

**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

August 6, 2024
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.)

15 Wayside Road, Suite 400
Burlington, Massachusetts 01803
(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 7.01. Regulation FD Disclosure

On August 6, 2024, the Securities and Exchange Commission’s Division of Enforcement (the “SEC”) notified Progress Software Corporation (the “Company”) that the SEC has concluded its investigation of the Company and does not intend to recommend an enforcement action against the Company at this time (the “Termination Letter”). As previously disclosed, the Company received a subpoena from the SEC on October 2, 2023, as part of a fact-finding inquiry seeking various documents and information relating to the MOVEit vulnerability. The Termination Letter was provided under the guidelines set out in the final paragraph of Securities Act Release No. 5310.

In connection with the receipt of the Termination Letter, the Company has issued the press release attached hereto as Exhibit 99.1 on August 7, 2024. The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that Section, and shall not be incorporated by reference into any other filing by Progress under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Progress Software Corporation dated August 7, 2024

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: August 7, 2024

Progress Software Corporation

By: /s/ YUFAN STEPHANIE WANG

YuFan Stephanie Wang

Chief Legal Officer and Secretary

Progress Announces Conclusion of SEC Investigation into MOVEit

BURLINGTON, Mass., Aug 7, 2024 -- [Progress](#) (Nasdaq: PRGS), the trusted provider of AI-powered infrastructure software, today announced that the Securities and Exchange Commission's Division of Enforcement (SEC) has concluded its fact-finding investigation into the MOVEit vulnerability. The SEC has notified Progress that it does not intend to recommend an enforcement action against the company at this time. As previously disclosed, Progress received a subpoena from the SEC on October 2, 2023, as part of a fact-finding inquiry seeking various documents and information relating to the MOVEit vulnerability.

About Progress

Progress (Nasdaq: PRGS) empowers organizations to achieve transformational success in the face of disruptive change. Our software enables our customers to develop, deploy and manage responsible AI-powered applications and experiences with agility and ease. Customers get a trusted provider in Progress, with the products, expertise and vision they need to succeed. Over 4 million developers and technologists at hundreds of thousands of enterprises depend on Progress. Learn more at www.progress.com.

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