quarter of fiscal year 2013.

Our effective tax rate was 36% in the first nine months of fiscal year 2013 compared to 35% in the first nine months of fiscal year 2012. The increase is primarily due to a change in the mix of income from various jurisdictions.



## Net Income

(In thousands)	Three Months Ended			Nine Months Ended		
	August 31, 2013	August 31, 2012	Percentage Change	August 31, 2013	August 31, 2012	Percentage Change
Income from continuing operations	\$ 7,204	\$ 7,744	(7)%	\$ 25,159	\$ 32,460	(22)%
Income (loss) from discontinued operations	17,639	(1,906)	1,025 %	34,712	(21,041)	265 %
Net income	\$ 24,843	\$ 5,838	326 %	\$ 59,871	\$ 11,419	424 %
As a percentage of total revenue	32%	7%		24%	4%	

Income (loss) from discontinued operations includes the revenues and direct expenses of the product lines we divested in fiscal year 2012 and the first quarter of fiscal year 2013 and the Apama product line, which was sold in July 2013. In the three and nine months ended August 31, 2013, the income from discontinued operations includes the pre-tax gain on the sale of the Apama product line of \$35.9 million. For the nine months ended August 31, 2013, the income from discontinued operations also includes the pre-tax gains on the sales of our Actional, Artix, DataXtend, ObjectStore, Orbacus, Orbix, Savvion and Sonic product lines of \$35.1 million. See Note 6 of Item 1 of this Quarterly Report for additional information related to our divested product lines.

## Liquidity and Capital Resources

### Cash, Cash Equivalents and Short-Term Investments

(In thousands)	August 31, 2013	November 30, 2012
Cash and cash equivalents	\$ 215,342	\$ 301,792
Short-term investments	26,640	53,425
Total cash, cash equivalents and short-term investments	\$ 241,982	\$ 355,217

The decrease in cash, cash equivalents and short-term investments of \$113.2 million from the end of fiscal year 2012 was primarily due to repurchases of our common stock of \$241.2 million, the payment, net of cash acquired, for the acquisition of Rollbase of \$9.5 million and cash outflows from operations of \$13.3 million. The decrease was partially offset by proceeds from the sales of our Actional, Artix, DataXtend, ObjectStore, Orbacus, Orbix, Savvion, Sonic and Apama product lines of \$111.1 million and issuances of common stock upon exercise of stock options and employee stock purchases of \$49.1 million. There are no restrictions on our ability to access our cash, cash equivalents and short-term investments.

As of August 31, 2013, \$119.8 million of our cash, cash equivalents and short-term investments was held by our foreign subsidiaries. A portion of this amount relates to the net undistributed earnings of our foreign subsidiaries which are considered to be permanently reinvested, and as such, they are not available to fund our domestic operations, though they do fund our international operations. If we were to repatriate the earnings, they would be subject to taxation in the U.S., but would be offset by foreign tax credits. We do not believe this has a material impact on our liquidity.

### Share Repurchase Program

During the second quarter of fiscal year 2012, as part of the Plan, the Board of Directors authorized a \$350.0 million return of capital to shareholders in the form of a share repurchase through fiscal year 2013. In October 2012, we announced the adoption of a 10b5-1 plan, under the Board of Directors previous authorization, to repurchase up to \$250.0 million of our common stock through June 30, 2013, or earlier. We completed the plan in May 2013, having repurchased 11.7 million shares for \$250.0 million.

In June 2013, we announced the adoption of a Rule 10b5-1 share repurchase plan for the purpose of repurchasing up to \$100.0 million of our common stock as part of our previously announced repurchase authorization, which the Board of Directors increased by \$10.0 million to \$360.0 million. The plan will be active from July 1, 2013 until December 31, 2013 or, if earlier, upon the repurchase of \$100.0 million of our common stock under the plan. Through August 31, 2013, we have repurchased 2.7 million shares for \$67.9 million under this plan. As of October 2, 2013, we have repurchased 3.4 million shares of our common stock for \$84.7 million under this 10b5-1 plan.

Through August 31, 2013, we have repurchased a total of 14.8 million shares for \$325.8 million under the \$360.0 million authorization.

#### *Divestiture of Product Lines*

In fiscal year 2012 and the first quarter of fiscal year 2013, we entered into definitive purchase and sale agreements to divest the ten product lines which were not considered core to our business and all of the divestitures were completed by the end of the first quarter of fiscal year 2013. The aggregate purchase price was approximately \$130.0 million. In June 2013, we entered into a definitive purchase and sale agreement to divest our Apama product line to Software AG. The sale closed in July 2013 for a purchase price of \$44.3 million.

The cash flows of our continuing and discontinued operations have not been segregated in our statements of cash flows. The divestitures of these product lines will reduce our cash flows in future periods, including our operating cash flows, due to the loss of revenue offset by the elimination of direct expenses associated with the divested product lines and other cost savings actions.

#### *Restructuring Activities*

During the third quarter of fiscal year 2013, our management approved, committed to and initiated plans to restructure and improve efficiencies in our operations as a result of the sale of the Apama product line and the divestitures completed during the fourth quarter of fiscal year 2012 and the first quarter of fiscal year 2013. We reduced our global workforce primarily within the administrative and sales organizations. This workforce reduction was conducted across all geographies and also resulted in the closing of certain facilities.

The total costs of the restructuring primarily relate to employee costs, including severance, health benefits, outplacement services and transition divestiture incentives, but excluding stock-based compensation. Facilities costs include fees to terminate lease agreements and costs for unused space, net of sublease assumptions. Other costs include costs to terminate automobile leases of employees included in the workforce reduction, asset impairment charges for assets no longer deployed as part of cost reduction strategies, costs for unused software licenses as part of the workforce reduction and other costs directly associated with the restructuring actions taken.

As part of the 2013 restructuring, for the three and nine months ended August 31, 2013, we incurred expenses totaling \$6.1 million, of which \$0.4 million represents excess facilities and other costs and \$5.7 million represents employee severance and related benefits. The expenses are recorded as restructuring expenses in the condensed consolidated statements of income, with the exception of \$0.4 million included in income (loss) from discontinued operations for the three and nine months ended August 31, 2013. We expect to incur additional costs with respect to the 2013 restructuring through the remainder of fiscal year 2013, which we estimate to be \$0.9 million for excess facilities and other costs and \$0.8 million for employee severance and related benefits. The estimated costs not yet recorded in the condensed consolidated statement of income relate to excess facilities costs, net of sublease assumptions, and employee severance-related costs.

As of August 31, 2013, \$5.1 million of the cumulative expenses recognized under the 2013 restructuring remains unpaid. The restructuring liability does not include the estimated \$1.7 million of additional expenses we expect to incur through fiscal year 2013. We expect to pay the restructuring liability in the next twelve months, however, additional expenses expected to be incurred under the 2013 restructuring may continue through future fiscal years.

In the second quarter of fiscal year 2012, as part of the Plan, our management approved, committed to and initiated certain operational restructuring initiatives to reduce annual costs, including the simplification of our organizational structure and the consolidation of facilities.

As part of the 2012 restructuring, we incurred expenses in the first nine months of fiscal year 2013 totaling \$4.0 million, of which \$1.2 million represents excess facilities and other costs and \$2.8 million represents employee severance and related benefits. We do not expect to incur additional material costs with respect to the 2012 restructuring.

As of August 31, 2013, \$1.8 million of the cumulative expenses recognized under the 2012 restructuring remains unpaid. We expect to pay the majority of the restructuring liability in the next twelve months, however, excess facilities costs will continue through fiscal year 2016.

### *Revolving Credit Facility*

On August 15, 2011, we entered into a credit agreement (the "Credit Agreement") for an unsecured credit facility with J.P. Morgan and other lenders that matures on August 15, 2016, at which time all amounts outstanding must be repaid. The credit facility provides for a revolving line of credit in the amount of \$150.0 million, with a sublimit for the issuance of standby letters of credit in a face amount up to \$25.0 million and swing line loans up to \$20.0 million. The credit facility also permits us to increase the revolving line of credit by up to an additional \$75.0 million subject to receiving further commitments from lenders and certain other conditions. We intend to utilize the line of credit for general corporate purposes, including acquisitions, stock repurchases and working capital.

Revolving loans accrue interest at a per annum rate based on our choice of either (i) the LIBOR rate plus a margin ranging from 1.25% to 1.75% or (ii) the base rate plus a margin ranging from 0.25% to 0.75%, both depending on our consolidated leverage ratio. The base rate is defined as the highest of (i) the administrative agent's prime rate (ii) the federal funds rate plus 1/2 of 1.00%, and (iii) the LIBOR rate for a one month interest period plus a margin equal to 1.00%. A quarterly commitment fee on the undrawn portion of the revolving credit facility is required, at a per annum rate ranging from 0.25% to 0.35%, depending on our consolidated leverage ratio. The loan origination fee and issuance costs incurred upon consummation of the Credit Agreement are being amortized through interest expense using the effective interest rate method, over the five-year term of the facility. Other customary fees and letter of credit fees may be charged and will be expensed as they are incurred.

Accrued interest on the loans is payable quarterly in arrears with respect to base rate loans and at the end of each interest rate period (or at each three month interval in the case of loans with interest periods greater than three months) with respect to LIBOR rate loans. We may prepay, terminate or reduce the loan commitments in whole or in part at any time, without premium or penalty, subject to certain conditions and reimbursement of certain costs in the case of LIBOR rate loans.

The Credit Agreement contains customary affirmative and negative covenants, including a requirement to maintain a balance of at least \$100.0 million in cash and cash equivalents while repurchasing shares of our common stock or making other restricted equity-related payments (e.g. cash dividend distributions). We are also required to maintain compliance with a consolidated leverage ratio of no greater than 3.00 to 1.00 and a consolidated interest coverage ratio of at least 3.00 to 1.00. As of August 31, 2013, there were no amounts outstanding under the revolving line and \$0.4 million of letters of credit outstanding. We are in compliance with our covenants by a significant margin.

### *Auction Rate Securities*

In addition to the \$242.0 million of cash, cash equivalents and short-term investments, we had investments with a fair value of \$26.6 million related to auction rate securities (ARS). These ARS are floating rate securities with longer-term maturities that were marketed by financial institutions with auction reset dates at primarily 28 or 35 day intervals to provide short-term liquidity. The remaining contractual maturities of these securities range from 11 to 30 years. The underlying collateral of the ARS consist of municipal bonds, which are insured by monoline insurance companies, and student loans, which are supported by the federal government as part of the Federal Family Education Loan Program (FFELP) and by the monoline insurance companies.

Beginning in February 2008, auctions for these securities began to fail, and the interest rates for these ARS reset to the maximum rate per the applicable investment offering document. At August 31, 2013, our ARS investments totaled \$30.7 million at par value. These ARS are classified as available-for-sale securities.

For each of our ARS classified as available-for-sale for which the issuer is not in default, we evaluated the risks related to the structure, collateral and liquidity of the investment, and forecasted the probability of issuer default, auction failure and a successful auction at par or a redemption at par for each future auction period. The weighted average cash flow for each period was then discounted back to present value for each security. One issuer of our ARS is currently in default, but the underlying bond insurer is making interest payments on the issuers' behalf. In this situation, we evaluated the credit strength of the insurer and used a market approach. Based on these methodologies, we determined that the fair value of our ARS investments is \$26.6 million at August 31, 2013, and we have recorded a temporary impairment charge in accumulated other comprehensive loss of \$4.1 million to reduce the value of our available-for-sale ARS investments.

We will not be able to access the funds associated with our ARS until future auctions for these ARS are successful, we sell the securities in a secondary market, or they are redeemed by the issuer. As such, these remaining investments currently lack short-term liquidity and are therefore classified as long-term investments on our condensed consolidated balance sheet at August 31, 2013.

Based on our cash, cash equivalents and short-term investments balance of \$242.0 million, expected operating cash flows and the availability of funds under our revolving credit facility, we do not anticipate the lack of liquidity associated with these ARS to adversely affect our ability to conduct business and believe we have the ability to hold the affected securities throughout the currently estimated recovery period. Therefore, the impairment of these securities is considered only temporary in nature. If the credit rating of either the security issuer or the third-party insurer underlying the investments deteriorates significantly, we may be required to adjust the carrying value of the ARS through an impairment charge.

#### Cash Flows from Operating Activities

	Nine Months Ended	
	August 31, 2013	August 31, 2012
<i>(In thousands)</i>		
Net income	\$ 59,871	\$ 11,419
Non-cash reconciling items included in net income	(42,810)	48,635
Changes in operating assets and liabilities	(30,340)	15,660
Net cash flows (used in) from operating activities	\$ (13,279)	\$ 75,714

The decrease in cash generated from operations in the first nine months of fiscal year 2013 as compared to the first nine months of fiscal year 2012 was primarily due to \$56.3 million in payments made for income taxes related to the divestitures of the product lines occurring in the fourth quarter of fiscal year 2012 and the first and third quarter of fiscal year 2013. Total net tax payments made in the first nine months of fiscal year 2013 were \$66.6 million, compared to \$13.9 million in the first nine months of fiscal year 2012. The decrease is also attributable to an increase in annual bonus payments made in the first quarter of fiscal year 2013 as compared to fiscal year 2012.

Our gross accounts receivable as of August 31, 2013 decreased by \$17.8 million from the end of fiscal year 2012. Days sales outstanding (DSO) in accounts receivable from continuing operations was 62 days, down from 70 days at the end of fiscal year 2012, which contributed to the decrease in gross accounts receivable from the end of fiscal year 2012. We target a DSO range of 60 to 80 days.

#### Cash Flows from Investing Activities

	Nine Months Ended	
	August 31, 2013	August 31, 2012
<i>(In thousands)</i>		
Net investment activity	\$ 25,710	\$ 45,186
Purchases of property and equipment	(2,989)	(6,606)
Payments for acquisitions, net of cash acquired	(9,450)	—
Proceeds from divestitures, net	111,120	—
Other investing activities	835	247
Net cash flows from investing activities	\$ 125,226	\$ 38,827

Net cash inflows and outflows of our net investment activity is primarily a result of the timing of our purchases and maturities of securities which are classified as cash equivalents or short-term securities. We purchased \$3.0 million of property and equipment in the first nine months of fiscal year 2013 as compared to \$6.6 million in the first nine months of fiscal year 2012. Spending slowed throughout fiscal year 2012 as we neared the implementation of the upgrades to our order management system in the first quarter of fiscal year 2013. Overall purchases consisted primarily of computer equipment and software and building and leasehold improvements.

In the second quarter of fiscal year 2013, we acquired 100% of the equity interests in Rollbase, a privately held software vendor for \$9.9 million, which included \$9.5 million in cash paid. In the first quarter of fiscal year 2013, we completed the divestitures of our Actional, Artix, DataXtend, ObjectStore, Orbacus, Orbix, Savvion and Sonic product lines, and received proceeds of \$75.5 million, which were offset by direct transactions costs. During the third quarter of fiscal year 2013, we completed the divestiture of the Apama product line for a purchase price of \$44.3 million, of which \$4.5 million is held in escrow to secure indemnification claims, if any, for up to 18 months. The proceeds from the Apama divestiture were also offset by direct transaction costs.

*Cash Flows from Financing Activities*

	Nine Months Ended	
	August 31, 2013	August 31, 2012
<i>(In thousands)</i>		
Proceeds from stock-based compensation plans	\$ 49,109	\$ 24,284
Repurchases of common stock	(241,184)	—
Other financing activities	(1,635)	(1,700)
Net cash flows (used in) from financing activities	<u>\$ (193,710)</u>	<u>\$ 22,584</u>

We received \$49.1 million in the first nine months of fiscal year 2013 from the exercise of stock options and the issuance of shares under our employee stock purchase plan as compared to \$24.3 million in the first nine months of fiscal year 2012. In the first nine months of fiscal year 2013, we repurchased \$241.2 million of our common stock under our share repurchase plan.

*Indemnification Obligations*

We include standard intellectual property indemnification provisions in our licensing agreements in the ordinary course of business. Pursuant to our product license agreements, we will indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally business partners or customers, in connection with certain patent, copyright or other intellectual property infringement claims by third parties with respect to our products. Other agreements with our customers provide indemnification for claims relating to property damage or personal injury resulting from the performance of services by us or our subcontractors. Historically, our costs to defend lawsuits or settle claims relating to such indemnity agreements have been insignificant. Accordingly, the estimated fair value of these indemnification provisions is immaterial.

In addition, in connection with the divestitures of the product lines not considered core to our business, we have agreed to indemnify the buyers of those product lines with respect to breaches of representations and warranties contained in the definitive purchase and sale agreements we entered into with those buyers. Our indemnification obligations under these agreements are typically limited in time, amount and scope. Accordingly, the estimated fair value of these indemnification provisions is immaterial.

*Liquidity Outlook*

We believe that existing cash balances, together with funds generated from operations and amounts available under the Credit Agreement, will be sufficient to finance our operations and meet our foreseeable cash requirements through at least the next twelve months, and does not contemplate a need for any foreign repatriation of the earnings which we have deemed permanently reinvested. Our foreseeable cash needs include our planned capital expenditures and share repurchases, lease commitments, restructuring obligations and other long-term obligations.

*Revenue Backlog*

	August 31, 2013	August 31, 2012
<i>(In thousands)</i>		
Deferred revenue, primarily related to unexpired maintenance and support contracts <sup>(1)</sup>	\$ 97,578	\$ 140,356
Multi-year licensing arrangements <sup>(2)</sup>	13,713	20,919
Open software license orders received but not shipped <sup>(2)</sup>	—	—
Total revenue backlog	<u>\$ 111,291</u>	<u>\$ 161,275</u>

(1) Deferred revenue as of August 31, 2012 included the deferred revenue of the 10 product lines we sold in the fourth quarter of fiscal year 2012 and the first quarter of fiscal year 2013, and the deferred revenue of the Apama product line, which we sold in the third quarter of fiscal year 2013. Since these product lines were divested prior to August 31, 2013, the deferred revenue balance as of August 31, 2013 is not comparable to the prior period presented.

(2) Our backlog of orders not included on the balance sheet is not subject to our normal accounting controls for information that is either reported in or derived from our basic financial statements.

We typically fulfill most of our software license orders within 30 days of acceptance of a purchase order. Assuming all other revenue recognition criteria have been met, we recognize software license revenue upon shipment of the product, or if delivered electronically, when the customer has the right to access the software. Because there are many elements governing when revenue is recognized, including when orders are shipped, credit approval obtained, completion of internal control processes over revenue recognition and other factors, management has some control in determining the period in which certain revenue is recognized. We had in the past and may have in the future open software license orders which have not shipped or have otherwise not met all the required criteria for revenue recognition. Although the amount of open software license orders may vary at any time, we generally do not believe that the amount, if any, of such software license orders at the end of a particular quarter is a reliable indicator of future performance. In addition, there is no industry standard for the definition of backlog and there may be an element of estimation in determining the amount. As such, direct comparisons with other companies may be difficult or potentially misleading.

### **Legal and Other Regulatory Matters**

See discussion regarding legal and other regulatory matters in Part II, Item 1. Legal Proceedings.

### **Off-Balance Sheet Arrangements**

Our only significant off-balance sheet commitments relate to operating lease obligations. Future annual minimum rental lease payments are detailed in Note 10 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012. We have no “off-balance sheet arrangements” within the meaning of Item 303(a)(4) of Regulation S-K.

### **Recent Accounting Pronouncements**

In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). ASU 2013-11 clarifies guidance and eliminates diversity in practice on the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. This new guidance is effective on a prospective basis for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. The adoption of ASU 2013-11 is not expected to have a material impact on our financial position, results of operations or cash flows.

In March 2013, the FASB issued Accounting Standards Update No. 2013-05, *Foreign Currency Matters (Topic 830): Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* (ASU 2013-05). ASU 2013-05 provides guidance on releasing cumulative translation adjustments when a reporting entity (parent) ceases to have a controlling financial interest in a subsidiary or a business within a foreign entity. ASU 2013-05 is effective on a prospective basis for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. Early adoption is permitted. The adoption of ASU 2013-05 is not expected to have a material impact on our financial position, results of operations or cash flows.

In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220) – Reporting of Amounts Reclassified out of Accumulative Other Comprehensive Income* (ASU 2013-02), which replaces the presentation requirements for reclassifications out of accumulated other comprehensive income in ASU 2011-05 and ASU 2011-12. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component and to present significant amounts reclassified out of accumulated other comprehensive income by respective line items of net income if the amount reclassified is required to be reclassified to net income in its entirety. We adopted ASU 2013-02 in the second quarter of fiscal year 2013 and applied it prospectively. The adoption of ASU 2013-02 did not have any impact on our financial position, results of operations or cash flows.

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-08, *Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment (ASU 2011-08)*, to allow entities to use a qualitative approach to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If after performing the qualitative assessment an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step goodwill impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step goodwill impairment test. ASU 2011-08 is effective for us in fiscal year 2013. We adopted ASU 2011-08 during the first quarter of fiscal year 2013 for our annual impairment test, which occurs in the first quarter of our fiscal year. The adoption did not have any impact on our financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220) – Presentation of Comprehensive Income (ASU 2011-05)*, to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU 2011-05 (ASU 2011-12)*, which defers the effective date of only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. We adopted ASU 2011-05 in our first quarter of fiscal year 2013, and applied it retrospectively. We elected to report comprehensive income as a separate, but consecutive statement to net income. The adoption of ASU 2011-05 did not have any impact on our financial position, results of operations or cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

During the third quarter of fiscal year 2013, there were no significant changes to our quantitative and qualitative disclosures about market risk. Please refer to Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk included in our Annual Report on Form 10-K for our fiscal year ended November 30, 2012 for a more complete discussion of the market risks we encounter.

### **Item 4. Controls and Procedures**

#### **(a) Evaluation of disclosure controls and procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were not effective at the reasonable assurance level to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure, due to a material weakness.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. Based on this definition, as of November 30, 2012, management concluded we had a material weakness in our internal control over financial reporting because we failed to maintain effective controls necessary to ensure all terms and conditions being agreed to by our sales personnel with our customers and partners were properly documented within our contractual arrangements with such customers and partners, resulting in improper recognition of revenue. We determined that as a result of this deficiency, the timing of revenue recognized was improper on certain transactions that were immaterial to our financial statements.

**(b) Changes in internal control over financial reporting**

As a result of the material weakness described above, we have implemented changes to our internal control over financial reporting in accordance with our remediation plan. These changes have included the following:

- The termination of employment of various sales representatives and a former regional sales director determined to be in violation of our revenue recognition policy and code of conduct;
- The enhancement of communications from senior management, including the Chief Executive Officer, Senior Vice President of Global Field Operations and General Counsel and Chief Compliance Officer, regarding inappropriate business arrangements;
- The expansion of our existing sales employee certification process to include all Global Field Operations personnel, revenue operations personnel and commercial legal support personnel;
- Additional revenue recognition and compliance training to sales employees;
- The expansion of our existing quarterly pyramid certification process to include all direct reports of the CEO staff;
- Additional code of conduct training and certification procedures;
- The enhancement of processes with respect to the assessment of existing customer and partner credit worthiness;
- The enhancement of communications from senior management to our partners and resellers regarding our revenue recognition requirements; and
- The implementation of deal specific certifications over a predetermined threshold.

As of the date of this Quarterly Report on Form 10-Q, all planned remediation steps have been designed and implemented in accordance with the remediation plan. Although all planned remediation steps have been designed and implemented in accordance with the remediation plan, management will continue to evaluate the effectiveness of the remediation plan through the end of the fiscal year ended November 30, 2013. Accordingly, the material weakness will not be considered remediated until we have sufficient evidence that the new processes and related controls are operating effectively.

In addition, during the nine months ended August 31, 2013, we implemented a new order management system. Management has made changes to internal controls as a result of the implementation, as appropriate. There have been no other changes to our internal controls that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of these claims cannot be predicted with certainty, management does not believe that the outcome of any of these other legal matters will have a material effect on our financial position, results of operations or cash flows.

**Item 1A. Risk Factors**

We operate in a rapidly changing environment that involves certain risks and uncertainties, some of which are beyond our control. In addition to the information provided in this report, please refer to Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012 for a more complete discussion regarding certain factors that could materially affect our business, financial condition or future results.

*If we fail to successfully manage transitions to new business models and markets, our results of operations could be negatively impacted.* We are devoting significant resources to the development of technologies and service offerings in markets where we have a limited operating history. To accelerate the growth of our business, we launched Progress Pacific, our cloud-based Application as a Service platform in July 2013. Our cloud strategy requires continued investment in product development and cloud operations as well as a change in the way we price and deliver our products. For example, over time, we may experience some shift from perpetual license sales and distribution of our software if our customers desire the right to access certain of our software in a hosted environment or use downloaded software for a specified subscription period. Many of our competitors may have advantages over us due to their larger presence, larger developer network, deeper experience in the cloud-based computing market, and greater sales and marketing resources. It is uncertain whether these strategies will prove successful or whether we will be able to develop the infrastructure and business models more quickly than our competitors.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Items 2(a) and 2(b) are not applicable.

**(c) Stock Repurchases**

Information related to the repurchases of our common stock by month in the third quarter of fiscal year 2013 is as follows (in thousands, except per share data):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs <sup>(1)</sup>
June 2013	—	\$ —	—	\$ —
July 2013	1,697	25.12	1,697	59,529
August 2013	1,008	25.14	1,008	34,197
Total	2,705	\$ 25.12	2,705	\$ 34,197

(1) In April 2012, the Board of Directors authorized a \$350.0 million return of capital to shareholders in the form of share repurchases through fiscal year 2013, and in October 2012 we launched a 10b5-1 to repurchase up to \$250.0 million of our common stock through June 30, 2013, under the authorization. We completed this 10b5-1 in May 2013. In July 2013, we launched a 10b5-1 under the previous authorization, which the Board of Directors increased to \$360.0 million, to repurchase up to \$100.0 million of our common stock through December 31, 2013.

**Item 6. Exhibits**

The following exhibits are filed or furnished as part of this Quarterly Report on Form 10-Q:

<b>Exhibit No.</b>	<b>Description</b>
31.1*	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act – Philip M. Pead
31.2*	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act – Chris E. Perkins
32.1**	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act
101***	The following materials from Progress Software Corporation’s Quarterly Report on Form 10-Q for the three months ended August 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of August 31, 2013 and November 30, 2012; (ii) Condensed Consolidated Statements of Income for the three and nine months ended August 31, 2013 and August 31, 2012; (iii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended August 31, 2013 and August 31, 2012; (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended August 31, 2013 and August 31, 2012; and (v) Notes to Condensed Consolidated Financial Statements.

\* Filed herewith

\*\* Furnished herewith

\*\*\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**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 thereunto duly authorized.

**PROGRESS SOFTWARE CORPORATION**  
(Registrant)

Dated: October 9, 2013

/s/ PHILIP M. PEAD

---

Philip M. Pead  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: October 9, 2013

/s/ CHRIS E. PERKINS

---

Chris E. Perkins  
Senior Vice President, Finance and Administration and Chief Financial  
Officer  
(Principal Financial Officer)

Dated: October 9, 2013

/s/ PAUL A. JALBERT

---

Paul A. Jalbert  
Vice President, Corporate Controller and Chief Accounting Officer  
(Principal Accounting Officer)

## CERTIFICATION

I, Philip M. Pead, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Progress Software Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 9, 2013

/s/ PHILIP M. PEAD

Philip M. Pead

President and Chief Executive Officer

(Principal Executive Officer)

## CERTIFICATION

I, Chris E. Perkins, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Progress Software Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 9, 2013

/s/ CHRIS E. PERKINS

Chris E. Perkins

Senior Vice President, Finance and Administration and  
Chief Financial Officer

(Principal Financial Officer)

**Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Progress Software Corporation (the Company) for the three months ended August 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned, Philip M. Pead, President and Chief Executive Officer, and Chris E. Perkins, Senior Vice President, Finance and Administration and Chief Financial Officer, of the Company, certifies, to the best knowledge and belief of the signatory, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ PHILIP M. PEAD

\_\_\_\_\_  
President and Chief Executive Officer

/s/ CHRIS E. PERKINS

\_\_\_\_\_  
Senior Vice President, Finance and Administration  
and Chief Financial Officer

Date: October 9, 2013

Date: October 9, 2013