

PROGRESS SOFTWARE CORP /MA

Form 8-K

December 23, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **December 19, 2002**

**Progress Software Corporation**

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(Exact name of registrant as specified in its charter)

**Massachusetts**

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(State or other  
jurisdiction of  
incorporation)

**0-19417**

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(Commission  
File Number)

**04-2746201**

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(IRS Employer  
Identification No.)

**14 Oak Park, Bedford, MA 01730**

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(781) 280-4000**

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(Former name or former address, if changed since last report)

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Item 5. Other Events.

Item 7. Financial Statements and Exhibits.

SIGNATURE

PRESS RELEASE DATED 12-19-2002

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**Item 5. Other Events.**

On December 19, 2002, Progress Software Corporation announced the completion of its acquisition of eXcelon Corporation at a price of \$3.19 per share. eXcelon shareholders approved the sale of the company to Progress at a special shareholders meeting held on December 18, 2002 at eXcelon's headquarters in Burlington, Massachusetts. A copy of the press release, dated December 19, 2002, is attached hereto as Exhibit 99.1 and is incorporated herein by reference in its entirety.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release, dated December 19, 2002, entitled Progress Software Completes Acquisition of eXcelon Corporation.

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**SIGNATURE**

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: December 23, 2002

**PROGRESS SOFTWARE  
CORPORATION**  
(Registrant)

*/s/ Norman R. Robertson*

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Norman R. Robertson  
Senior Vice President, Finance and  
Administration and Chief Financial Officer  
(Principal Financial Officer)

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EXHIBIT INDEX

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 99.1                      | Press Release, dated December 19, 2002, entitled Progress Software Completes Acquisition of eXcelon Corporation. |