

FABERMAN STEPHEN H

Form 4

April 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FABERMAN STEPHEN H

(Last) (First) (Middle)

C/O PROGRESS SOFTWARE
CORPORATION, 14 OAK PARK
DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PROGRESS SOFTWARE CORP
/MA [PRGS]3. Date of Earliest Transaction
(Month/Day/Year)
04/01/20184. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Legal Officer6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/01/2018		M		517	A \$ 0 ⁽¹⁾	67,371 ⁽²⁾ D
Common Stock	04/01/2018		F		220 ⁽³⁾	D \$ 40.125	67,151 D
Common Stock	04/01/2018		M		651	A \$ 0 ⁽¹⁾	67,802 D
Common Stock	04/01/2018		F		277 ⁽⁴⁾	D \$ 40.125	67,525 D
	04/01/2018		M		508	A \$ 0 ⁽¹⁾	68,033 D

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Common
Stock

Common Stock	04/01/2018	F	216 ⁽⁵⁾	D	\$ 40.125	67,817	D
Common Stock	04/01/2018	M	190	A	\$ 0 ⁽¹⁾	68,007	D
Common Stock	04/01/2018	F	81 ⁽⁶⁾	D	\$ 40.125	67,926	D
Common Stock	04/01/2018	M	1,196	A	\$ 0 ⁽¹⁾	69,122	D
Common Stock	04/01/2018	F	508 ⁽⁷⁾	D	\$ 40.125	68,614	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	04/01/2018		M		517		(8)	(8)	Common Stock	517	\$
Restricted Stock Units	(1)	04/01/2018		M		651		(9)	(9)	Common Stock	651	\$
Restricted Stock Units	(1)	04/01/2018		M		508		(10)	(10)	Common Stock	508	\$
Restricted Stock Units	(1)	04/01/2018		M		190		(11)	(11)	Common Stock	190	\$

Restricted
Stock
Units

(1)

04/01/2018

M

1,196

(12)

(12)

Common
Stock

1,196

\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

FABERMAN STEPHEN H
C/O PROGRESS SOFTWARE CORPORATION
14 OAK PARK DRIVE
BEDFORD, MA 01730

Chief Legal Officer

Signatures

Stephen H.
Faberman

04/03/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Includes 368 shares of common stock acquired through Employee Stock Purchase Plan: 265 on September 30, 2017; 103 on December 31, 2017.
- (3) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 29, 2015.
- (4) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of performance-based restricted stock units granted to the Reporting Person on January 29, 2015.
- (5) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on January 18, 2016.
- (6) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of performance-based restricted stock units granted to the Reporting Person on January 18, 2016.
- (7) Represents shares of common stock withheld by Issuer to pay tax withholding obligation of Reporting Person upon the vesting of restricted stock units granted to the Reporting Person on February 17, 2017.
- (8) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in six equal semiannual installments beginning on October 1, 2015, subject to the continued employment of the Reporting Person with Issuer.
- (9) Represents restricted stock units acquired by the Reporting Person upon conversion of performance share units relating to FY15 performance pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents one share of common stock. One third of the restricted stock units vest on April 1, 2016, with the remaining restricted stock units vesting in four semi-annual installments over two years, subject to the continued employment of the Reporting Person with Issuer.
- (10) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in six equal semiannual installments beginning on October 1, 2016, subject to the continued employment of the Reporting Person with Issuer.
- (11) Represents restricted stock units acquired by the Reporting Person upon conversion of performance share units relating to FY16 performance pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents one share of common stock. One third of the restricted stock units vest on April 1, 2017 with the remaining restricted stock units vesting in four

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semi-annual installments over two years, subject to the continued employment of the Reporting Person with Issuer.

Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan.

- (12)** Each restricted stock unit represents a contingent right to receive one share of common stock. The restricted stock units vest in six equal installments beginning on October 1, 2017, subject to the continued employment of the Reporting Person with Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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