

PEGASYSTEMS INC  
Form S-8  
May 05, 2010

As filed with the Securities and Exchange Commission on May 5, 2010

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

### REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

## PEGASYSTEMS INC.

(Exact name of Registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-2787865  
(I.R.S. Employer

Identification Number)

101 Main Street

Cambridge, MA 02142

(617) 374-9600

(Address including zip code, and telephone number, including area code, of principal executive offices)

**Chordiant Software, Inc. 2005 Equity Incentive Plan**

**Chordiant Software, Inc. 2000 Nonstatutory Equity Incentive Plan**

**Chordiant Software, Inc. Amended and Restated 1999 Non-Employee Director Stock Option Plan**

**Prime Response Group, Inc. 1998 Stock Option/Stock Issuance Plan**

(Full title of the plan)

**Shawn Hoyt**

**General Counsel and Secretary**

**Pegasystems Inc.**

**101 Main Street**

**Cambridge, MA 02142**

**(617) 374-9600**

(Name, address, and telephone number, including area code, of agent for service)

*Copy to:*

**Jeffrey D. Saper**

**Lawrence M. Chu**

**Wilson Sonsini Goodrich & Rosati,**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304**

**(650) 493-9300**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller Reporting Company

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CALCULATION OF REGISTRATION FEE

| Title of Securities<br>to be Registered   | Amount<br>to be<br>Registered<br>(1) | Proposed<br>Maximum<br>Offering Price<br>Per Share<br>(2) | Proposed<br>Maximum<br>Aggregate<br>Offering Price<br>(2) | Amount of<br>Registration<br>Fee |
|---|--------------------------------------|---|---|----------------------------------|
| Common Stock, par value \$0.01 per share  |                                      |   |   |                                  |
| Chordiant Software, Inc. 2005 Equity Incentive Plan   | 3,067                                | \$23.11   | \$70,878.37   | \$5.05                           |
| Chordiant Software, Inc. 2000 Nonstatutory Equity Incentive Plan                              | 1,294                                | \$28.12   | \$36,387.28   | \$2.59                           |
| Chordiant Software, Inc. Amended and Restated 1999 Non-Employee Director<br>Stock Option Plan | 60                                   | \$29.84   | \$1,790.40  | \$0.13                           |
| Prime Response Group, Inc. 1998 Stock Option/Stock Issuance Plan                              | 22                                   | \$34.41   | \$757.02  | \$0.05                           |
| TOTAL:  | 4,443                                |   | \$109,813.07  | \$7.82                           |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Calculated solely for purposes of this offering under Rule 457(c) and Rule 457(h)(1) of the Securities Act of 1933, as amended, on the basis of the weighted average exercise price at which the options may be exercised for shares of Common Stock of Pegasystems Inc. for each of the employee benefit plans covered by this Registration Statement on Form S-8.

**PEGASYSTEMS INC.**

**REGISTRATION STATEMENT ON FORM S-8**

**EXPLANATORY STATEMENT**

Pegasystems Inc., a Massachusetts corporation (the Registrant) has previously registered shares of its common stock, par value \$0.01 per share (the Common Stock), pursuant to a Registration Statement on Form S-8, dated April 23, 2010 (Registration No. 333-166287) for issuance under the Chordiant Software, Inc. 2005 Equity Incentive Plan (the 2005 Plan), Chordiant Software, Inc. 2000 Nonstatutory Equity Incentive Plan, Chordiant Software, Inc. Amended and Restated 1999 Non-Employee Director Stock Option Plan and Prime Response Group, Inc. 1998 Stock Option/Stock Issuance Plan (the Plans), which Registration Statement is incorporated herein by reference. This Registration Statement has been prepared by the Registrant in accordance with the requirements of Form S-8, as amended, and relates to 4,443 shares of Common Stock, which represent additional shares issuable under the Plans.

**PART II**

**Item 8. Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 5.1                   | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation                            |
| 23.1                  | Consent of Independent Registered Public Accounting Firm   |
| 23.2                  | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation ( <i>see Exhibit 5.1</i> ) |
| 24.1                  | Power of Attorney ( <i>see page 2</i> )  |

**SIGNATURES**

Pursuant to the requirements of the 1933 Act, 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 City of Cambridge, State of Massachusetts, on May 5, 2010.

**PEGASYSTEMS, INC.**

By: /s/ SHAWN HOYT  
 Name: **Shawn Hoyt**  
 Title: **General Counsel and Secretary**

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS:**

That the undersigned officers and directors of Pegasystems, Inc., a Massachusetts corporation, do hereby constitute and appoint Craig Dynes and Shawn Hoyt, and either of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>  | <b>Date</b> |
|---|---|-------------|
| /s/ ALAN TREFLER<br><br><b>Alan Trefler</b>               | Chief Executive Officer and Chairman<br><i>(Principal Executive Officer)</i>                        | May 4, 2010 |
| /s/ CRAIG DYNES<br><br><b>Craig Dynes</b>                 | Senior Vice President, Chief Financial<br>Officer <i>(Principal Financial Officer)</i>              | May 4, 2010 |
| /s/ EFSTATHIOS KOUNINIS<br><br><b>Efstathios Kouninis</b> | Vice President of Finance and Chief<br>Accounting Officer <i>(Principal Accounting<br/>Officer)</i> | May 3, 2010 |
| /s/ RICHARD JONES<br><br><b>Richard Jones</b>             | Vice Chairman and Director  | May 3, 2010 |
| /s/ CRAIG CONWAY<br><br><b>Craig Conway</b>               | Director  | May 3, 2010 |
| /s/ PETER GYENES<br><br><b>Peter Gyenes</b>               | Director  | May 3, 2010 |

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/s/ STEVEN KAPLAN

Director

May 4, 2010

**Steven Kaplan**

/s/ JAMES O HALLORAN

Director

May 4, 2010

**James O Halloran**

/s/ WILLIAM WYMAN

Director

May 3, 2010

**William Wyman**

**INDEX TO EXHIBITS**

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