

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

November 1, 2021

Date of Report (Date of earliest event reported)

Progress Software Corporation

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization) **0-19417** (Commission file number) **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)

Not applicable
(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	PRGS	The Nasdaq Stock Market LLC

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 2.01 Completion of Acquisition or Disposition of Assets.

On November 1, 2021, Progress Software Corporation (“Progress”) completed its previously announced acquisition of all of the outstanding equity interests (the “Purchased Shares”) in MPC Kappa Holdings, Inc. (the “Company”) from the stockholders of the Company (the “Sellers”) pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”), dated as of September 23, 2021, by and among Progress, the Company, the Sellers and MPC Kappa Investments LLC. The transactions contemplated by the Purchase Agreement are collectively referred to as the “Transaction”. As a result of the Transaction, the Company and its wholly-owned subsidiaries, including Kemp Technologies, Inc. and Flowmon Networks a.s. became wholly-owned subsidiaries of Progress.

At the closing of the Transaction (the “Closing”), Progress acquired the Purchased Shares from the Sellers for an aggregate purchase price of approximately \$258 million, subject to certain working capital and other adjustments (the “Purchase Price”), which was paid in cash.

The foregoing descriptions of the Purchase Agreement and the Transaction do not purport to be complete and are qualified in their entirety by reference to the Purchase Agreement, a copy of which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Progress on September 27, 2021 and which is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth under Item 2.01, “Completion of Acquisition or Disposition of Assets,” is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 1, 2021, Progress issued a press release announcing the consummation of the Transaction. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth in or incorporated by reference into this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date for which Item 2.01 of this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date for which Item 2.01 of this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Stock Purchase Agreement dated September 23, 2021, between Progress Software Corporation, MPC Kappa Holdings, Inc., the Sellers set forth therein, and the Seller Representative*
99.1	Press Release dated November 1, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* The schedules to the Purchase Agreement have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. Registrant will furnish copies of such schedules to the Securities and Exchange Commission upon request by the Commission.

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: November 2, 2021

Progress Software Corporation

By: /s/ Stephen H. Faberman
Stephen H. Faberman
Chief Legal Officer



Progress Completes Acquisition of Kemp

November 1, 2021

BEDFORD, Mass., Nov. 01, 2021 (GLOBE NEWSWIRE) -- [Progress](#) (NASDAQ: PRGS), the leading provider of products to develop, deploy and manage high-impact applications, today announced the completion of the acquisition of [Kemp](#), the always-on application experience (AX) company that helps enterprises deliver, optimize and secure applications and networks across any cloud or hybrid environment. Progress [announced](#) the proposed acquisition on September 23, 2021.

With a vision to propel business forward in a technology-driven world, Progress is the experienced, trusted provider of products designed to help customers develop the applications they need, deploy where and how they want and manage it all safely and securely. Through the acquisition of Kemp, Progress extends these capabilities with the addition of Application Experience management to its portfolio of market-leading products in DevOps, Application Development, Data Connectivity and Digital Experience.

As part of Progress, Kemp bolsters Progress' core offerings in multiple ways:

- The always-on capabilities of Application Experience ensure that every user interaction, regardless of channel, is highly performant and always available. These capabilities complement Progress Digital Experience portfolio which helps organizations create and deploy seamless, consistent and in-context personalized experience for customers, partners and employees.
- Anomaly detection, application monitoring and application telemetry from Kemp Flowmon complement capabilities available in Progress WhatsUp Gold to provide a more comprehensive network performance monitoring and diagnostic (NPMD) offering that simplifies the management of today's highly complex on-premise and cloud infrastructures.
- Progress DevOps and DevSecOps (Chef) offerings can help Kemp AX customers quickly respond to changes with flexibility, security and scale.

"Kemp is an incredibly exciting opportunity for us, and we're thrilled to welcome Kemp's people, customers and partners to Progress. The addition of Application Experience capabilities offers tremendous benefits to our customers and partners. It strengthens our management offerings within our portfolio to develop, deploy and manage high-impact applications, and furthers our commitment to ensure customer success by addressing a broader set of their needs," said Yogesh Gupta, CEO, Progress. "Following the successes we've seen with both the Ipswitch and Chef acquisitions, we are confident that Kemp will serve as another proof point of our total-growth strategy, as we add significant shareholder value and provide ongoing benefit to our stakeholders."

Progress acquired Kemp for \$258 million in cash and funded the purchase price with cash on hand. The transaction is expected to be accretive to both non-GAAP earnings per share and cash flow, beginning in the fiscal fourth quarter of 2021.

Additional Resources

- Follow Progress on [Twitter](#), [Facebook](#) and [LinkedIn](#)
- Read the Progress [blog](#)

About Progress

[Progress](#) (NASDAQ: PRGS) provides the best products to develop, deploy and manage high-impact business applications. Our comprehensive product stack is designed to make technology teams more productive, and we have a deep commitment to the developer community, both open source and commercial alike. With Progress, organizations can accelerate the creation and delivery of strategic business applications, automate the process by which apps are configured, deployed and scaled, and make critical data and content more accessible and secure—leading to competitive differentiation and business success. Over 1,700 independent software vendors, 100,000+ enterprise customers, and a three-million-strong developer community rely on Progress to power their applications. Learn about Progress at www.progress.com or +1-800-477-6473.

Note Regarding Forward-Looking Statements

This press release contains statements that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Progress has identified some of these forward-looking statements with words like "believe," "may," "could," "would," "might," "should," "expect," "intend," "plan," "target," "anticipate" and "continue," the negative of these words, other terms of similar meaning or the use of future dates.

Risks, uncertainties and other important factors that could cause actual results to differ from those expressed or implied in the forward looking statements include: uncertainties as to the effects of disruption from the acquisition of Kemp making it more difficult to maintain relationships with employees, licensees, other business partners or governmental entities; other business effects, including the effects of industry, economic or political conditions outside of Progress' or Kemp's control; transaction costs; actual or contingent liabilities; uncertainties as to whether anticipated synergies will be realized; and uncertainties as to whether Kemp's business will be successfully integrated with Progress' business. For further information regarding risks and uncertainties associated with Progress' business, please refer to Progress' filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended November 30, 2020. Progress undertakes no obligation to update any forward-looking statements, which speak only as of the date of this press release.

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Source: Progress Software Corporation
