

PEGASYSTEMS INC  
Form 8-K  
November 25, 2009

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

Date of Report (Date of earliest event reported): November 20, 2009

Pegasystems Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-11859

Massachusetts  
(State or other jurisdiction of  
incorporation)

04-2787865  
(IRS Employer  
Identification No.)

101 Main Street, Cambridge, Massachusetts 02142

(Address of principal executive offices, including zip code)

617-374-9600

(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))

#### Item 7.01. Regulation FD Disclosure

On November 24, 2009, the Company issued a press release announcing an expansion of its current share repurchase program (the "Current Repurchase Program"). Under this expansion, an additional \$15 million in repurchases of the Company's common stock has been approved, over and above the initial \$15 million authorization, and the expiration date of the Current Repurchase Program has been extended from December 31, 2009 to December 31, 2010. This expansion is effective as of November 20, 2009.

The Company has established a pre-arranged stock repurchase plan, intended to comply with the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and of Rule 10b-18 of the Exchange Act (the "10b5-1 Plan"). Shares that are repurchased under the 10b5-1 Plan will be repurchased under the Current Repurchase Program.

Any actual repurchases under the Current Repurchase Program will be disclosed in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q filed with the Securities and Exchange Commission for the quarterly periods ending between December 31, 2009 and December 31, 2010.

#### Item 9.01. Financial Statements and Exhibits

EX-99.1 Press Release issued by Pegasystems Inc. on November 24, 2009

Signature(s)

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.

Pegasystems Inc.

Date: November 25, 2009

By: /s/ Shawn Hoyt  
Shawn Hoyt  
General Counsel and Secretary

Exhibit Index

Exhibit No.

**Description**

EX-99.1 Press Release issued by Pegasystems Inc. on November 24, 2009