

PROGRESS SOFTWARE CORP /MA

Form 8-K/A

February 14, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K/A**

**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 (Amending the Report on Form 8-K filed January 3, 2003)**

**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 7. Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-23.1 CONSENT OF PRICEWATERHOUSECOOPERS LLP

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Amendment No. 1 to Current Report on Form 8-K/A

Progress Software Corporation ( Progress ) hereby amends Item 7 of its Current Report on Form 8-K, which was filed on January 3, 2003, to (i) file the required financial statements of eXcelon Corporation ( eXcelon ), which was acquired by Progress on December 19, 2002, and (ii) file the consent of PricewaterhouseCoopers LLP as Exhibit 23.1 hereto.

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

(a) Financial Statements of Business Acquired.

The required financial statements of the business acquired are incorporated herein by reference to eXcelon s Annual Report on Form 10-K for the year ended December 31, 2001, as amended (File No. 0-21041), and eXcelon s Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 (File No. 0-21041).

(b) Pro Forma Financial Information.

Pro forma financial information will be filed by amendment to this Current Report on Form 8-K within the time allowed for such filing by Item 7(a)(4) of this Form.

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger, dated October 18, 2002, among Progress, Chopin Merger Sub, Inc. and eXcelon.
23.1	Consent of PricewaterhouseCoopers LLP.

\* Previously filed.

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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.

**PROGRESS SOFTWARE  
CORPORATION**  
(Registrant)

Date: February 14, 2003

/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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