

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PROGRESS SOFTWARE CORPORATION

(Exact name of Registrant as specified in its charter)

MASSACHUSETTS

04-2746201

(State of other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

14 OAK PARK, BEDFORD, MASSACHUSETTS

01730

(Address of Principal Executive Offices)

(Zip code)

Progress Software Corporation
2002 NONQUALIFIED STOCK PLAN

(Full title of the plan)

Joseph W. Alsop, Chief Executive Officer
Progress Software Corporation
14 Oak Park
BEDFORD, MASSACHUSETTS 01730

(Name and address of agent for service)
(781) 280-4000

(Telephone number, including area code,
of agent for service)

WITH A COPY TO:
Robert L. Birnbaum, Esquire
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
(617) 832-1000

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of Registration Fee
Common Stock, \$.01 par value per share	3,000,000 (2)	\$12.29 (3)	\$36,870,000 (3)	\$3,392.04

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, there are also registered an indeterminate number of additional shares which may be issued if the antidilution provisions of the Plan become operative.
- (2) Represents shares issuable pursuant to options or awards that may be granted in the future under the Plan.
- (3) In accordance with Rules 457(c) and (h)(1) under the Securities Act of 1933, the offering price for these shares is estimated, solely for the purpose of determining the registration fee, based on the average of the high and low sale prices of the common stock as reported by the Nasdaq Stock Market on November 12, 2002.

INTRODUCTION

This Registration Statement covers 3,000,000 shares of our common stock issuable pursuant to our 2002 Nonqualified Stock Plan. These shares are in addition to the 3,500,000 shares of common stock issuable pursuant to the 2002 Nonqualified Stock Option Plan that have been registered pursuant to the Registration Statement on Form S-8, File No. 333-98035, which we filed with the Securities and Exchange Commission on August 13, 2002.

The contents of our Registration Statement on Form S-8, File No. 333-98035, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The Exhibit Index immediately preceding the exhibits is attached hereto and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Bedford, Commonwealth of Massachusetts, on the 15th day of November, 2002.

PROGRESS SOFTWARE CORPORATION

By: /s/ Joseph W. Alsop

Joseph W. Alsop
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Joseph W. Alsop and Norman R. Robertson, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing which they, or any of them, may deem necessary or advisable to be done in connection with this Registration Statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ JOSEPH W. ALSOP ----- Joseph W. Alsop	Chief Executive Officer and Director (Principal Executive Officer)	November 15, 2002
/s/ NORMAN R. ROBERTSON ----- Norman R. Robertson	Senior Vice President, Finance and Administration and Chief Financial Officer (Principal Financial Officer)	November 15, 2002
/s/ DAVID H. BENTON, JR. ----- David H. Benton, Jr.	Vice President and Corporate Controller (Principal Accounting Officer)	November 15, 2002
/s/ LARRY R. HARRIS ----- Larry R. Harris	Director	November 15, 2002
/s/ ROGER J. HEINEN, JR. ----- Roger J. Heinen, Jr.	Director	November 15, 2002

Signature -----	Title -----	Date -----
/s/ MICHAEL L. MARK ----- Michael L. Mark	Director	November 15, 2002
/s/ ARTHUR J. MARKS ----- Arthur J. Marks	Director	November 15, 2002
/s/ SCOTT A. MCGREGOR ----- Scott A. McGregor	Director	November 15, 2002
/s/ AMRAM RASIEL ----- Amram Rasiel	Director	November 15, 2002

EXHIBITS

- 5.1 Opinion of Counsel
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of Counsel (included in Exhibit 5.1)
- 24.1 Power of Attorney (contained on the signature page)

EXHIBIT 5.1

[FOLEY HOAG LLP LETTERHEAD]

November 15, 2002

Progress Software Corporation
14 Oak Park
Bedford, MA 01730

Ladies and Gentlemen:

We have acted as counsel for Progress Software Corporation, a Massachusetts corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") relating to the offering by the Company of up to an aggregate of 3,000,000 shares (the "Shares") of its common stock, \$.01 par value ("Common Stock"), issuable under awards granted subsequent to the date hereof pursuant to the Progress Software Corporation 2002 Nonqualified Stock Plan (the "Plan").

In arriving at the opinions expressed below, we have examined and relied on the following documents:

- (i) the Registration Statement;
- (ii) the Plan;
- (iii) the Restated Articles of Organization of the Company, as amended as of the date hereof;
- (iv) the By-Laws of the Company, as amended as of the date hereof; and
- (v) the records of meetings and consents of the Board of Directors and stockholders of the Company provided to us by the Company.

In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such other records, documents and instruments of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

We express no opinion other than as to the laws of The Commonwealth of Massachusetts.

Based upon the foregoing, it is our opinion that:

- 1. The Company has corporate power adequate for the issuance of the Shares in accordance with the Registration Statement.
- 2. The Company has taken all necessary corporate action required to authorize the issuance and sale of the Shares.

3. When certificates for the Shares have been duly executed and countersigned, and delivered against due receipt of the exercise price for the Shares as described in the awards relating thereto and the Plan, the Shares will be legally issued, fully paid and non-assessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the reference to our firm under the caption, "Interests of Named Experts and Counsel." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

FOLEY HOAG LLP

By: /s/ Alexander H. Pyle

a Partner

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Progress Software Corporation on Form S-8 of our report dated December 18, 2001, appearing in the Annual Report on Form 10-K of Progress Software Corporation for the year ended November 30, 2001.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts

November 15, 2002