

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 19, 2019

Progress Software Corporation

(Exact name of registrant as specified in its charter)

Commission file number: 0-19417

Delaware
**(State or other jurisdiction of
incorporation or organization)**

04-2746201
**(I.R.S. employer
identification no.)**

14 Oak Park
Bedford, Massachusetts 01730
(Address of principal executive offices, including zip code)

(781) 280-4000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

(a) On March 19, 2019, the Board of Directors of Progress Software Corporation (the "Company") approved an amendment to the Company's bylaws to lower the threshold requirement for stockholders to request a special meeting from 80% to 40% of the shares of capital stock of the Company entitled to vote at such meeting.

Amended and Restated Bylaws reflecting the foregoing will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2019.

The foregoing description of the amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment to Amended and Restated Bylaws filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

3.1 [Amendment to Amended and Restated Bylaws of Progress Software Corporation](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 25, 2019

Progress Software Corporation

By: /s/ STEPHEN H. FABERMAN

Stephen H. Faberman

Chief Legal Officer

INDEX TO EXHIBITS

Exhibit No. Description

3.1 [Amendment to Amended and Restated Bylaws of Progress Software Corporation](#)

Progress Software Corporation

**AMENDMENT
TO
AMENDED AND RESTATED BYLAWS**

Clause (a) of the "Special Meetings" section of the Amended and Restated Bylaws of Progress Software Corporation is deleted in its entirety and replaced with the following:

"Special meetings of the stockholders of the corporation may be called, for any purpose as is a proper matter for stockholder action under Delaware law, by (i) the Chairperson of the Board of Directors, (ii) the Chief Executive Officer, (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption), or (iv) the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of one or more stockholders who hold at least forty percent (40%) in interest of the capital stock of the corporation entitled to vote at such meeting."

EFFECTIVE AS OF: March 19, 2019.