

PROGRESS SOFTWARE CORP /MA

FORM 10-K (Annual Report)

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended November 30, 2012
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 0-19417

PROGRESS SOFTWARE CORPORATION

(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State or other jurisdiction of
incorporation or organization)

04-2746201
(I.R.S. Employer
Identification No.)

14 Oak Park
Bedford, Massachusetts 01730
(Address of Principal Executive Offices)

Telephone Number: (781) 280-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock \$.01 par value	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 31, 2012 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of voting stock held by non-affiliates of the registrant was approximately \$1,200,000,000 .

As of January 22, 2013 , there were 57,863,000 common shares outstanding.

Documents Incorporated By Reference

Portions of the definitive Proxy Statement in connection with the 2013 Annual Meeting of Shareholders are incorporated by reference into Part III.

PROGRESS SOFTWARE CORPORATION
FORM 10-K
FOR THE FISCAL YEAR ENDED NOVEMBER 30, 2012
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CAUTIONARY STATEMENTS

The Private Securities Litigation Reform Act of 1995 contains certain safe harbor provisions regarding forward-looking statements. This Form 10-K, and other information provided by us or statements made by our directors, officers or employees from time to time, may contain “forward-looking” statements and information, which involve risks and uncertainties. Actual future results may differ materially. Statements indicating that we “expect,” “estimate,” “believe,” “are planning” or “plan to” are forward-looking, as are other statements concerning future financial results, product offerings or other events that have not yet occurred. There are various factors that could cause actual results or events to differ materially from those anticipated by the forward-looking statements. Such factors are more fully described in Item 1A of this Form 10-K under the heading “Risk Factors.” Although we have sought to identify the most significant risks to our business, we cannot predict whether, or to what extent, any of such risks may be realized. We also cannot assure you that we have identified all possible issues which we might face. We undertake no obligation to update any forward-looking statements that we make.

PART I

Item 1. Business

Overview

We are a global software company that simplifies and enables the development, deployment and management of business applications on-premise or on any Cloud, on any platform and on any device with minimal IT complexity and low total cost of ownership. Our comprehensive portfolio of products provides leading solutions for enterprise integration, data interoperability and application development, including SaaS enablement and delivery in the Cloud. Our solutions are used across a variety of industries.

Our products are generally sold as perpetual licenses, but certain products and business activities also use term or subscription licensing models. More than half of our worldwide license revenue is realized through relationships with indirect channel partners, principally application partners and original equipment manufacturers (OEMs). Application partners are independent software vendors (ISVs) that develop and market applications using our technology and resell our products in conjunction with sales of their own products that incorporate our technology. OEMs are companies that embed our products into their own software products or devices.

We operate in North America; Latin America; Europe, the Middle East and Africa (EMEA); and the Asia Pacific region through local subsidiaries as well as independent distributors.

Fiscal Year 2012 Highlights

In April 2012, we announced a new strategic plan (the "Plan") in which we intend to become a leading provider of next-generation, context-aware application development and deployment platform in the Cloud for the Application Platform-as-a-Service (aPaaS) market by investing in our OpenEdge, DataDirect and Decision Analytics product lines ("Core" product lines) and integrating them into a single, cohesive offering. The Plan is being executed in two phases. In the first phase, we are investing in our Core product lines and making them more Cloud-ready. As part of this phase, we are also divesting the remaining product lines which are not considered core to our business, which include Actional, Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic. In the second phase of the Plan, by unifying the product capabilities of our Core product lines, we will refine and enhance our next generation, feature-rich application development and deployment solution targeting the aPaaS market.

In fiscal year 2012 and the first quarter of fiscal year 2013, we entered into definitive purchase and sale agreements to divest all of our non-Core product lines. The FuseSource product line was sold to Red Hat, Inc. in September 2012, the Shadow product line was sold to Rocket Software, Inc. in October 2012, and the investment arm of Trilogy Enterprises purchased Actional, DataXtend, ObjectStore, Savvion and Sonic in December 2012. We expect to close on the sale of Artix, Orbacus and Orbix to a subsidiary of Micro Focus International plc in the first quarter of fiscal year 2013. The aggregate purchase price for all divestitures is approximately \$130.0 million.

During 2012, we also executed on cost reductions as part of the Plan. In fiscal year 2012, we recorded restructuring expenses of \$19.0 million in furtherance of the cost reduction plans, of which \$10.9 million is included in discontinued operations. The charge included \$16.4 million in severance and other employee benefits associated with the reduction of 11% of our workforce.

As part of the Plan, our Board of Directors authorized us to repurchase \$350.0 million of our common stock through November 2013. In October 2012, under the authorization, we announced the adoption of a 10b5-1 plan to repurchase up to \$250.0 million of our common stock through June 30, 2013, or earlier, and have repurchased 4.5 million shares of our common stock for \$88.4 million through November 30, 2012. As of January 22, 2013, we have repurchased 7.6 million shares of our common stock for \$155.3 million.

As part of the Plan, we changed the structure of our internal organization and the way we manage our business. Our internal reporting includes two segments: (1) the Core segment, which includes our Core product lines, and (2) the non-Core segment, which includes the non-Core product lines. For financial information relating to segments and international operations, see Note 17 of the Consolidated Financial Statements appearing in this Annual Report on Form 10-K.

Our Products

Progress OpenEdge

Progress OpenEdge is a complete development platform to build dynamic, business process-enabled applications for secure deployment across any platform, any mobile device and any Cloud. OpenEdge is a comprehensive platform for the rapid development and deployment of business applications that are standards-based and service-oriented and OpenEdge-based applications can be deployed and managed over many computer platforms as well as under a SaaS model. OpenEdge provides a unified environment comprising development tools, application servers, application management tools, an embedded database, and the capability to connect and integrate with other applications and data sources. The primary products included in this product set are OpenEdge Studio, OpenEdge RDBMS, OpenEdge Application Server, OpenEdge DataServers, OpenEdge Management and OpenEdge Replication.

Progress DataDirect

Progress DataDirect Connect products provide data connectivity components that use industry-standard interfaces to connect applications running on various platforms to any major database, for both corporate IT organizations and software vendors. With components embedded in the products of over 250 software companies and in the applications of thousands of large enterprises, the DataDirect Connect product set is a global leader in the data connectivity market. The primary products included in this product set are ODBC drivers, JDBC drivers and ADO.NET providers.

Progress Decision Analytics

Progress Decision Analytics is comprised of Progress Apama, Corticon and Control Tower, which are offered individually or as an integrated platform to automate business decision-making.

Progress Apama offers flexible and powerful complex event processing (CEP) capabilities and broad market connectivity. Apama is one of the leading platforms in capital markets for building high frequency trading applications. Apama also gives firms the tools for creating, testing and deploying unique strategies for low latency, high throughput applications including algorithmic trading, market aggregation, smart order routing, market surveillance and monitoring, and real-time risk management. CEP helps businesses achieve operational responsiveness by uncovering events or event patterns in data streams that signal new opportunities, critical threats, or changing conditions or factors that impact the organization. With Apama, business events can be correlated and analyzed across multiple data streams in real-time.

Progress Corticon enables organizations to make better, faster decisions by automating business rules. Corticon's patented "no-coding" rules engine automates sophisticated decision management, empowering organizations to increase efficiencies, operate more responsively and reduce rule development and change cycles.

The Progress Control Tower is a unified, interactive business control panel that gives business users the tools needed to view what is happening within their business and the ability to assess how to improve it. This fully configurable, feature-rich, interactive framework delivers visibility into key performance indicators (KPIs) and the ability to raise alerts and act on them in real-time. Users can also create and model business processes that can then be monitored and improved dynamically.

Product Development

Most of our products have been developed by our internal product development staff or the internal staffs of acquired companies. We believe that the features and performance of our products are competitive with those of other available development and deployment tools and that none of the current versions of our products are approaching obsolescence. However, we believe that significant investments in new product development and continuing enhancements of our current products will be required for us to maintain our competitive position and to successfully execute on our Plan.

As of November 30, 2012, we have five primary development offices in North America, three primary development offices in EMEA and three primary development offices in India. We spent \$53.0 million , \$44.9 million , and \$50.1 million in fiscal years 2012 , 2011 and 2010 , respectively, on product development.

Customers

We market our products globally through channels: directly to end-users and indirectly to application partners (or ISVs), OEMs, and system integrators. Purchasers of our solutions and products through our direct sales force are generally to business managers or IT managers in corporations and governmental agencies. We also market our products through indirect channels, primarily application partners and OEMs who embed our products as part of an integrated solution. We use international distributors in certain locations where we do not have a direct presence.

More than half of our license revenues are derived from indirect channels. No single customer has accounted for more than 10% of our total revenue in any of our last three fiscal years.

Application Partners

Our application partners cover a broad range of markets, offer an extensive library of business applications and are a source of follow-on revenue. We have kept entry costs, consisting primarily of the initial purchase of development licenses, low to encourage a wide variety of application partners to build applications. If an application partner succeeds in marketing its applications, we obtain follow-on revenue as the application partner licenses our deployment products to allow its application to be installed and used by customers. We offer a subscription model alternative to the traditional perpetual license model for application partners who have chosen to enable their business applications under a SaaS platform.

Original Equipment Manufacturers

We enter into arrangements with OEMs whereby the OEM embeds our products into its solutions, typically either software or technology devices. OEMs typically license the right to embed our products into their solutions and distribute such solutions for initial terms ranging from one to three years. Historically, a significant portion of our OEMs have renewed their agreements upon the expiration of the initial term, although no assurance can be made that these renewals will continue in the future.

Sales and Marketing

We sell our products and solutions through our direct global field operations, which comprises sales, service and support personnel worldwide. Additionally, we sell our products and solutions through independent distributors in certain locations outside North America. We have sold our products and solutions to enterprises in over 180 countries. The global field operations and field marketing groups are organized by region and secondarily by direct and indirect channels. We operate by region in the Americas, EMEA and Asia Pacific. We believe this structure allows us to maintain direct contact with our customers and support their diverse market requirements. Our international operations provide focused local sales, support and marketing efforts and are able to respond directly to changes in local conditions.

Global field operations personnel are responsible for developing new direct end-user accounts, recruiting new indirect channel partners, managing existing channel partner relationships and servicing existing customers. We actively seek to avoid conflict between the sales efforts of our application partners and our own direct sales efforts. We use our inside sales team to enhance our direct sales efforts and to generate new business and follow-on business from existing customers.

Our marketing personnel conduct a variety of marketing engagement programs designed to create demand for our products, enhance the market readiness of our products, raise the general awareness of our company and our products and solutions, generate leads for the global field operations organization and promote our various products. These programs include press relations, analyst relations, investor relations, digital/web marketing, marketing communications, participation in trade shows

and industry conferences, and production of sales and marketing literature. We also hold global events, as well as regional user events in various locations throughout the world.

Customer Support

Our customer support staff provides telephone and Web-based support to end-users, application developers and OEMs. Customers may purchase maintenance services entitling them to software updates, technical support and technical bulletins. First year maintenance and any subsequent annual renewals are not included with our products and are purchased separately. We provide support to customers primarily through our main regional customer support centers in Bedford, Massachusetts; Morrisville, North Carolina; Rotterdam, The Netherlands; and Melbourne, Australia. Local technical support for specific products is provided in certain other countries as well.

Professional Services

Our global professional services organization delivers business solutions for customers through a combination of products, consulting and education. Our consulting organization offers project management, implementation services, custom development, programming and other services. Our consulting organization also provides services to Web-enable existing applications or to take advantage of the capabilities of new product releases. Our education organization offers numerous training options, from traditional instructor-led courses to advanced learning modules available via the web or on CDs.

Competition

The computer software industry is intensely competitive. We experience significant competition from a variety of sources with respect to all of our products. Factors affecting competition in the markets we serve include product performance in complex applications, application solutions, vendor experience, ease of integration, price, training and support.

We compete in various markets with a number of entities, such as IBM Corporation, Microsoft Corporation and Oracle Corporation, which include database vendors offering development tools in conjunction with their database systems, numerous enterprise infrastructure vendors providing developmental toolkits, data integration technologies, messaging products, event processing products, business process management products and business visibility tools. We believe that IBM Corporation, Microsoft Corporation and Oracle Corporation currently dominate the database market and that IBM currently dominates the messaging market. We do not believe that there is a dominant vendor in the other infrastructure software markets. Some of our competitors have greater financial, marketing or technical resources than we have and may be able to adapt more quickly to new or emerging technologies and changes in customer requirements or to devote greater resources to the promotion and sale of their products than we can. Increased competition could make it more difficult for us to maintain our revenue and market presence.

Copyrights, Trademarks, Patents and Licenses

We rely on a combination of contractual provisions and copyright, patent, trademark and trade secret laws to protect our proprietary rights in our products. We generally distribute our products under software license agreements that grant customers a perpetual nonexclusive license to use our products and contain terms and conditions prohibiting the unauthorized reproduction or transfer of our products. We also distribute our products through various channel partners, including application partners, OEMs and system integrators. We also license our products under term or subscription arrangements. In addition, we attempt to protect our trade secrets and other proprietary information through agreements with employees, consultants and channel partners. Although we intend to protect our rights vigorously, there can be no assurance that these measures will be successful.

We seek to protect the source code of our products as trade secrets and as unpublished copyrighted works. We hold numerous patents covering portions of our products. We also have several patent applications for some of our other product technologies. Where possible, we seek to obtain protection of our product names and service offerings through trademark registration and other similar procedures throughout the world.

We believe that due to the rapid pace of innovation within our industry, factors such as the technological and creative skills of our personnel are as important in establishing and maintaining a leadership position within the industry as are the various legal protections of our technology. In addition, we believe that the nature of our customers, the importance of our products to them and their need for continuing product support may reduce the risk of unauthorized reproduction, although no assurances can be made in this regard.

Employees

As of November 30, 2012, we had 1,395 employees worldwide, including 379 in sales and marketing, 280 in customer support and services, 560 in product development and 176 in administration. Subsequent to November 30, 2012, approximately 280 employees became employed or will become employed by the buyers of the two non-Core divestitures which have occurred or are expected to occur in the first quarter of fiscal year 2013. The employees are primarily in sales and marketing and product development.

None of our U.S. employees are subject to a collective bargaining agreement. Employees in certain foreign jurisdictions are represented by local workers' councils and/or collective bargaining agreements as may be customary or required in those jurisdictions. We have experienced no work stoppages and believe our relations with employees are good.

Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, including exhibits, and amendments to those reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge on our website at www.progress.com as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the U.S. Securities and Exchange Commission. The information posted on our website is not incorporated into this Annual Report.

Our Code of Conduct is also available on our website. Additional information about this code and amendments and waivers thereto can be found below in Part III, Item 10 of this Annual Report.

Item 1A. Risk Factors

We operate in a rapidly changing environment that involves certain risks and uncertainties, some of which are beyond our control. The risks described below are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition and/or operating results.

Our revenue and quarterly results may fluctuate, which could adversely affect our stock price. We have experienced, and may in the future experience, significant fluctuations in our quarterly operating results that may be caused by many factors. These factors include:

- changes in demand for our products;
- introduction, enhancement or announcement of products by us or our competitors;
- market acceptance of our new products;
- the growth rates of certain market segments in which we compete;
- size and timing of significant orders;
- budgeting cycles of customers;
- mix of distribution channels;
- mix of products and services sold;
- mix of international and North American revenues;
- fluctuations in currency exchange rates;
- changes in the level of operating expenses;
- the amount of our stock-based compensation;
- changes in management;
- restructuring programs;
- reorganizations of our sales force;
- completion or announcement of acquisitions by us or our competitors;
- customer order deferrals in anticipation of new products announced by us or our competitors; and
- general economic conditions in regions in which we conduct business.

Revenue forecasting is uncertain, and the failure to meet our forecasts could result in a decline in our stock price. Our revenues, particularly new software license revenues, are difficult to forecast. We use a pipeline system to forecast revenues and trends in our business. We monitor the status of potential business and estimate when a customer will make a purchase decision, the dollar amount of the sale and the products or services to be sold. These estimates are aggregated periodically to generate the pipeline. Our pipeline estimates may prove to be unreliable either in a particular quarter or over a longer period of time, in part because the conversion rate of the pipeline into contracts can be difficult to estimate and requires management

judgment. A variation in the conversion rate could cause us to plan or budget incorrectly and materially adversely impact our business or our planned results of operations. Furthermore, most of our expenses are relatively fixed, including costs of personnel and facilities, and are not easily reduced. Thus, an unexpected reduction in our revenue, or failure to achieve the anticipated rate of growth, would have a material adverse effect on our profitability. If our operating results do not meet our publicly stated guidance, if any, or the expectations of investors, our stock price may decline.

We recognize a substantial portion of our revenue from sales made through third parties, including our application partners and OEMs, and adverse developments in the businesses of these third parties or in our relationships with them could harm our revenues and results of operations. Our future results depend upon our continued successful distribution of our products through our application partner and OEM channels. Application partners utilize our technology to create their applications and resell our products along with their own applications. OEMs embed our products within their software products or technology devices. The activities of these third parties are not within our direct control. Our failure to manage our relationships with these third parties effectively could impair the success of our sales, marketing and support activities. A reduction in the sales efforts, technical capabilities or financial viability of these parties, a misalignment of interest between us and them, or a termination of our relationship with a major application partner or OEM could have a negative effect on our sales and financial results. Any adverse effect on the application partners' or OEMs' businesses related to competition, pricing and other factors could also have a material adverse effect on our business, financial condition and operating results.

Weakness in the U.S. and international economies may result in fewer sales of our products and may otherwise harm our business. We are subject to the risks arising from adverse changes in global economic conditions, especially those in the U.S., Europe and the Asia Pacific region. The past four years have been characterized by weak global economic conditions, tightening of credit markets and instability in the financial markets, particularly in Europe. If these conditions continue or worsen, customers may delay, reduce or forego technology purchases, both directly and through our application partners and OEMs. This could result in reductions in sales of our products, longer sales cycles, slower adoption of new technologies and increased price competition. Further, deteriorating economic conditions could adversely affect our customers and their ability to pay amounts owed to us. Any of these events would likely harm our business, results of operations, financial condition or cash flows.

Our international operations expose us to additional risks, and changes in global economic and political conditions could adversely affect our international operations, our revenue and our net income . In the past few fiscal years, more than half of our total revenue has been generated from sales outside North America. Political and/or financial instability, oil price shocks and armed conflict in various regions of the world can lead to economic uncertainty and may adversely impact our business. If customers' buying patterns, decision-making processes, timing of expected deliveries and timing of new projects unfavorably change due to economic or political conditions, there would be a material adverse effect on our business, financial condition and operating results.

Other potential risks inherent in our international business include:

- longer payment cycles;
- credit risk and higher levels of payment fraud;
- greater difficulties in accounts receivable collection;
- varying regulatory requirements;
- compliance with international and local trade, labor and export control laws;
- compliance with U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting bribery and corrupt payments to government officials;
- restrictions on the transfer of funds;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- reduced or minimal protection of intellectual property rights in some countries;
- laws and business practices that favor local competitors or prohibit foreign ownership of certain businesses;
- seasonal reductions in business activity during the summer months in Europe and certain other parts of the world;
- economic instability in emerging markets; and
- potentially adverse tax consequences.

Any one or more of these factors could have a material adverse effect on our international operations, and, consequently, on our business, financial condition and operating results.

Fluctuations in foreign currency exchange rates could have an adverse impact on our financial condition and results of operations. Changes in the value of foreign currencies relative to the U.S. dollar may adversely affect our results of operations and financial position. We seek to reduce our exposure to fluctuations in exchange rates by entering into foreign exchange option and forward contracts to hedge certain actual and forecasted transactions of selected currencies (mainly in Europe, Brazil, Japan and Australia). Our currency hedging transactions may not be effective in reducing any adverse impact of fluctuations in foreign currency exchange rates. Further, the imposition of exchange or price controls or other restrictions on the conversion of foreign currencies could have a material adverse effect on our business.

Our ability to absorb allocated segment costs, primarily general and administrative expenses, into our Core segment, or otherwise reduce such costs. On April 25, 2012, we announced a new strategic plan, and in the third quarter of fiscal year 2012 we changed the structure of our internal organization and the way we manage our business. As a result, our reportable segments became our Core and non-Core product line groups. Indirect expenses of the product lines, primarily general and administrative expenses, are allocated to the segment operating results. As non-Core product lines are divested, the Core segment will absorb these expenses in periods subsequent to the divestitures. The absorption of these expenses may impact the operating margin of the Core segment.

Technology and customer requirements evolve rapidly in our industry, and if we do not continue to develop new products and enhance our existing products in response to these changes, our business could be harmed. Ongoing enhancements to our product sets will be required to enable us to maintain our competitive position. We may not be successful in developing and marketing enhancements to our products on a timely basis, and any enhancements we develop may not adequately address the changing needs of the marketplace. Overlaying the risks associated with our existing products and enhancements are ongoing technological developments and rapid changes in customer requirements. Our future success will depend upon our ability to develop and introduce in a timely manner new products that take advantage of technological advances and respond to new customer requirements. The development of new products is increasingly complex and uncertain, which increases the risk of delays. We may not be successful in developing new products incorporating new technology on a timely basis, and any new products may not adequately address the changing needs of the marketplace. Failure to develop new products and product enhancements that meet market needs in a timely manner could have a material adverse effect on our business, financial condition and operating results.

We are substantially dependent on our Progress OpenEdge products. We derive a significant portion of our revenue from software license and maintenance revenue attributable to our Progress OpenEdge product set. Accordingly, our future results depend on continued market acceptance of OpenEdge. If new technologies emerge that are superior to, or more responsive to customer requirements, than OpenEdge such that we are unable to maintain OpenEdge's competitive position within its marketplace, this will have a material adverse effect on our business, financial condition and operating results.

We expect to make additional acquisitions or investments in new businesses, products or technologies that involve additional risks, which could disrupt our business or harm our financial condition, results of operations or cash flows. We have made, and expect to continue to make, acquisitions of businesses or investments in companies that offer complementary products, services and technologies. Any acquisitions that we do complete involve a number of risks, including the risks of assimilating the operations and personnel of acquired companies, realizing the value of the acquired assets relative to the price paid, distraction of management from our ongoing businesses and potential product disruptions associated with the sale of the acquired company's products. These factors could have a material adverse effect on our business, financial condition, operating results and cash flows. The consideration we pay for any future acquisitions could include our stock. As a result, future acquisitions could cause dilution to existing shareholders and to earnings per share.

The segments of the software industry in which we participate are intensely competitive, and our inability to compete effectively would harm our business. We experience significant competition from a variety of sources with respect to the marketing and distribution of our products. Many of our competitors have greater financial, marketing or technical resources than we do and may be able to adapt more quickly to new or emerging technologies and changes in customer requirements or to devote greater resources to the promotion and sale of their products than we can. Increased competition could make it more difficult for us to maintain our market presence or lead to downward pricing pressure.

In addition, the marketplace for new products is intensely competitive and characterized by low barriers to entry. For example, an increase in market acceptance of open source software may cause downward pricing pressures. As a result, new competitors possessing technological, marketing or other competitive advantages may emerge and rapidly acquire market share. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties, thereby increasing their ability to deliver products that better address the needs of our prospective customers. Current and potential competitors may also be more successful than we are in having their products or technologies widely

accepted. We may be unable to compete successfully against current and future competitors, and our failure to do so could have a material adverse effect on our business, prospects, financial condition and operating results.

We rely on the experience and expertise of our skilled employees, and must continue to attract and retain qualified technical, marketing and managerial personnel in order to succeed. Our future success will depend in a large part upon our ability to attract and retain highly skilled technical, managerial, sales and marketing personnel. There is significant competition for such personnel in the software industry. We may not continue to be successful in attracting and retaining the personnel we require to develop new and enhanced products and to continue to grow and operate profitably.

The loss of technology licensed from third parties could adversely affect our ability to deliver our products. We utilize certain technology that we license from third parties, including software that is integrated with internally developed software and used in our products to perform key functions. This technology, or functionally similar technology, may not continue to be available on commercially reasonable terms in the future, or at all. The loss of any significant third-party technology license could cause delays in our ability to deliver our products or services until equivalent technology is developed internally or equivalent third-party technology, if available, is identified, licensed and integrated.

The use of open source software in our products may expose us to additional risks. We license certain open source software pursuant to license agreements that require a user who distributes the open source software as a component of the user's software to disclose publicly part or all of the source code to the user's software. This effectively renders what was previously proprietary software open source software. Many features we may wish to add to our products in the future may be available as open source software and our development team may wish to make use of this software to reduce development costs and speed up the development process. While we carefully monitor the use of all open source software and try to ensure that no open source software is used in such a way as to require us to disclose the source code to the related product, such use could inadvertently occur. Additionally, if a third party has incorporated certain types of open source software into its software but has failed to disclose the presence of such open source software and we embed that third party software into one or more of our products, we could, under certain circumstances, be required to disclose the source code to our product. This could have a material adverse effect on our business.

If our products contain software defects or security flaws, it could harm our revenues and expose us to litigation. Our products are complex to develop and, despite extensive testing and quality control, may contain defects or security flaws, especially when we first introduce them or when new versions are released. We may need to issue corrective releases of our software products to fix any defects or errors. The detection and correction of any security flaws can be time consuming and costly. Errors in our software products could affect the ability of our products to work with other hardware or software products, could delay the development or release of new products or new versions of products and could adversely affect market acceptance of our products and could expose us to potential litigation. If we experience errors or delays in releasing new products or new versions of products, such errors or delays could have a material adverse effect on our revenue.

We could incur substantial cost in protecting our proprietary software technology or if we fail to protect our technology, which would harm our business. We rely principally on a combination of contract provisions and copyright, trademark, patent and trade secret laws to protect our proprietary technology. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. Policing unauthorized use of our products is difficult. Litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. This litigation could result in substantial costs and diversion of resources, whether or not we ultimately prevail on the merits. The steps we take to protect our proprietary rights may be inadequate to prevent misappropriation of our technology; moreover, others could independently develop similar technology.

We could be subject to claims that we infringe intellectual property rights of others, which could harm our business, financial condition, results of operations or cash flows. Third parties could assert infringement claims in the future with respect to our products and technology, and such claims might be successful. This litigation could result in substantial costs and diversion of resources, whether or not we ultimately prevail on the merits. This litigation could also lead to our being prohibited from selling one or more of our products, cause reluctance by potential customers to purchase our products, or result in liability to our customers and could have a material adverse effect on our business, financial condition, operating results and cash flows.

If our security measures are breached, our products and services may be perceived as not being secure, customers may curtail or stop using our products and services, and we may incur significant legal and financial exposure. Our products and services involve the storage and transmission of our customers' proprietary information, and security breaches could expose us to a risk of loss of this information, litigation, and potential liability. Our security measures may be breached due to the actions of outside parties, employee error, malfeasance, or otherwise, and, as a result, an unauthorized party may obtain access to our

data or our customers' data. Any such breach or unauthorized access could result in significant legal and financial exposure, increased costs to defend litigation or damage to our reputation, and a loss of confidence in the security of our products and services that could potentially have an adverse effect on our business. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose customers.

We may have exposure to additional tax liabilities . As a multinational corporation, we are subject to income taxes in the U.S. and various foreign jurisdictions. Significant judgment is required in determining our global provision for income taxes and other tax liabilities. In the ordinary course of a global business, there are many intercompany transactions and calculations where the ultimate tax determination is uncertain. Our income tax returns are routinely subject to audits by tax authorities. Although we regularly assess the likelihood of adverse outcomes resulting from these examinations to determine our tax estimates, a final determination of tax audits or tax disputes could have an adverse effect on our financial condition, results of operations and cash flows.

We are also subject to non-income taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes in the U.S. and various foreign jurisdictions. We are regularly under audit by tax authorities with respect to these non-income taxes and may have exposure to additional non-income tax liabilities, which could have an adverse effect on our results of operations, financial condition and cash flows.

In addition, our future effective tax rates could be favorably or unfavorably affected by changes in tax rates, changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws or their interpretation. Such changes could have a material adverse impact on our financial results.

We may be required to reassess our reporting units for goodwill impairment testing purposes, which may trigger the need for additional impairment tests and potential goodwill impairment charges. On April 25, 2012, we announced a new strategic plan in which we will combine our OpenEdge, DataDirect and Decision Analytics product lines into a single, cohesive offering. In the third quarter of fiscal year 2012, we changed the structure of our internal organization and the way we manage our business as part of this plan. However, certain aspects of the organizational change and the way in which we manage our business are still evolving and may continue to change through the implementation of the new strategic plan. Due to this, we may be required to update the evaluation of our reporting unit conclusion in future periods. The evaluation may result in a different reporting unit conclusion, which would require us to test goodwill for impairment. The tests may result in impairment of our goodwill that could have a material effect on our reported results.

We are required to comply with certain financial and operating covenants under our credit facility and any failure to comply with those covenants could cause amounts borrowed under the facility to become immediately due and payable or prevent us from borrowing under the facility. Under the terms of our credit facility, we may borrow up to \$150.0 million (with an accordion feature that allows us to borrow up to an additional \$75.0 million if the existing or additional lenders agree), repay the same in whole or in part and re-borrow at any time through August 15, 2016, at which time any amounts outstanding will be due and payable in full. As of November 30, 2012, there were no amounts outstanding under the revolving line and \$0.3 million of letters of credit outstanding. We may wish to borrow amounts under the facility in the future to support our operations, including for strategic acquisitions.

We are required to comply with specified financial and operating covenants, which may limit our ability to operate our business as we otherwise might operate it. Our failure to comply with any of these covenants or to meet any payment obligations under the facility could result in an event of default which, if not cured or waived, would result in any amounts outstanding, including any accrued interest and unpaid fees, becoming immediately due and payable. We might not have sufficient working capital or liquidity to satisfy any repayment obligations in the event of an acceleration of those obligations. In addition, if we are not in compliance with the financial and operating covenants at the time we wish to borrow funds, we will be unable to borrow funds.

Our common stock price may continue to be volatile, which could result in losses for investors. The market price of our common stock, like that of other technology companies, is volatile and is subject to wide fluctuations in response to quarterly variations in operating results, announcements of technological innovations or new products by us or our competitors, changes in financial estimates by securities analysts or other events or factors. Our stock price may also be affected by broader market trends unrelated to our performance. As a result, purchasers of our common stock may be unable at any given time to sell their shares at or above the price they paid for them.

Item 1B. Unresolved Staff Comments

As of the date of this report, we do not have any open comments or communications from the U.S. Securities and Exchange Commission (SEC) related to our financial statements or periodic filings with the SEC.

Item 2. Properties

We own our principal administrative, sales, support, marketing, product development and distribution facilities, which are located in three buildings totaling approximately 258,000 square feet in Bedford, Massachusetts. In addition, we maintain offices in leased facilities in approximately 9 other locations in North America and approximately 23 locations outside North America. The terms of our leases generally range from one to six years. We believe that our facilities are adequate for our current needs and that suitable additional space will be available as needed.

Item 3. Legal Proceedings

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of these claims cannot be predicted with certainty, management does not believe that the outcome of any of these legal matters will have a material effect on our consolidated financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The following table sets forth, for the periods indicated, the range of high and low sale prices for our common stock. Our common stock trades on the NASDAQ Global Select Market under the symbol "PRGS".

	Fiscal Year Ended			
	November 30, 2012		November 30, 2011	
	High	Low	High	Low
First quarter	\$ 24.18	\$ 17.01	\$ 31.47	\$ 25.45
Second quarter	24.76	18.90	30.39	25.83
Third quarter	21.16	17.30	27.23	18.48
Fourth quarter	22.24	17.45	22.45	16.71

We have not declared or paid cash dividends on our common stock and we do not plan to pay cash dividends to our shareholders in the near future. As of December 31, 2012, our common stock was held by approximately 250 shareholders of record.

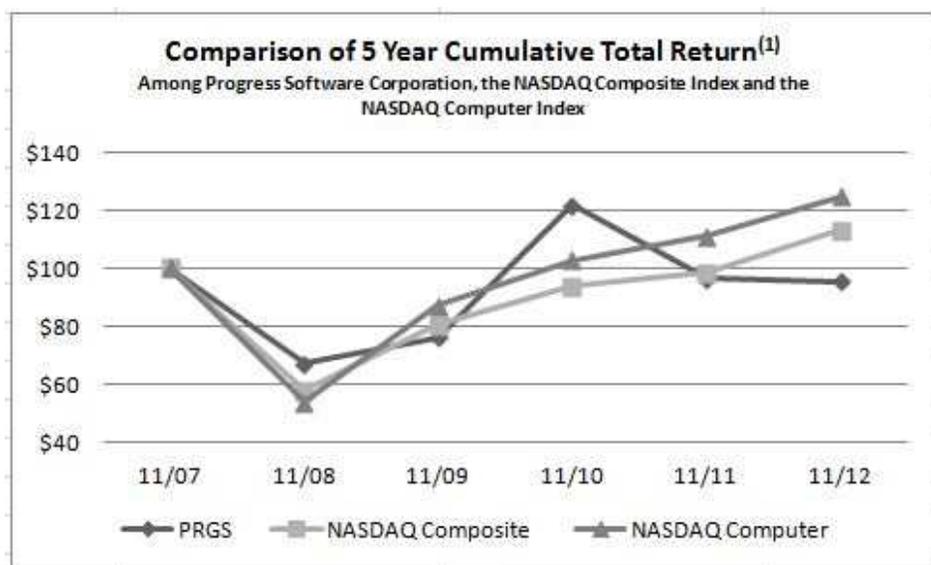
Information related to our repurchases of our common stock by month in the fourth quarter of fiscal year 2012 is as follows (in thousands, except per share data):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs ⁽¹⁾
September 2012	—	\$ —	—	\$ 350,000
October 2012	1,212	19.33	1,212	326,580
November 2012	3,282	19.79	3,282	261,614
Total	4,494	\$ 19.67	4,494	\$ 261,614

(1) In April 2012, the Board of Directors authorized a \$350.0 million return of capital to shareholders in the form of share repurchases through fiscal year 2013, and in October 2012 we launched a 10b5-1 to repurchase up to \$250.0 million of our common stock through June 30, 2013, under the authorization.

Stock Performance Graph and Cumulative Total Return

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the NASDAQ Composite Index and the NASDAQ Computer Index for each of the last five fiscal years ended November 30, 2012, assuming an investment of \$100 at the beginning of such period and the reinvestment of any dividends.



(1) \$100 invested on November 30, 2007 in stock or index, including reinvestment of dividends.

November 30,	2007	2008	2009	2010	2011	2012
Progress Software Corporation	\$ 100.00	\$ 67.28	\$ 76.10	\$ 121.76	\$ 96.59	\$ 95.35
NASDAQ Composite	100.00	57.71	80.59	93.88	98.47	113.13
NASDAQ Computer	100.00	53.72	86.99	102.91	111.20	124.67

Item 6. Selected Financial Data

The following table sets forth selected financial data for the last five fiscal years (in thousands, except per share data):

Year Ended November 30,	2012	2011	2010	2009	2008
Revenue	\$ 335,205	\$ 360,704	\$ 351,610	\$ 343,907	\$ 400,314
Income from operations	49,440	101,241	91,476	60,785	91,541
Income from continuing operations	32,604	66,342	62,568	37,404	63,697
Net income	47,444	59,629	48,098	33,280	46,783
Basic earnings per share from continuing operations	0.52	1.01	0.98	0.62	1.03
Diluted earnings per share from continuing operations	0.51	0.98	0.94	0.61	1.00
Cash, cash equivalents and short-term investments	355,217	261,416	322,396	224,121	118,529
Total assets	884,977	864,263	939,393	801,633	754,260
Long-term debt, including current portion	—	357	664	1,022	1,352
Shareholders' equity	638,399	625,110	690,274	557,867	483,342

Prior period amounts have been revised for the impact of discontinued operations, purchase accounting measurement period adjustments and the immaterial correction of prior period amounts. Refer to Item 8 of this Annual Report for an additional description of these items.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements below about anticipated results and our products and markets, are forward-looking statements that are based on our current plans and assumptions. Important information about the bases for these plans and assumptions and factors that may cause our actual results to differ materially from these statements is contained below and in Item 1A. "Risk Factors" of this Annual Report on Form 10-K.

Use of Constant Currency

Revenue from our international operations has historically represented more than half of our total revenue. As a result, our revenue results have been impacted, and we expect will continue to be impacted, by fluctuations in foreign currency exchange rates. For example, if the local currencies of our foreign subsidiaries weaken, our consolidated results stated in U.S. dollars are negatively impacted.

As exchange rates are an important factor in understanding period to period comparisons, we believe the presentation of revenue growth rates on a constant currency basis enhances the understanding of our revenue results and evaluation of our performance in comparison to prior periods. The constant currency information presented is calculated by translating current period results using prior period weighted average foreign currency exchange rates. These results should be considered in addition to, not as a substitute for, results reported in accordance with accounting principles generally accepted in the United States of America (GAAP).

Revised Prior Period Amounts

Our financial results for prior periods have been revised, in accordance with GAAP, to reflect certain changes to the business and other matters. Prior period amounts have been revised for the impact of discontinued operations due to the sale or expected sale of our non-Core product lines, purchase accounting measurement period adjustments related to our acquisition of Corticon Technologies, Inc. (Corticon), changes to our reportable segments as a result of organizational structure changes from the implementation of a new strategic plan and an immaterial correction of prior period amounts. Refer to Item 8 of this Annual Report for an additional description of these items.

Overview

We are a global software company that simplifies and enables the development, deployment and management of business applications on-premise or on any Cloud, on any platform and on any device with minimal IT complexity and low total cost of ownership. In April 2012, we announced a new strategic plan (the "Plan") in which we intend to become a leading provider of next-generation, context-aware application development and deployment platform in the Cloud for the Application Platform-as-a-Service (aPaaS) market by investing in our OpenEdge, DataDirect and Decision Analytics product lines ("Core" product lines) and integrating them into a single, cohesive offering.

The Plan is being executed in two phases. In the first phase, we are investing in our Core product lines and making them more Cloud-ready. We are also divesting the ten non-Core product lines which are not considered Core to our business: Actional, Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic. In the second phase of the Plan, by unifying the product capabilities of our Core product lines, we will refine and enhance our next generation, feature-rich application development and deployment solution targeting the new market category of aPaaS.

In fiscal year 2012 and the first quarter of fiscal year 2013, we entered into definitive purchase and sale agreements to divest all of our non-Core product lines. The FuseSource product line was sold to Red Hat, Inc. in September 2012, the Shadow product line was sold to Rocket Software, Inc. in October 2012, and the investment arm of Trilogy Enterprises purchased Actional, DataXtend, ObjectStore, Savvion and Sonic in December 2012. We expect to close on the sale of Artix, Orbacus and Orbix to a subsidiary of Micro Focus International plc in the first quarter of fiscal year 2013. The aggregate purchase price for all divestitures is approximately \$130.0 million.

During 2012, we also executed on cost reductions as part of the Plan. In fiscal year 2012, we recorded restructuring expenses of \$19.0 million in furtherance of the cost reduction plans, of which \$10.9 million is included in discontinued operations. The charge included \$16.4 million in severance and other employee benefits associated with the reduction of 11% of our workforce.

As part of the Plan, our Board of Directors authorized us to repurchase \$350.0 million of our common stock through November 2013. In October 2012, under the authorization, we announced the adoption of a 10b5-1 plan to repurchase up to \$250.0 million of our common stock through June 30, 2013, or earlier, and have repurchased 4.5 million shares of our common stock for \$88.4 million through November 30, 2012. As of January 22, 2013, we have repurchased 7.6 million shares of our common stock for \$155.3 million.

As part of the Plan, we changed the structure of our internal organization and the way we manage our business. Our internal reporting includes two segments: (1) the Core segment, which includes our Core product lines, and (2) the non-Core segment, which includes the non-Core product lines. We assign dedicated costs and expenses directly to each segment and utilize an allocation methodology to assign all other costs and expenses, primarily general and administrative, to each segment.

Our financial results for fiscal year 2012 were adversely impacted by factors related to the planning, announcement and execution of the Plan, including the undertaking of large restructuring efforts and the marketing for divestiture and actual sale of non-Core products. These factors contributed to a very uncertain environment for our company, partners, customers and employees. In particular, since the second quarter of fiscal year 2012, customer purchasing decisions were delayed, which caused deal slippage at a greater rate than usual. This was caused both by uncertainty surrounding the Plan and generally deteriorating macroeconomic conditions, primarily in Europe.

Investments to improve the Core business were also initiated late during the second quarter of fiscal year 2012, and require time to impact performance. Until these investments are realized, our operating margins will be adversely impacted. In addition, the new business focus and new strategy has required us to restructure our organization and the way we go to market, how we think about and implement product roadmaps and how we operate and report our financial results, all of which caused additional disruption.

The announcement and marketing for divestiture of the non-Core product lines caused revenue from these product lines to drop significantly in fiscal year 2012. These declines have adversely impacted our fiscal year 2012 results and our operating performance will be adversely impacted in the future by temporarily higher expense levels as we transition away from the non-Core portfolio.

The U.S. and many foreign economies continue to experience uncertainty driven by varying macroeconomic conditions and recovery remains uneven. Uncertainty in the macroeconomic environment and associated global economic conditions have resulted in extreme volatility in credit, equity, and foreign currency markets, including the European sovereign debt markets and volatility in various markets including the financial services sector. We have been adversely impacted by these conditions

as some customers have delayed software investments in response to this macroeconomic uncertainty. The continuation of this climate could cause our customers to further delay, forego or reduce the amount of their investments in our products or delay payments of amounts due to us. We expect these macroeconomic conditions to continue in fiscal year 2013, most particularly in Europe, the Middle East and Africa (EMEA).

We derive a significant portion of our revenue from international operations, which are primarily conducted in foreign currencies. As a result, changes in the value of these foreign currencies relative to the U.S. dollar have significantly impacted our results of operations and may impact our future results of operations.

We believe that existing cash balances, together with funds generated from operations, amounts available under our revolving credit line and consideration received from the divestitures of non-Core product lines will be sufficient to finance our operations and meet our foreseeable cash requirements, including our plans to repurchase shares of our common stock, through at least the next twelve months.

Results of Operations

The following table sets forth certain income and expense items as a percentage of total revenue, and the percentage change in dollar amounts of such items compared with the corresponding period in the previous fiscal year.

	Percentage of Total Revenue			Percentage Change	
	2012	2011	2010	2012 Compared to 2011	2011 Compared to 2010
Revenue:					
Software licenses	34%	35 %	36 %	(10)%	— %
Maintenance and services	66	65	64	(5)	4
Total revenue	100	100	100	(7)	3
Costs of revenue:					
Cost of software licenses	2	2	1	13	4
Cost of maintenance and services	11	10	9	(3)	24
Amortization of acquired intangibles	—	1	2	(52)	(55)
Total costs of revenue	13	13	12	(4)	10
Gross profit	87	87	88	(8)	2
Operating expenses:					
Sales and marketing	35	28	26	15	12
Product development	16	12	14	18	(10)
General and administrative	19	17	15	—	20
Amortization of acquired intangibles	—	1	1	—	(66)
Restructuring expenses	2	1	6	*	*
Acquisition-related expenses	—	—	—	*	*
Total operating expenses	72	59	62	13	(2)
Income from operations	15	28	26	(51)	11
Other income (expense)	—	—	1	138	(114)
Income from continuing operations before income taxes	15	28	27	(51)	6
Provision for income taxes	5	10	9	(50)	5
Income from continuing operations	10	18	18	(51)	6
Income (loss) from discontinued operations, net	4	(2)	(4)	321	54
Net income	14%	16 %	14 %	(20)%	24 %

* Not meaningful

Fiscal Year 2012 Compared to Fiscal Year 2011

Revenue

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2012	November 30, 2011	As Reported	Constant Currency
Revenue	\$ 335,205	\$ 360,704	(7)%	(4)%

Total revenue decreased \$25.5 million in fiscal year 2012 as compared to fiscal year 2011. Revenue would have decreased by 4% if exchange rates had been constant in fiscal year 2012 as compared to exchange rates in effect in fiscal year 2011. The decrease in revenue in fiscal year 2012 was primarily a result of the disruption caused by the announcement of our Plan and its impact on our employees, customers and partners. In particular, we encountered a delay in purchasing decisions, which resulted in deal slippage at a greater rate than normal. We believe this was caused both by uncertainty surrounding our Plan and generally deteriorating macroeconomic conditions, primarily in Europe.

Changes in prices from fiscal year 2012 to fiscal year 2011 did not have a significant impact on our revenue. Changes in foreign currency exchange rates negatively impacted our reported revenues.

License Revenue

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2012	November 30, 2011	As Reported	Constant Currency
License	\$ 113,270	\$ 125,966	(10)%	(8)%
<i>As a percentage of total revenue</i>	<i>34 %</i>	<i>35 %</i>		

Software license revenue decreased \$12.7 million in fiscal year 2012 as compared to fiscal year 2011. Software license revenue would have decreased by 8% if exchange rates had been constant in fiscal year 2012 as compared to exchange rates in effect in fiscal year 2011. Excluding the impact of changes in exchange rates, the decrease in license revenue is due to the disruption caused by the announcement of our Plan and was also due to a number of large non-recurring direct deals, particularly in EMEA, in the first half of fiscal year 2011 as compared to the same period in fiscal year 2012.

Maintenance and Services Revenue

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2012	November 30, 2011	As Reported	Constant Currency
Maintenance	\$ 208,846	\$ 217,372	(4)%	— %
<i>As a percentage of total revenue</i>	<i>62 %</i>	<i>60 %</i>		
Professional services	\$ 13,089	\$ 17,366	(25)%	(22)%
<i>As a percentage of total revenue</i>	<i>4 %</i>	<i>5 %</i>		
Total maintenance and services revenue	\$ 221,935	\$ 234,738	(5)%	(2)%
<i>As a percentage of total revenue</i>	<i>66 %</i>	<i>65 %</i>		

Maintenance and services revenue decreased \$12.8 million in fiscal year 2012 as compared to fiscal year 2011. Maintenance and services revenue would have decreased by 2% if exchange rates had been constant in fiscal year 2012 as compared to exchange rates in effect in fiscal year 2011. Excluding the impact of changes in exchange rates, the decrease in maintenance and services revenue was primarily the result of lower license revenue due to the associated services that are attached to license sales. The decrease in professional services revenue was also impacted by the shift away from our RPM strategy. Our maintenance renewal rate in fiscal year 2012 was approximately 90%.

Revenue by Segment

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2012	November 30, 2011	As Reported	Constant Currency
Core segment	\$ 335,205	\$ 360,704	(7)%	(4)%
<i>As a percentage of total revenue</i>	100 %	100 %		
Non-Core segment	\$ —	\$ —	— %	— %
<i>As a percentage of total revenue</i>	— %	— %		

Revenue from our Core segment is representative of revenue from our continuing operations since the results of all non-Core products lines are included in discontinued operations. See discussion of fluctuations in our Core and continuing operations revenue in this Results of Operations section. For an understanding of how our internal measure of segment revenue is determined, see Note 17 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report.

Revenue by Region

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2012	November 30, 2011	As Reported	Constant Currency
North America	\$ 146,374	\$ 146,572	— %	— %
<i>As a percentage of total revenue</i>	44 %	41 %		
EMEA	\$ 131,151	\$ 153,206	(14)%	(10)%
<i>As a percentage of total revenue</i>	39 %	42 %		
Latin America	\$ 31,407	\$ 34,349	(9)%	4 %
<i>As a percentage of total revenue</i>	9 %	10 %		
Asia Pacific	\$ 26,273	\$ 26,577	(1)%	(2)%
<i>As a percentage of total revenue</i>	8 %	7 %		

Total revenue generated in North America decreased \$0.2 million , and total revenue generated outside North America decreased \$25.3 million , in fiscal year 2012 as compared to fiscal year 2011 . The decrease in revenue in EMEA was primarily the result of deteriorating macroeconomic conditions in Europe, as well as the announcement of our Plan. Total revenue generated in markets outside North America represented 56% of total revenue in fiscal year 2012 compared to 59% of total revenue in fiscal year 2011 . Total revenue generated in markets outside North America would have represented 58% of total revenue if exchange rates had been constant in fiscal year 2012 as compared to the exchange rates in effect in fiscal year 2011 .

Cost of Software Licenses

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change
	November 30, 2012	November 30, 2011	
Cost of software licenses	\$ 6,112	\$ 5,430	13%
<i>As a percentage of software license revenue</i>	5 %	4 %	
<i>As a percentage of total revenue</i>	2 %	2 %	

Cost of software licenses consists primarily of costs of royalties, electronic software distribution costs, duplication and packaging. Cost of software licenses increased \$0.7 million in fiscal year 2012 as compared to fiscal year 2011 , and increased as a percentage of software license revenue from 4% to 5% . The dollar increase was primarily due to higher royalty expense for products and technologies licensed or resold from third parties. Cost of software licenses as a percentage of software license revenue varies from period to period depending upon the relative product mix.

Cost of Maintenance and Services

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Cost of maintenance and services	\$ 36,192	\$ 37,238	(3)%
<i>As a percentage of maintenance and services revenue</i>	16 %	16 %	
<i>As a percentage of total revenue</i>	11 %	10 %	

Cost of maintenance and services consists primarily of costs of providing customer support, education and consulting. Cost of maintenance and services decreased \$1.0 million in fiscal year 2012 as compared to fiscal year 2011 and remained flat as a percentage of maintenance and services revenue at 16% . The total dollar amount of expense in fiscal year 2012 decreased as a result of lower maintenance and professional services revenue in fiscal year 2012 as compared with fiscal year 2011.

Amortization of Acquired Intangibles

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Amortization of acquired intangibles	\$ 1,259	\$ 2,600	(52)%
<i>As a percentage of total revenue</i>	— %	1 %	

Amortization of acquired intangibles included in costs of revenue primarily represents the amortization of the value assigned to intangible assets for technology obtained in business combinations. Amortization of acquired intangibles decreased \$1.3 million in fiscal year 2012 as compared to fiscal year 2011. The decrease was due to the completion of amortization of certain intangible assets acquired in prior years, and is offset by amortization of intangible asset acquired with the Corticon acquisition, which was completed in the fourth quarter of fiscal year 2011.

Gross Profit

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Gross profit	\$ 291,642	\$ 315,436	(8)%
<i>As a percentage of total revenue</i>	87 %	87 %	

Our gross profit decreased \$23.8 million in fiscal year 2012 as compared to fiscal year 2011, and our gross profit as a percentage of total revenue remained at 87% . The dollar decrease in our gross profit was due to lower revenues, partially offset by lower costs of revenue from our cost saving measures and lower amortization expense of acquired intangibles, as described above.

Sales and Marketing

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Sales and marketing	\$ 117,855	\$ 102,618	15%
<i>As a percentage of total revenue</i>	35 %	28 %	

Sales and marketing expenses increased \$15.2 million in fiscal year 2012 as compared to fiscal year 2011, and increased as a percentage of total revenue from 28% to 35% . The increase in sales and marketing expense was due to a \$9.8 million increase in compensation-related expenses due to the focus on our Core product lines and \$1.7 million of incremental compensation-

related expenses due to the separation of two of our sales and marketing executives. The increase was partially offset by cost control measures initiated during the strategic planning process.

Product Development

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Product development	\$ 53,017	\$ 44,876	18%
<i>As a percentage of total revenue</i>	<i>16 %</i>	<i>12 %</i>	

Product development expenses increased \$8.1 million in fiscal year 2012 as compared to fiscal year 2011, and increased as a percentage of revenue from 12% to 16%. The increase in product development expenses is primarily due to higher headcount from the Corticon acquisition, which was completed in the fourth quarter of fiscal year 2011. The increases in product development expenses were partially offset by cost savings from our restructuring actions undertaken as part of the Plan.

General and Administrative

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
General and administrative	\$ 62,053	\$ 61,816	—%
<i>As a percentage of total revenue</i>	<i>19 %</i>	<i>17 %</i>	

General and administrative expenses include the costs of our finance, human resources, legal, information systems and administrative departments. General and administrative expenses increased \$0.2 million in fiscal year 2012 as compared to fiscal year 2011, and increased as a percentage of revenue from 17% to 19%. The increase in fiscal year 2012 was primarily due to stock-based compensation costs associated with the hiring of a new Chief Executive Officer in December 2011, incremental compensation-related expenses due to the separation of our Chief Financial Officer in April 2012, a \$0.9 million litigation settlement, proxy contest-related costs and costs associated with the Plan. The increases were partially offset by cost savings from our restructuring actions and other cost control measures and increased compensation-related costs in fiscal year 2011 related to the severance agreement entered into with Richard D. Reidy, a former Chief Executive Officer.

Amortization of Acquired Intangibles

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Amortization of acquired intangibles	\$ 962	\$ 966	—%
<i>As a percentage of total revenue</i>	<i>— %</i>	<i>1 %</i>	

Amortization of acquired intangibles included in operating expenses primarily represents the amortization of value assigned to intangible assets obtained in business combinations other than assets identified as purchased technology. Amortization of these acquired intangibles remained flat in fiscal year 2012 as compared to fiscal year 2011. The amortization of certain intangible assets acquired in prior years was completed in fiscal year 2012, but is offset by amortization of intangible asset acquired with the Corticon acquisition, which was completed in the fourth quarter of fiscal year 2011.

Restructuring Expenses

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Restructuring expenses	\$ 8,100	\$ 3,383	*
<i>As a percentage of total revenue</i>	<i>2 %</i>	<i>1 %</i>	

We incurred restructuring expenses of \$8.1 million in fiscal year 2012 as compared to \$3.4 million in fiscal year 2011. Restructuring expenses in fiscal year 2012 relate to the restructuring actions announced as part of the Plan. See Note 14 to the Consolidated Financial Statements in Item 8 of this Annual Report for additional details, including types of expenses incurred and the timing of future expenses and cash payments. See also the Liquidity and Capital Resources section of this Item 7 of this Annual Report.

Restructuring expenses in fiscal year 2011 included ongoing costs related to the decisions from our restructuring activities occurring in the third quarter of fiscal year 2010.

Acquisition-Related Expenses

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Acquisition-related expenses	\$ 215	\$ 536	*
<i>As a percentage of total revenue</i>	—%	—%	

Acquisition-related expenses in fiscal years 2012 and 2011 are transaction-related costs, primarily professional services fees, employee severance and facility closing costs associated with the acquisition of Corticon.

Income from Operations

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Income from operations	\$ 49,440	\$ 101,241	(51)%
<i>As a percentage of total revenue</i>	15%	28%	

Income from operations decreased \$51.8 million in fiscal year 2012 as compared to fiscal year 2011, and decreased as a percentage of total revenue from 28% to 15%. As discussed above, the decrease was primarily the result of lower revenues and higher operating expenses in fiscal year 2012 as compared to fiscal year 2011.

Income from Operations by Segment

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Core segment	\$ 111,276	\$ 161,900	(31)%
<i>As a percentage of total revenue</i>	33%	45%	
Non-Core segment	\$ (27,030)	\$ (32,306)	16%
<i>As a percentage of total revenue</i>	(8)%	(9)%	
Unallocated items	\$ (34,806)	\$ (28,353)	(23)%
<i>As a percentage of total revenue</i>	(10)%	(8)%	

On a segment basis, income from operations of our Core segment decreased \$50.6 million in fiscal year 2012 as compared to fiscal year 2011. The decrease is primarily the result of lower revenues in fiscal year 2012 and the impact of the fiscal year 2010 restructuring efforts to fiscal year 2011 operating expenses. The operating loss of our non-Core segment represents indirect expenses required to operate the non-Core segment, and which are not directly related to any of the product lines within the non-Core segment which would qualify for discontinued operations classification. The decrease in these costs in fiscal year 2012 is the result of costs savings and cost control measures related to the Plan. For an understanding of how our internal measure of segment income from operations is determined, see Note 17 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report.

Other Income (Expense)

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Interest income and other	\$ 2,574	\$ 1,999	29%
Foreign currency loss	(2,378)	(2,518)	6
Total other income (expense), net	\$ 196	\$ (519)	138%
<i>As a percentage of total revenue</i>	<i>— %</i>	<i>— %</i>	

Other income (expense) increased \$0.7 million in fiscal year 2012 as compared to fiscal year 2011. The increase was due to an increase in miscellaneous income and the decreases in foreign currency losses.

Provision for Income Taxes

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Provision for income taxes	\$ 17,032	\$ 34,380	(50)%
<i>As a percentage of total revenue</i>	<i>5 %</i>	<i>10 %</i>	

Our effective tax rate remained flat at 34% in fiscal years 2012 and 2011. Fiscal year 2011 benefited from a reinstatement of the research and development credit in the tax code in December 2010 with a retroactive effective date to January 1, 2010 that allowed us to benefit from the credit in fiscal year 2011 for the period of January to November 2010. Fiscal year 2012 benefited from a reduction in state tax due to a partial release of valuation allowances on state tax credit carryforwards, which will be utilized to offset certain gains on our dispositions, and due to a lower effective tax rate on foreign earnings.

Net Income

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	Percentage Change
Income from continuing operations	\$ 32,604	\$ 66,342	(51)%
Income (loss) from discontinued operations	14,840	(6,713)	321
Net income	\$ 47,444	\$ 59,629	(20)%

Income (loss) from discontinued operations includes the revenues and direct expenses of the product lines included in our non-Core segment, all of which qualify for treatment as discontinued operations at November 30, 2012. In fiscal year 2012, it also includes the gains on sales of our FuseSource and Shadow product lines of \$19.8 million and \$25.3 million, respectively. In addition, we recorded an impairment loss of \$8.6 million related to our Artix, Orbacus and Orbix assets, which are classified as held for sale in our consolidated balance sheet at November 30, 2012. The impairment loss represents the write down of the assets to fair value. See Note 7 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report for additional information related to our discontinued product lines.

Fiscal 2011 Compared to Fiscal 2010

Revenue

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2011	November 30, 2010	As Reported	Constant Currency
Revenue	\$ 360,704	\$ 351,610	3%	—%

Total revenue increased \$9.1 million in fiscal year 2011 as compared to fiscal year 2010, principally due to increased revenue from maintenance. Changes in prices from fiscal year 2011 to fiscal year 2010 did not have a significant impact on our revenue.

License Revenue

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2011	November 30, 2010	As Reported	Constant Currency
License	\$ 125,966	\$ 125,680	—%	(2)%
<i>As a percentage of total revenue</i>	35 %	36 %		

Software license revenue remained relatively stable in fiscal year 2011 as compared to fiscal year 2010. Software license revenue would have decreased by 2% if exchange rates had been constant in fiscal year 2011 as compared to exchange rates in effect in fiscal year 2010. Excluding the impact of changes in exchange rates, software license revenue from direct end-users decreased in fiscal year 2011 as compared to fiscal year 2010, but increased from indirect channels, primarily from OpenEdge application partners.

Maintenance and Services Revenue

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2011	November 30, 2010	As Reported	Constant Currency
Maintenance	\$ 217,372	\$ 209,073	4%	1%
<i>As a percentage of total revenue</i>	60 %	59 %		
Professional services	\$ 17,366	\$ 16,857	3%	—%
<i>As a percentage of total revenue</i>	5 %	5 %		
Total maintenance and services revenue	\$ 234,738	\$ 225,930	4%	1%
<i>As a percentage of total revenue</i>	65 %	64 %		

Maintenance and services revenue increased \$8.8 million in fiscal year 2011 as compared to fiscal year 2010. Maintenance and services revenue would have increased by 1% if exchange rates had been constant in fiscal year 2011 as compared to exchange rates in effect in fiscal year 2010. Excluding the impact of changes in exchange rates, the increase in maintenance and services revenue was primarily the result of an increase in our installed customer base for maintenance renewals. Our maintenance renewal rate in fiscal year 2011 was approximately 90%.

Revenue by Segment

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2011	November 30, 2010	As Reported	Constant Currency
Core segment	\$ 360,704	\$ 351,610	3%	—%
<i>As a percentage of total revenue</i>	<i>100 %</i>	<i>100 %</i>		
Non-Core segment	\$ —	\$ —	—%	—%
<i>As a percentage of total revenue</i>	<i>— %</i>	<i>— %</i>		

Revenue from our Core segment is representative of revenue from our continuing operations, since the results of all non-Core product lines are included in discontinued operations. See discussion of fluctuations in our Core and continuing operations revenue in this Results of Operations section. For an understanding of how our internal measure of segment revenue is determined, see Note 17 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report.

Revenue by Region

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change	
	November 30, 2011	November 30, 2010	As Reported	Constant Currency
North America	\$ 146,572	\$ 142,046	3 %	3 %
<i>As a percentage of total revenue</i>	<i>41 %</i>	<i>40 %</i>		
EMEA	\$ 153,206	\$ 146,643	4 %	— %
<i>As a percentage of total revenue</i>	<i>42 %</i>	<i>42 %</i>		
Latin America	\$ 34,349	\$ 36,302	(5)%	(10)%
<i>As a percentage of total revenue</i>	<i>10 %</i>	<i>10 %</i>		
Asia Pacific	\$ 26,577	\$ 26,619	— %	(10)%
<i>As a percentage of total revenue</i>	<i>7 %</i>	<i>8 %</i>		

Total revenue generated in North America increased \$4.5 million , and total revenue generated outside North America increased \$4.6 million , in fiscal year 2011 as compared to fiscal year 2010 . Total revenue generated in markets outside North America represented 59% of total revenue in fiscal year 2011 compared to 60% of total revenue in fiscal year 2010 . Total revenue generated in markets outside North America would have represented 58% of total revenue if exchange rates had been constant in fiscal year 2011 as compared to the exchange rates in effect in fiscal 2010 .

Cost of Software Licenses

<i>(In thousands)</i>	Fiscal Year Ended		Percentage Change
	November 30, 2011	November 30, 2010	
Cost of software licenses	\$ 5,430	\$ 5,229	4%
<i>As a percentage of software license revenue</i>	<i>4 %</i>	<i>4 %</i>	
<i>As a percentage of total revenue</i>	<i>2 %</i>	<i>1 %</i>	

Cost of software licenses consists primarily of costs of royalties, electronic software distribution costs, duplication and packaging. Cost of software licenses increased \$0.2 million in fiscal year 2011 as compared to fiscal year 2010 , and remained flat as a percentage of software license revenue at 4% . The dollar increase was primarily due to higher royalty expense for products and technologies licensed or resold from third parties due to higher license revenues. Cost of software licenses as a percentage of software license revenue varies from period to period depending upon the relative product mix.

Cost of Maintenance and Services

	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
<i>(In thousands)</i>			
Cost of maintenance and services	\$ 37,238	\$ 30,144	24%
<i>As a percentage of maintenance and services revenue</i>	16 %	13 %	
<i>As a percentage of total revenue</i>	10 %	9 %	

Cost of maintenance and services consists primarily of costs of providing customer support, education and consulting. Cost of maintenance and services increased \$7.1 million in fiscal year 2011 as compared to fiscal year 2010 and increased as a percentage of maintenance and services revenue from 13% to 16%. The total dollar amount of expense in fiscal year 2011 increased due to higher professional services costs associated with increased investment in the infrastructure of our professional services organization and fixed term services contracts with early adopters of the Progress RPM technology.

Amortization of Acquired Intangibles

	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
<i>(In thousands)</i>			
Amortization of acquired intangibles	\$ 2,600	\$ 5,780	(55)%
<i>As a percentage of total revenue</i>	1 %	2 %	

Amortization of acquired intangibles included in costs of revenue primarily represents the amortization of the value assigned to intangible assets for technology obtained in business combinations. Amortization of acquired intangibles decreased \$3.2 million in fiscal year 2011 as compared to fiscal year 2010. The decrease was due to the completion of amortization of certain intangible assets acquired in prior years.

Gross Profit

	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
<i>(In thousands)</i>			
Gross profit	\$ 315,436	\$ 310,457	2%
<i>As a percentage of total revenue</i>	87 %	88 %	

Our gross profit increased \$5.0 million in fiscal year 2011 as compared to fiscal year 2010, and our gross profit as a percentage of total revenue decreased from 88% to 87%. The dollar increase in our gross profit was primarily due to the increase in total revenue and decrease in amortization of acquired intangibles, as discussed above.

Sales and Marketing

	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
<i>(In thousands)</i>			
Sales and marketing	\$ 102,618	\$ 91,974	12%
<i>As a percentage of total revenue</i>	28 %	26 %	

Sales and marketing expenses increased \$10.6 million in fiscal year 2011 as compared to fiscal year 2010, and increased as a percentage of total revenue from 26% to 28%. The increase in sales and marketing expenses was due to higher headcount related expenses, additional marketing programs and costs associated with investments in the field organization in support of the industry vertical and solutions focus in fiscal year 2011.

Product Development

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Product development	\$ 44,876	\$ 50,080	(10)%
<i>As a percentage of total revenue</i>	<i>12 %</i>	<i>14 %</i>	

Product development expenses decreased \$5.2 million in fiscal year 2011 as compared to fiscal year 2010, and decreased as a percentage of revenue from 14% to 12%. The decrease in product development expenses is due to headcount related savings from the restructuring and off-shoring activities that occurred in fiscal year 2010.

General and Administrative

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
General and administrative	\$ 61,816	\$ 51,413	20%
<i>As a percentage of total revenue</i>	<i>17 %</i>	<i>15 %</i>	

General and administrative expenses include the costs of our finance, human resources, legal, information systems and administrative departments. General and administrative expenses increased \$10.4 million in fiscal year 2011 as compared to fiscal year 2010, and increased as a percentage of revenue from 15% to 17%. The increase was primarily due to increased litigation costs and \$7.1 million of employee separation costs related to the amended separation arrangements we entered into with Richard D. Reidy, our former President and Chief Executive Officer, in July 2011. The separation costs included a charge of \$4.6 million of stock-based compensation and \$2.5 million of future cash payments.

Amortization of Acquired Intangibles

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Amortization of acquired intangibles	\$ 966	\$ 2,803	(66)%
<i>As a percentage of total revenue</i>	<i>1 %</i>	<i>1 %</i>	

Amortization of acquired intangibles included in operating expenses primarily represents the amortization of value assigned to intangible assets obtained in business combinations other than assets identified as purchased technology. Amortization of these acquired intangibles decreased \$1.8 million in fiscal year 2011 as compared to fiscal year 2010. The decrease was due to the completion of amortization of certain intangible assets acquired in prior years.

Restructuring Expenses

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Restructuring expenses	\$ 3,383	\$ 22,711	*
<i>As a percentage of total revenue</i>	<i>1 %</i>	<i>6 %</i>	

We incurred restructuring expenses of \$3.4 million in fiscal year 2011 as compared to \$22.7 million in fiscal year 2010. Restructuring expenses in fiscal year 2011 included ongoing costs related to the decisions from our restructuring activities in the third quarter of fiscal year 2010. Restructuring expenses in fiscal year 2010 included employee severance costs, excess facilities costs for unused space and termination costs of automobile leases for terminated employees in connection with the large workforce reductions undertaken in fiscal year 2010.

Acquisition-Related Expenses

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Acquisition-related expenses	\$ 536	\$ —	*
<i>As a percentage of total revenue</i>	— %	— %	

Acquisition-related expenses in fiscal year 2011 are transaction-related costs, primarily professional services fees, employee severance and facility closing costs associated with the acquisition of Corticon.

Income from Operations

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Income from operations	\$ 101,241	\$ 91,476	11%
<i>As a percentage of total revenue</i>	28 %	26 %	

Income from operations increased \$9.8 million in fiscal year 2011 as compared to fiscal year 2010, and increased as a percentage of total revenue from 26% to 28%. The increase in fiscal year 2011 was primarily the result of higher revenue and costs savings associated with our restructuring activities, partially offset by the restructuring charges that occurred in the first and third quarters of fiscal year 2010.

Income from Operations by Segment

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Core segment	\$ 161,900	\$ 173,662	(7)%
<i>As a percentage of total revenue</i>	45 %	49 %	
Non-Core segment	\$ (32,306)	\$ (39,149)	17 %
<i>As a percentage of total revenue</i>	(9)%	(11)%	
Unallocated items	\$ (28,353)	\$ (43,037)	34 %
<i>As a percentage of total revenue</i>	(8)%	(12)%	

On a segment basis, income from operations of our Core segment decreased \$11.8 million in fiscal year 2011 as compared to fiscal year 2010. The decrease is the result of the various programs implemented in fiscal year 2011, which caused expenses to increase as a percentage of revenue, and are partially offset by the savings from the restructuring efforts in fiscal year 2010. The operating loss of our non-Core segment represents indirect expenses required to operate the non-Core segment, and which are not directly related to any of the product lines within the non-Core segment which would qualify for discontinued operations classification. The decrease in these costs in fiscal year 2011 are the result of costs savings from our restructuring efforts in fiscal year 2010. For an understanding of how our internal measure of segment income from operations is determined, see Note 17 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report.

Other (Expense) Income

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Interest income and other	\$ 1,999	\$ 3,132	(36)%
Foreign currency (loss) gain	(2,518)	626	(502)
Total other (expense) income, net	\$ (519)	\$ 3,758	(114)%
<i>As a percentage of total revenue</i>	<i>— %</i>	<i>1 %</i>	

Other (expense) income decreased \$4.3 million in fiscal year 2011 as compared to fiscal year 2010. The income in fiscal year 2010 was primarily attributable to an increase in the value of our foreign currency average rate option contracts, which do not qualify for hedge accounting treatment and are marked-to-market each period, and an insurance settlement gain related to a pre-acquisition matter.

Provision for Income Taxes

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Provision for income taxes	\$ 34,380	\$ 32,666	5%
<i>As a percentage of total revenue</i>	<i>10 %</i>	<i>9 %</i>	

Our effective tax rate remained flat at 34% in fiscal years 2011 and 2010. Fiscal year 2010 benefited from a non-recurring change in estimate of our foreign earnings and profits utilized to determine the tax characteristics of certain international cash repatriation, partially offset by resolution of certain of our uncertain tax positions. Fiscal year 2011 benefited from a reinstatement of the research and development credit in the tax code in December 2010 with a retroactive effective date of January 1, 2010 that allowed us to benefit from the credit in fiscal year 2011 for the period of January to November 2010.

Net Income

<i>(In thousands)</i>	Fiscal Year Ended		
	November 30, 2011	November 30, 2010	Percentage Change
Income from continuing operations	\$ 66,342	\$ 62,568	6%
Loss from discontinued operations	(6,713)	(14,470)	54
Net income	\$ 59,629	\$ 48,098	24%

Loss from discontinued operations includes the revenues and direct expenses of the product lines included in our non-Core segment, all of which qualify for treatment as discontinued operations at November 30, 2012. Any gains and losses on the sales of the product lines are recorded in the periods in fiscal year 2012 or the first quarter of fiscal year 2013, in which the sales closed. See Note 7 of the Consolidated Financial Statements appearing in Item 8 this Annual Report for additional information related to our discontinued product lines.

Liquidity and Capital Resources

Cash, Cash Equivalents and Short-Term Investments

<i>(In thousands)</i>	November 30, 2012	November 30, 2011
Cash and cash equivalents	\$ 301,792	\$ 161,095
Short-term investments	53,425	100,321
Total cash, cash equivalents and short-term investments	<u>\$ 355,217</u>	<u>\$ 261,416</u>

The increase in cash, cash equivalents and short-term investments of \$93.8 million since the end of fiscal year 2011 was primarily due to cash generated from operations, proceeds from the sales of our FuseSource and Shadow product lines and issuances of common stock upon exercise of stock options. The increase was partially offset by repurchases of our common stock. Except as described below, there are no limitations on our ability to access our cash, cash equivalents and short-term investments.

Cash, cash equivalents and short-term investments held by our foreign subsidiaries was \$138.2 million at November 30, 2012 and 2011. At November 30, 2012, \$33.2 million relates to the net undistributed earnings of our foreign subsidiaries which are considered to be permanently reinvested, and as such, they are not available to fund our domestic operations. If we were to repatriate the earnings, they would be subject to taxation in the U.S., but would be offset by foreign tax credits. We do not believe this has a material impact on our liquidity.

Share Repurchase Program

During the second quarter of fiscal year 2012, as part of the Plan, the Board of Directors authorized a \$350.0 million return of capital to shareholders in the form of a share repurchase through fiscal year 2013. In October 2012, we announced the adoption of a 10b5-1 plan, under the Board of Directors previous authorization, to repurchase up to \$250.0 million of our common stock through June 30, 2013, or earlier. We have repurchased 4.5 million shares of our common stock for \$88.4 million through November 30, 2012 and 7.6 million shares for \$155.3 million through January 22, 2013.

Divestiture of Non-Core Product Lines

As part of the Plan, we announced our intention to divest our ten non-Core product lines before the end of fiscal year 2013. As of November 30, 2012, we have completed the divestiture of two of the product lines for net proceeds of \$46.6 million. We expect proceeds from the sales of the remaining divestitures to be received in the first quarter of fiscal year 2013. Total consideration for the sales of our Actional, DataXtend, ObjectStore, Savvion and Sonic product lines in the first quarter of fiscal year 2013 was \$60.5 million, which is offset by direct transaction costs incurred. Total consideration for the sale of the remaining product lines of Artix, Orbacus and Orbix is expected to be \$15.0 million, which is also partially offset by direct transaction costs incurred.

The cash flows of our continuing and discontinued operations have not been segregated in our statements of cash flows. The divestitures of these product lines will impact our cash flows in future periods, including our operating cash flows, due to the loss of revenue and elimination of direct expenses. We cannot be certain that the impact will be positive, as indirect expenses of these divestitures (e.g. general and administrative costs) will remain in our continuing cash flows until our remaining product lines can absorb those costs or until these costs are otherwise reduced.

Restructuring Activities

In the second quarter of fiscal year 2012, as part of the Plan, our management approved, committed to and initiated certain operational restructuring initiatives to reduce annual costs, including the simplification of our organizational structure and the consolidation of facilities.

The total costs of the restructuring primarily relate to employee costs, including severance, health benefits, outplacement services and transition divestiture incentives, but excluding stock-based compensation. Facilities costs include fees to terminate lease agreements and costs for unused space, net of sublease assumptions. Other costs include costs to terminate automobile leases of employees included in the workforce reduction, asset impairment charges for assets no longer deployed as

part of cost reduction strategies, costs for unused software licenses as part of the workforce reduction and other costs directly associated with the restructuring actions taken.

As part of the 2012 restructuring, we incurred expenses in fiscal year 2012 totaling \$19.0 million, of which \$2.6 million represents excess facilities and other costs and \$16.4 million represents employee severances and related benefits. We expect to incur additional costs through the first half of fiscal year 2013 of approximately \$2.9 million. The total cost of the 2012 restructuring is expected to be approximately \$5.1 million for excess facilities and other costs and approximately \$16.8 million for employee severance and related benefits. As of November 30, 2012, \$7.0 million of the \$19.0 million expensed in fiscal year 2012 remains unpaid. We expect to pay the majority of the remaining liability in the next twelve months, including the additional expenses not yet recorded in the consolidated financial statements.

During the first and third quarters of 2010, we also undertook restructuring activities to improve efficiencies in our operations. As of November 30, 2012, \$0.3 million of the restructuring charges remain unpaid. We expect to pay the remaining liability in fiscal year 2013.

Revolving Credit Facility

On August 15, 2011, we entered into a credit agreement (the "Credit Agreement") for an unsecured credit facility with J.P. Morgan and other lenders that matures on August 15, 2016, at which time all amounts outstanding must be repaid. The credit facility provides for a revolving line of credit in the amount of \$150.0 million, with a sublimit for the issuance of standby letters of credit in a face amount up to \$25.0 million and swing line loans up to \$20.0 million. The credit facility also permits us to increase the revolving line of credit by up to an additional \$75.0 million subject to receiving further commitments from lenders and certain other conditions. We intend to utilize the line of credit for general corporate purposes, including acquisitions, stock repurchases and working capital.

Revolving loans accrue interest at a per annum rate based on our choice of either (i) the LIBOR rate plus a margin ranging from 1.25% to 1.75% or (ii) the base rate plus a margin ranging from 0.25% to 0.75%, both depending on our consolidated leverage ratio. The base rate is defined as the highest of (i) the administrative agent's prime rate (ii) the federal funds rate plus 1/2 of 1.00%, and (iii) the LIBOR rate for a one month interest period plus a margin equal to 1.00%. A quarterly commitment fee on the undrawn portion of the revolving credit facility is required, at a per annum rate ranging from 0.25% to 0.35%, depending on our consolidated leverage ratio. The loan origination fee and issuance costs incurred upon consummation of the Credit Agreement are being amortized through interest expense using the effective interest rate method, over the five-year term of the facility. Other customary fees and letter of credit fees may be charged and will be expensed as they are incurred.

Accrued interest on the loans is payable quarterly in arrears with respect to base rate loans and at the end of each interest rate period (or at each three month interval in the case of loans with interest periods greater than three months) with respect to LIBOR rate loans. We may prepay, terminate or reduce the loan commitments in whole or in part at any time, without premium or penalty, subject to certain conditions and reimbursement of certain costs in the case of LIBOR rate loans.

The Credit Agreement contains customary affirmative and negative covenants, including a requirement to maintain a balance of at least \$100.0 million in cash and cash equivalents while repurchasing shares of our common stock or making other restricted equity-related payments (e.g. cash dividend distributions). We are also required to maintain compliance with a consolidated leverage ratio of no greater than 3.00 to 1.00 and a consolidated interest coverage ratio of at least 3.00 to 1.00. As of November 30, 2012, there were no amounts outstanding under the revolving line and \$0.3 million of letters of credit outstanding. We are in compliance with our covenants by a significant margin.

Auction Rate Securities

In addition to the \$355.2 million of cash, cash equivalents and short-term investments, we had investments with a fair value of \$26.3 million related to auction rate securities (ARS). These ARS are floating rate securities with longer-term maturities that were marketed by financial institutions with auction reset dates at primarily 28 or 35 day intervals to provide short-term liquidity. The remaining contractual maturities of these securities range from 11 to 30 years. The underlying collateral of the ARS consist of municipal bonds, which are insured by monoline insurance companies, and student loans, which are supported by the federal government as part of the Federal Family Education Loan Program (FFELP) and by the monoline insurance companies.

Beginning in February 2008, auctions for these securities began to fail, and the interest rates for these ARS reset to the maximum rate per the applicable investment offering document. As of November 30, 2012, our ARS investments totaled \$30.7 million at par value. These ARS are classified as available-for-sale securities.

For each of the ARS classified as available-for-sales, we evaluated the risks related to the structure, collateral and liquidity of the investment, and forecasted the probability of issuer default, auction failure and a successful auction at par or a redemption at par for each future auction period. The weighted average cash flow for each period was then discounted back to present value for each security. Based on this methodology, we determined that the fair value of our ARS investments is \$26.3 million at November 30, 2012, and we have recorded a temporary impairment charge in accumulated other comprehensive income of \$4.4 million to reduce the value of our available-for-sale ARS investments.

We will not be able to access these remaining funds until a future auction for these ARS is successful, we sell the securities in a secondary market, or they are redeemed by the issuer. As such, these remaining investments currently lack short-term liquidity and are therefore classified as long-term investments on our consolidated balance sheet at November 30, 2012.

Based on our cash and short-term investments balance of \$355.2 million, expected operating cash flows and the availability of funds under our revolving credit facility, we do not anticipate the lack of liquidity associated with these ARS to adversely affect our ability to conduct business and believe we have the ability to hold the affected securities throughout the currently estimated recovery period. Therefore, the impairment on these securities is considered only temporary in nature. If the credit rating of either the security issuer or the third-party insurer underlying the investments deteriorates significantly, we may be required to adjust the carrying value of the ARS through an impairment charge.

Cash Flows from Operating Activities

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
<i>(In thousands)</i>			
Net income	\$ 47,444	\$ 59,629	\$ 48,098
Non-cash reconciling items included in net income	23,561	65,549	65,319
Changes in operating assets and liabilities	33,110	1,116	(17,216)
Net cash flows from operating activities	\$ 104,115	\$ 126,294	\$ 96,201

The decrease in cash generated from operations in fiscal year 2012 as compared to fiscal year 2011 was primarily due to lower profitability, and the increase from fiscal year 2011 to fiscal year 2010 was primarily due to higher profitability.

Our gross accounts receivable as of November 30, 2012 decreased by \$43.8 million from the end of fiscal year 2011, which primarily related to the receivables sold or transferred to assets held for sale as part of the divestitures of our non-Core products lines (see Note 7 to the Consolidated Financial Statements included in Item 8 of this Annual Report). Gross accounts receivable also decreased due to lower days sales outstanding (DSO) and the write-off of receivables that had been previously reserved. DSO in accounts receivable from continuing operations was 70 days at the end of fiscal year 2012. DSO as previously reported was 73 days and 74 days at the end of fiscal years 2011 and 2010, respectively, for our consolidated results prior to discontinued operations. We target a DSO range of 60 to 80 days.

Cash Flows from Investing Activities

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
<i>(In thousands)</i>			
Net investment activity	\$ 55,096	\$ (61,917)	\$ 13,661
Purchases of property and equipment	(7,735)	(17,047)	(9,664)
Payments for acquisitions, net of cash acquired	—	(22,900)	(49,186)
Proceeds from divestitures	46,590	—	—
Other investing activities	189	(433)	26
Net cash flows from investing activities	\$ 94,140	\$ (102,297)	\$ (45,163)

Net cash inflows and outflows of our net investment activity is primarily a result of the timing of our purchases and maturities of securities which are classified as cash equivalents or short-term investments. We purchased \$7.7 million of property and equipment in fiscal year 2012 as compared to \$17.0 million in the fiscal year 2011 and \$9.7 million in fiscal year 2010.

Spending slowed in fiscal year 2012 as we near the implementation of the upgrades to our order management system. Overall purchases consisted primarily of computer equipment and software and building and leasehold improvements.

In fiscal year 2011, we acquired all of the equity interest in Corticon, a privately held business enterprise software company for \$23.0 million. In fiscal year 2010, we acquired Savvion, Inc. (Savvion), a privately-held company, for an aggregate purchase price of \$49.2 million.

In fiscal year 2012, we divested two of our non-Core product lines. The FuseSource product line was sold to Red Hat, Inc. for \$21.3 million in September 2012. The Shadow product line was sold to Rocket Software, Inc. for \$31.9 million in October 2012.

Cash Flows from Financing Activities

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
<i>(In thousands)</i>			
Proceeds from stock-based compensation plans	\$ 29,208	\$ 49,672	\$ 93,670
Repurchases of common stock	(81,316)	(200,009)	(29,336)
Other financing activities	(2,920)	2,349	3,830
Net cash flows from financing activities	\$ (55,028)	\$ (147,988)	\$ 68,164

We received \$29.2 million in fiscal year 2012 from the exercise of stock options and the issuance of shares under our employee stock purchase plan as compared to \$49.7 million in fiscal year 2011 and \$93.7 million in fiscal year 2010. In fiscal year 2012, we repurchased \$81.3 million, net of unsettled trades, of our common stock under our \$350.0 million stock repurchase plan, which was approved by the Board of Directors in April 2012. In fiscal years 2011 and 2010, we repurchased \$200.0 million and \$29.3 million, respectively, of our common stock under a previously announced share repurchase plan, which was completed in fiscal year 2011.

Indemnification Obligations

We include standard intellectual property indemnification provisions in our licensing agreements in the ordinary course of business. Pursuant to our product license agreements, we will indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally business partners or customers, in connection with certain patent, copyright or other intellectual property infringement claims by third parties with respect to our products. Other agreements with our customers provide indemnification for claims relating to property damage or personal injury resulting from the performance of services by us or our subcontractors. Historically, our costs to defend lawsuits or settle claims relating to such indemnity agreements have been insignificant. Accordingly, the estimated fair value of these indemnification provisions is immaterial.

Liquidity Outlook

We believe that existing cash balances, together with funds generated from operations, amounts available under the Credit Agreement and proceeds from our divestitures, will be sufficient to finance our operations and meet our foreseeable cash requirements through at least the next twelve months, and does not contemplate a need for any foreign repatriation of the earnings which we have deemed permanently reinvested. Our foreseeable cash needs include our planned capital expenditures and share repurchases, lease commitments, restructuring obligations and other long-term obligations.

Revenue Backlog

<i>(In thousands)</i>	November 30, 2012	November 30, 2011
Deferred revenue, primarily related to unexpired maintenance and support contracts ⁽¹⁾	\$ 110,391	\$ 152,346
Multi-year licensing arrangements ⁽²⁾	21,554	14,484
Open software license orders received but not shipped ⁽²⁾	11,913	9,355
Total revenue backlog	\$ 143,858	\$ 176,185

- (1) Deferred revenue as of November 30, 2012 excludes the deferred revenue that has been included in net assets sold or is held for sale as part of our non-Core product line divestitures, and includes \$3.6 million of contractual maintenance which has not been invoiced or included on our balance sheet. There is \$26.3 million of deferred revenue included on our balance sheet as liabilities held for sale as of November 30, 2012. The contractual maintenance which has not been invoiced relates to a customer who changed its invoicing schedule and if excluded, amounts would not be comparable to the prior period presented.
- (2) Our backlog of orders not included on the balance sheet is not subject to our normal accounting controls for information that is either reported in or derived from our basic financial statements.

We typically fulfill most of our software license orders within 30 days of acceptance of a purchase order. Assuming all other revenue recognition criteria have been met, we recognize software license revenue upon shipment of the product, or if delivered electronically, when the customer has the right to access the software. Because there are many elements governing when revenue is recognized, including when orders are shipped, credit approval obtained, completion of internal control processes over revenue recognition and other factors, management has some control in determining the period in which certain revenue is recognized. We frequently have open software license orders at the end of a quarter which have not shipped or have otherwise not met all the required criteria for revenue recognition. Although the amount of open software license orders may vary at any time, we generally do not believe that the amount, if any, of such software license orders at the end of a particular quarter is a reliable indicator of future performance. In addition, there is no industry standard for the definition of backlog and there may be an element of estimation in determining the amount. As such, direct comparisons with other companies may be difficult or potentially misleading.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

Contractual Obligations

The following table details our contractual obligations as of November 30, 2012 (in thousands):

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Operating leases	\$ 21,467	\$ 8,045	\$ 8,324	\$ 2,862	\$ 2,236
Unrecognized tax benefits ⁽¹⁾	2,192	—	—	—	—
Total	\$ 23,659	\$ 8,045	\$ 8,324	\$ 2,862	\$ 2,236

- (1) The liability is not subject to fixed payment terms and the amount and timing of payments, if any, which we will make related to this liability are not known. See Note 15 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report for additional information.

Critical Accounting Policies

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements which have been prepared in accordance with GAAP. We make estimates and assumptions in the preparation of our consolidated financial statements that affect the reported amounts of assets and liabilities, revenue and expenses and related disclosures of contingent assets and liabilities. We base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. However, actual results may differ from these estimates.

We have identified the following critical accounting policies that require the use of significant judgments and estimates in the preparation of our consolidated financial statements. This listing is not a comprehensive list of all of our accounting policies.

For further information regarding the application of these and other accounting policies, see Note 1 of the Consolidated Financial Statements appearing in Item 8 of this Annual Report.

Revenue Recognition

We derive our revenue from software licenses and maintenance and services. Our revenue arrangements generally contain multiple elements. The primary judgments used in evaluating revenue recognized in each period involve: determining whether collection is probable, assessing whether the fee is fixed or determinable, and determining the fair value of the maintenance and services elements included in multiple-element software arrangements. Our revenue recognition policy is significant because revenue is a key component affecting results of operations. In determining when to recognize revenue from a customer arrangement, we are often required to exercise judgment regarding the application of our accounting policies to a particular arrangement.

In making an assessment of collectability, we consider customer credit-worthiness, a customer's historical payment experience, economic conditions in the customer's industry and geographic location and general economic conditions. In assessing whether the fee is fixed or determinable, we consider the payment terms of the transaction, including transactions that extend beyond our customary payment terms.

We generally use the residual method to recognize revenue from software arrangements that include one or more elements to be delivered at a future date when evidence of fair value of all undelivered elements exists. Vendor-specific objective evidence (VSOE) of fair value of maintenance and services is determined based on our recent pricing for those services when sold separately, or based on a substantive maintenance renewal clause within a customer contract. We consider maintenance rates in excess of 12% of license value to be substantive based on our analysis of the cost to provide post-contract support. Substantially all license arrangements indicate the renewal rate for which customers may, at their option, renew their maintenance agreement. We review services sold separately on a periodic basis and update, when appropriate, our VSOE of fair value for such maintenance and services to ensure that it reflects our recent pricing experience.

Such judgments can materially impact the amount of revenue that we record in a given period. While we follow specific and detailed rules and guidelines related to revenue recognition, we make and use significant management judgments and estimates in connection with the revenue recognized in any reporting period, particularly in the areas described above. If management made different estimates or judgments, material differences in the timing of the recognition of revenue could occur.

Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of customers to make required payments. We establish this allowance using estimates that we make based on factors such as the composition of the accounts receivable aging, historical bad debts, changes in payment patterns, changes to customer creditworthiness and current economic trends. Historically, our actual losses have been consistent with the allowances recorded. However, if we used different estimates, or if the financial condition of customers were to deteriorate, resulting in an impairment of their ability to make payments, we would require additional provisions for doubtful accounts that would increase bad debt expense.

Goodwill and Intangible Asset Impairment

We have goodwill and net intangible assets of \$231.2 million at November 30, 2012. We assess the impairment of goodwill on an annual basis and whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. We assess our amortizing intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable.

We would record an impairment charge if such an assessment were to indicate that the fair value of such assets was less than the carrying value. When we evaluate potential impairments outside of our annual measurement date, judgment is required in determining whether an event has occurred that may impair the value of goodwill or intangible assets. Factors that could indicate that an impairment may exist include significant underperformance relative to plan or long-term projections, significant changes in business strategy, significant negative industry or economic trends or a significant decline in our stock price or in the value of one of our reporting units for a sustained period of time. We utilize either discounted cash flow models or other valuation models, such as comparative transactions and market multiples, to determine the fair value of our reporting units. We must make assumptions about future cash flows, future operating plans, discount rates, comparable companies, market multiples, purchase price premiums and other factors in those models. Different assumptions and judgment determinations could yield different conclusions that would result in an impairment charge to income in the period that such change or determination was made.

The determination of reporting units also requires management judgment. We consider whether a reporting unit exists within a reportable segment based on the availability of discrete financial information that is regularly reviewed by segment management.

During the second quarter of fiscal year 2012, as a result of continued declines in the performance of certain of our old reporting units and in connection with the announcement of the Plan, we determined an impairment triggering event occurred that required us to perform an interim goodwill impairment test. The test indicated that our old reporting units had an estimated fair value that was in excess of their carrying values. However, the difference between the carrying value and fair value of our old Enterprise Business Solutions reporting unit had decreased since the December 15, 2011 annual test as a result of updates to our internal forecasts and projected cash flows.

During the third quarter of fiscal year 2012, in furtherance of the Plan, we changed the structure of our internal organization and the way we manage our business. As a result, our reportable segment information has been restated to reflect the current structure. Our evaluation of reporting units has also been reassessed and changed to reflect the current structure and operations. Under our new structure, our reportable segments are also our reporting units for goodwill impairment testing purposes. We have not aggregated any reporting units. During the third quarter of fiscal year 2012, we reassigned goodwill to the new reporting units and reportable segments based on the relative fair values of the reporting units.

In connection with the reassignment of goodwill to our new reporting units, we determined an impairment triggering event occurred that required us to perform an interim goodwill impairment test. We performed the test for both our old and new reporting units to ensure no impairment existed prior to the reassignment of goodwill or resulted after the reassignment of goodwill. The tests indicated that our reporting units under our old and new structures had estimated fair values that were in excess of their carrying values, and thus, no impairment was present. The fair values of our reporting units under our new segment structure are substantially in excess of their carrying values. As the organization continues to evolve under the Plan, we may have a change in reporting units in future periods, which could trigger additional interim impairment tests.

At the time of our filing of this Annual Report on Form 10-K, we have completed our annual goodwill impairment test for fiscal year 2013. At the testing date, the only goodwill remaining was that of our Core segment and reporting unit. The test indicated the reporting unit had an estimated fair value that was substantially in excess of the carrying value.

Income Tax Accounting

We have a net deferred tax asset of \$41.8 million at November 30, 2012. We record valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized. We consider scheduled reversals of temporary differences, projected future taxable income, ongoing tax planning strategies and other matters in assessing the need for and the amount of a valuation allowance. If we were to change our assumptions or otherwise determine that we were unable to realize all or part of our net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period that such change or determination was made.

Management judgment is also required in evaluating whether a tax position taken or expected to be taken in a tax return, based on the weight of available evidence, indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. Management judgment is also required in measuring the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. If management made different estimates or judgments, material differences in the amount accrued for uncertain tax positions would occur.

Stock-Based Compensation

We recognize stock-based compensation based on the fair value of stock-based awards measured at the date of grant. Stock-based compensation is recognized over the requisite service period, which is generally the vesting period of the award, and is adjusted each period for anticipated forfeitures.

We estimate the fair value of each stock-based award on the measurement date using either the current market price or the Black-Scholes option valuation model. The Black-Scholes option valuation model incorporates assumptions as to the expected stock price volatility, the expected term of the option, a risk-free interest rate and a dividend yield. The expected volatility is based on the historical volatility of our stock price. The expected term is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free interest rate is based on the yield of zero-coupon U.S. Treasury securities for the period that is commensurate with the expected option term at the time of grant. The expected

dividend yield is based on our historical behavior and future expectations of dividend declarations. Many of these assumptions are highly subjective and require the exercise of management judgment. If management made different estimates or judgments, material differences in the amount of stock-based compensation may occur.

Investments in Debt Securities

We have approximately \$26.3 million at fair value (par value of \$30.7 million) in investments related to ARS, all of which are classified as noncurrent at November 30, 2012. For each of our ARS, we evaluate the risks related to the structure, collateral and liquidity of the investment, and forecast the probability of issuer default, auction failure and a successful auction at par, or a redemption at par, for each future auction period. Based on the results of this assessment, we record either a mark-to-market adjustment in accumulated other comprehensive income or an other-than-temporary impairment charge in other income in our consolidated statements of income. If we use different assumptions or the credit rating of either the security issuer or the third-party insurer underlying the investments deteriorates, we may be required to adjust the carrying value of our available-for-sale ARS through an other-than-temporary impairment charge in current period earnings.

Restructuring Charges

We periodically record restructuring charges resulting from restructuring our operations (including consolidations and/or relocations of operations), changes to our strategic plan, or managerial responses to declines in demand, increasing costs, or other market factors. The determination of restructuring charges requires management judgment and may include costs related to employee benefits, such as costs of severance and termination benefits, and estimates of costs for future lease commitments on excess facilities, net of estimated future sublease income. In determining the amount of the facilities charge, we are required to estimate such factors as future vacancy rates, the time required to sublet properties and sublease rates. These estimates are reviewed quarterly based on known real estate market conditions and the credit-worthiness of subtenants, and may result in revisions to established facility reserves.

Business Combinations

We allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The estimates used to value the net assets acquired are based in part on historical experience and information obtained from the management of the acquired company. We generally value the identifiable intangible assets acquired using a discounted cash flow model. The significant estimates used in valuing certain of the intangible assets include, but are not limited to: future expected cash flows of the asset, discount rates to determine the present value of the future cash flows, attrition rates of customers, and expected technology life cycles. We also estimate the useful lives of the intangible assets based on the expected period over which we anticipate generating economic benefit from the asset.

Our estimates of fair value are based on assumptions believed to be reasonable at that time. If management made different estimates or judgments, material differences in the fair values of the net assets acquired may result.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-08, *Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment* (ASU 2011-08), to allow entities to use a qualitative approach to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If after performing the qualitative assessment an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step goodwill impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step goodwill impairment test. ASU 2011-08 is effective for us in fiscal year 2013. We adopted ASU 2011-08 for our fiscal year 2013 annual impairment test, which occurs in our first quarter and was completed prior to the filing of this Annual Report. The adoption did not have any impact on our financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220) – Presentation of Comprehensive Income* (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* in ASU 2011-05 (ASU 2011-12), which defers the effective date of only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. ASU 2011-05 is effective for us in our

first quarter of fiscal year 2013 and should be applied retrospectively. The adoption of ASU 2011-05 and ASU 2011-12 is not anticipated to have any impact on our financial position, results of operations or cash flows.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820) — Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. We adopted ASU 2011-04 in our second quarter of fiscal year 2012 and have applied the provisions prospectively. The adoption of ASU 2011-04 did not have any impact on our financial position, results of operations or cash flows, but increased the disclosures included in the notes to the consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to a variety of risks, including changes in interest rates affecting the return on our investments and foreign currency fluctuations. We have established policies and procedures to manage our exposure to fluctuations in interest rates and foreign currency exchange rates.

Exposure to market rate risk for changes in interest rates relates to our investment portfolio. We have not used derivative financial instruments in our investment portfolio. We place our investments with high-quality issuers and have policies limiting, among other things, the amount of credit exposure to any one issuer. We seek to limit default risk by purchasing only investment-grade securities. Our investments have an average remaining maturity of less than two years or interest-rate resets of less than 60 days and are primarily fixed-rate instruments. In addition, we have classified the majority of our debt securities as available-for-sale. The available-for-sale classification reduces the consolidated statements of income exposure to interest rate risk if such investments are held until their maturity date because changes in fair value due to market changes in interest rates are recorded on the consolidated balance sheet in accumulated other comprehensive income. Based on a hypothetical 10% adverse movement in interest rates, the potential losses in future earnings, fair value of risk-sensitive instruments and cash flows are immaterial. Additionally, see further discussion regarding market risks with our investments in auction rate securities under Liquidity and Capital Resources in Item 7 of this Annual Report.

We generally use foreign currency option contracts that are not designated as hedging instruments to hedge economically a portion of forecasted international cash flows for up to one year in the future. Principal currencies hedged include the euro, British pound, Brazilian real, Japanese yen and Australian dollar. We do not enter into derivative instruments for speculative purposes. During fiscal year 2012, we did not hold any foreign currency option contracts.

We also use forward contracts that are not designated as hedging instruments to hedge economically the impact of the variability in exchange rates on accounts receivable and collections denominated in certain foreign currencies. We generally do not hedge the net assets of our international subsidiaries. All forward contracts are recorded at fair value in other current assets on the consolidated balance sheets at the end of each reporting period and expire within 90 days. In fiscal year 2012, realized and unrealized losses of \$0.2 million from our forward contracts were recognized in other income in the consolidated statement of income. These losses were substantially offset by realized and unrealized gains on the offsetting positions.

Foreign currency translation exposure from a 10% movement of currency exchange rates would have a material impact on our reported revenue and net income. Based on a hypothetical 10% adverse movement in all foreign currency exchange rates, our revenue would be adversely affected by approximately 5% and our net income would be adversely affected by approximately 10% (excluding any offsetting positive impact from our ongoing hedging programs), although the actual effects may differ materially from the hypothetical analysis.

The table below details outstanding foreign currency forward and option contracts at November 30, 2012 and 2011 where the notional amount is determined using contract exchange rates (in thousands):

	November 30, 2012		November 30, 2011	
	Notional Value	Fair Value	Notional Value	Fair Value
Forward contracts to sell U.S. dollars	\$ 6,453	\$ 4	\$ 2,180	\$ (54)
Forward contracts to purchase U.S. dollars	31,465	(190)	36,275	106
Total	\$ 37,918	\$ (186)	\$ 38,455	\$ 52

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Progress Software Corporation
Bedford, Massachusetts

We have audited the accompanying consolidated balance sheets of Progress Software Corporation and subsidiaries (the "Company") as of November 30, 2012 and 2011, and the related consolidated statements of income, shareholders' equity and comprehensive income and cash flows for each of the three years in the period ended November 30, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Progress Software Corporation and subsidiaries as of November 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended November 30, 2012, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 7 to the financial statements, the Company is divesting the product lines within its non-core segment. The operating results as well as any gains or losses on sales are included in income (loss) from discontinued operations, net in the accompanying financial statements.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of November 30, 2012, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated January 29, 2013 expressed an adverse opinion on the Company's internal control over financial reporting because of a material weakness.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
January 29, 2013

Consolidated Financial Statements

Consolidated Balance Sheets

<i>(In thousands, except share data)</i>	November 30, 2012	November 30, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 301,792	\$ 161,095
Short-term investments	53,425	100,321
Total cash, cash equivalents and short-term investments	355,217	261,416
Accounts receivable (less allowances of \$3,024 in 2012 and \$6,683 in 2011)	70,793	110,927
Other current assets	16,478	22,110
Deferred tax assets	16,301	13,458
Assets held for sale	68,029	—
Total current assets	526,818	407,911
Property and equipment, net	63,071	66,206
Intangible assets, net	5,119	64,408
Goodwill	226,110	256,211
Deferred tax assets	26,565	30,361
Investments in auction rate securities	26,321	33,539
Other assets	10,973	5,627
Total assets	\$ 884,977	\$ 864,263
Liabilities and shareholders' equity		
Current liabilities:		
Current portion of long-term debt	\$ —	\$ 357
Accounts payable	10,477	7,039
Accrued compensation and related taxes	39,105	31,245
Income taxes payable	21,486	6,048
Other accrued liabilities	39,876	35,728
Short-term deferred revenue	103,925	145,727
Liabilities held for sale	25,285	—
Total current liabilities	240,154	226,144
Long-term deferred revenue	2,817	6,619
Deferred tax liabilities	1,032	1,533
Other noncurrent liabilities	2,575	4,857
Commitments and contingencies (Note 10)		
Shareholders' equity:		
Preferred stock, \$.01 par value; authorized, 1,000,000 shares; issued, none	—	—
Common stock, \$.01 par value; authorized, 200,000,000 shares; issued and outstanding, 59,594,961 in 2012 and 61,788,629 in 2011	596	619
Additional paid-in capital	299,737	308,602
Retained earnings	348,830	327,542
Accumulated other comprehensive loss	(10,764)	(11,653)
Total shareholders' equity	638,399	625,110
Total liabilities and shareholders' equity	\$ 884,977	\$ 864,263

See notes to consolidated financial statements.

Consolidated Statements of Income

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
<i>(In thousands, except per share data)</i>			
Revenue:			
Software licenses	\$ 113,270	\$ 125,966	\$ 125,680
Maintenance and services	221,935	234,738	225,930
Total revenue	<u>335,205</u>	<u>360,704</u>	<u>351,610</u>
Costs of revenue:			
Cost of software licenses	6,112	5,430	5,229
Cost of maintenance and services	36,192	37,238	30,144
Amortization of acquired intangibles	1,259	2,600	5,780
Total costs of revenue	<u>43,563</u>	<u>45,268</u>	<u>41,153</u>
Gross profit	<u>291,642</u>	<u>315,436</u>	<u>310,457</u>
Operating expenses:			
Sales and marketing	117,855	102,618	91,974
Product development	53,017	44,876	50,080
General and administrative	62,053	61,816	51,413
Amortization of acquired intangibles	962	966	2,803
Restructuring expenses	8,100	3,383	22,711
Acquisition-related expenses	215	536	—
Total operating expenses	<u>242,202</u>	<u>214,195</u>	<u>218,981</u>
Income from operations	<u>49,440</u>	<u>101,241</u>	<u>91,476</u>
Other income (expense):			
Interest income and other	2,574	1,999	3,132
Foreign currency (loss) gain	(2,378)	(2,518)	626
Total other income (expense), net	<u>196</u>	<u>(519)</u>	<u>3,758</u>
Income from continuing operations before income taxes	<u>49,636</u>	<u>100,722</u>	<u>95,234</u>
Provision for income taxes	<u>17,032</u>	<u>34,380</u>	<u>32,666</u>
Income from continuing operations	<u>32,604</u>	<u>66,342</u>	<u>62,568</u>
Income (loss) from discontinued operations, net	<u>14,840</u>	<u>(6,713)</u>	<u>(14,470)</u>
Net income	<u>\$ 47,444</u>	<u>\$ 59,629</u>	<u>\$ 48,098</u>
Earnings per share:			
Basic:			
Continuing operations	\$ 0.52	\$ 1.01	\$ 0.98
Discontinued operations	0.24	(0.10)	(0.23)
Net income per share	<u>\$ 0.75</u>	<u>\$ 0.91</u>	<u>\$ 0.75</u>
Diluted:			
Continuing operations	\$ 0.51	\$ 0.98	\$ 0.94
Discontinued operations	0.23	(0.10)	(0.22)
Net income per share	<u>\$ 0.74</u>	<u>\$ 0.88</u>	<u>\$ 0.73</u>
Weighted average shares outstanding:			
Basic	62,881	65,705	63,957
Diluted	63,741	67,540	66,212

See notes to consolidated financial statements.

Consolidated Statements of Shareholders' Equity and Comprehensive Income

<i>(in thousands)</i>	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity	Comprehensive Income
	Number of Shares	Amount					
Balance, December 1, 2009	60,906	\$ 609	\$ 246,656	\$ 312,588	\$ (1,986)	\$ 557,867	
Issuance of stock under employee stock purchase plan	604	6	6,203	—	—	6,209	
Exercise of stock options	6,291	63	87,398	—	—	87,461	
Issuance of shares to Board of Directors	24	—	—	—	—	—	
Vesting of restricted stock units	285	3	—	—	—	3	
Withholding tax payments related to net issuance of restricted stock units	(86)	(1)	(1,858)	—	—	(1,859)	
Tax benefit arising from employee stock purchase plan, stock options and restricted share activity	—	—	9,463	—	—	9,463	
Stock-based compensation	—	—	18,121	—	—	18,121	
Treasury stock repurchases and retirements	(1,496)	(15)	(19,045)	(10,277)	—	(29,337)	
Unrealized loss on investments, net of tax of \$294	—	—	—	—	(207)	(207)	\$ (207)
Net income	—	—	—	48,098	—	48,098	48,098
Translation adjustment	—	—	—	—	(5,546)	(5,546)	(5,546)
Balance, November 30, 2010	66,528	665	346,938	350,409	(7,739)	690,273	42,345
Issuance of stock under employee stock purchase plan	594	6	6,838	—	—	6,844	
Exercise of stock options	2,755	28	42,800	—	—	42,828	
Issuance of shares to Board of Directors	31	—	—	—	—	—	
Vesting of restricted stock units	386	4	—	—	—	4	
Withholding tax payments related to net issuance of restricted stock units	(114)	(1)	(2,705)	—	—	(2,706)	
Tax benefit arising from employee stock purchase plan, stock options and restricted share activity	—	—	6,162	—	—	6,162	
Stock-based compensation	—	—	25,999	—	—	25,999	
Treasury stock repurchases and retirements	(8,391)	(84)	(117,429)	(82,496)	—	(200,009)	
Unrealized gain on investments, net of tax of \$76	—	—	—	—	354	354	354
Net income	—	—	—	59,629	—	59,629	59,629
Translation adjustment	—	—	—	—	(4,268)	(4,268)	(4,268)
Balance, November 30, 2011	61,789	618	308,603	327,542	(11,653)	625,110	55,715

Issuance of stock under employee stock purchase plan	376	4	5,650	—	—	5,654	
Exercise of stock options	1,488	15	23,420	—	—	23,435	
Vesting of restricted stock units	625	6	—	—	—	6	
Withholding tax payments related to net issuance of restricted stock units	(189)	(2)	(4,153)	—	—	(4,155)	
Tax benefit arising from employee stock purchase plan, stock options and restricted share activity	—	—	167	—	—	167	
Stock-based compensation	—	—	28,233	—	—	28,233	
Treasury stock repurchases and retirements	(4,494)	(45)	(62,183)	(26,156)	—	(88,384)	
Unrealized gain on investments, net of tax of \$527	—	—	—	—	1,527	1,527	1,527
Net income	—	—	—	47,444	—	47,444	47,444
Translation adjustment	—	—	—	—	(638)	(638)	(638)
Balance, November 30, 2012	<u>59,595</u>	<u>\$ 596</u>	<u>\$ 299,737</u>	<u>\$ 348,830</u>	<u>\$ (10,764)</u>	<u>\$ 638,399</u>	<u>\$ 48,333</u>

See notes to consolidated financial statements.

Consolidated Statements of Cash Flows

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
<i>(In thousands)</i>			
Cash flows from operating activities:			
Net income	\$ 47,444	\$ 59,629	\$ 48,098
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and equipment	9,305	8,832	10,859
Amortization of acquired intangibles and other	21,660	26,246	30,558
Stock-based compensation	28,233	25,999	18,121
Gain on sale of dispositions	(45,105)	—	—
Impairment loss on assets held for sale	8,601	—	—
Loss on sale of auction rate security	270	—	—
Loss on disposal of property and equipment	—	114	—
Asset impairment	898	—	—
Deferred income taxes	(22)	2,468	3,762
Tax benefit from stock plans	171	6,165	9,465
Excess tax benefits from stock plans	(1,590)	(6,238)	(6,046)
Allowances for accounts receivable	1,140	1,963	(1,400)
Changes in operating assets and liabilities:			
Accounts receivable	14,373	8,053	(18,971)
Other assets	1,547	2,709	(3,159)
Accounts payable and accrued liabilities	7,484	(24,679)	12,469
Income taxes payable and uncertain tax positions	17,617	9,640	(6,632)
Deferred revenue	(7,911)	5,393	(923)
Net cash flows from operating activities	104,115	126,294	96,201
Cash flows from investing activities:			
Purchases of investments	(27,924)	(152,658)	(38,632)
Sales and maturities of investments	74,065	84,441	33,318
Redemptions and sales of auction rate securities - available-for-sale	8,955	6,300	1,235
Redemptions of auction rate securities - trading	—	—	17,740
Purchases of property and equipment	(7,735)	(17,047)	(9,664)
Payments for acquisitions, net of cash acquired	—	(22,900)	(49,186)
Proceeds from divestitures, net	46,590	—	—
Decrease (increase) in other noncurrent assets	189	(433)	26
Net cash flows from investing activities	94,140	(102,297)	(45,163)
Cash flows from financing activities:			
Proceeds from stock-based compensation plans	29,208	49,672	93,670
Purchase of common stock related to withholding taxes from issuance of restricted stock units	(4,153)	(2,706)	(1,858)
Repurchase of common stock	(81,316)	(200,009)	(29,336)
Excess tax benefit from stock plans	1,590	6,238	6,046
Payment of long-term debt	(357)	(388)	(358)
Payment of issuance costs for line of credit	—	(795)	—
Net cash flows from financing activities	(55,028)	(147,988)	68,164
Effect of exchange rate changes on cash	(2,530)	(1,473)	(8,516)
Net increase (decrease) in cash and equivalents	140,697	(125,464)	110,686
Cash and equivalents, beginning of year	161,095	286,559	175,873
Cash and equivalents, end of year	\$ 301,792	\$ 161,095	\$ 286,559

Supplemental disclosure:

Cash paid for income taxes, net of refunds of \$1,987 in 2012, \$9,183 in 2011 and \$2,127 in 2010	\$	15,337	\$	9,545	\$	15,911
Non-cash financing activity:						
Total fair value of restricted stock awards, restricted stock units and deferred stock units on date vested	\$	13,886	\$	9,160	\$	6,333
Unsettled repurchases of common stock	\$	7,068	\$	—	\$	—

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Note 1: Nature of Business and Summary of Significant Accounting Policies

The Company

We are a global software company that simplifies and enables the development, deployment and management of business applications on-premise or on any Cloud, on any platform and on any device with minimal IT complexity and low total cost of ownership. Our products are generally sold as perpetual licenses, but certain products and business activities also use term or subscription licensing models. We also provide product maintenance, consulting, training, and customer support services.

During the second quarter of fiscal year 2012, we announced a new strategic plan (the "Plan"). Under the Plan, we have begun to combine our OpenEdge, DataDirect and Decision Analytics (comprised of Apama, Corticon and the Progress Control Tower) product lines (the "Core" product lines) into a single, cohesive offering. Under the Plan, we have also largely completed the process of divesting our ten non-Core product lines: Actional, Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic.

Accounting Principles

We prepare our consolidated financial statements and accompanying notes in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Basis of Consolidation

The consolidated financial statements include our accounts and those of our subsidiaries (all of which are wholly-owned). We eliminate all intercompany balances and transactions.

Foreign Currency Translation

The functional currency of most of our foreign subsidiaries is the local currency in which the subsidiary operates. For foreign operations where the local currency is considered to be the functional currency, we translate assets and liabilities into U.S. dollars at the exchange rate on the balance sheet date. We translate income and expense items at average rates of exchange prevailing during each period. We accumulate translation adjustments in accumulated other comprehensive loss, a component of shareholders' equity.

For foreign operations where the U.S. dollar is considered to be the functional currency, we translate monetary assets and liabilities into U.S. dollars at the exchange rate on the balance sheet date. We re-measure non-monetary assets and liabilities into U.S. dollars at historical exchange rates. We translate income and expense items at average rates of exchange prevailing during each period. We recognize translation adjustments currently as a component of foreign currency (loss) gain in the statements of income.

Immaterial Correction of Prior Period Amounts

In the third quarter of fiscal 2012, in connection with the filing of our Federal income tax return, we undertook a review of our income taxes payable. As part of the review, we identified errors relating to prior fiscal year financial statements. The errors relate to improper entries to income taxes payable as part of accounting for uncertain tax positions, purchase accounting, accounting for deferred tax assets and return to provision adjustments and had the cumulative impact of overstating income taxes payable, goodwill, deferred tax assets and the provision for income taxes in prior periods.

The errors are immaterial to all annual and quarterly periods previously presented. However, because the cumulative impact of the errors would have been significant to the current period consolidated statement of income if corrected in the current period, we have corrected the prior period financial statements to reflect the corrections in the periods they occurred (see "Adjustment" column in the tables below).

The effect of the corrections to the consolidated balance sheet as of November 30, 2011, is as follows (in thousands):

	As Previously Reported	Impact of Purchase Accounting Measurement Period Adjustments	Adjustment	As Corrected
Assets:				
Other current assets	\$ 21,143	—	\$ 967	\$ 22,110
Deferred tax assets	14,291	—	(833)	13,458
Total current assets	407,777	—	134	407,911
Goodwill	263,239	(5,415)	(1,613)	256,211
Total assets	865,310	432	(1,479)	864,263
Liabilities and shareholders' equity:				
Income taxes payable	11,412	—	(5,364)	6,048
Total current liabilities	231,508	—	(5,364)	226,144
Other noncurrent liabilities	3,350	432	1,075	4,857
Retained earnings	326,135	—	1,407	327,542
Accumulated other comprehensive loss	(13,056)	—	1,403	(11,653)
Total shareholders' equity	622,300	—	2,810	625,110
Total liabilities and shareholders' equity	865,310	432	(1,479)	864,263

The effect of the corrections to the consolidated statement of income for the year ended November 30, 2011, is as follows (in thousands, except per share data; per share data may not foot due to rounding):

	As Previously Reported	Impact of Discontinued Operations	Adjustment	As Corrected
Provision for income taxes	\$ 28,943	\$ 6,305	\$ (868)	\$ 34,380
Income from continuing operations	—	65,474	868	66,342
Net income	58,761	—	868	59,629
Earnings per share:				
Basic:				
Continuing operations	—	1.00	0.01	1.01
Net income per share	0.89	—	0.01	0.91
Diluted:				
Continuing operations	—	0.97	0.01	0.98
Net income per share	0.87	—	0.01	0.88

The effect of the corrections to the consolidated statement of income for the year ended November 30, 2010, is as follows (in thousands, except per share data; per share data may not foot due to rounding):

	As Previously Reported	Impact of Discontinued Operations	Adjustment	As Corrected
Provision for income taxes	\$ 22,857	\$ 9,565	\$ 244	\$ 32,666
Income from continuing operations	—	62,812	(244)	62,568
Loss from discontinued operations	—	(14,241)	(229)	(14,470)
Net income	48,571	—	(473)	48,098
Earnings per share:				
Basic:				
Continuing operations	—	0.98	—	0.98
Discontinued operations	—	(0.22)	—	(0.23)
Net income per share	0.76	—	(0.01)	0.75
Diluted:				
Continuing operations	—	0.95	—	0.94
Discontinued operations	—	(0.22)	—	(0.22)
Net income per share	0.73	—	(0.01)	0.73

The effect of the corrections to the consolidated statements of shareholders' equity for the years ended November 30, 2011 and 2010, is as follows (in thousands):

	Fiscal Year Ended 2011			Fiscal Year Ended 2010		
	As Previously Reported	Adjustment	As Corrected	As Previously Reported	Adjustment	As Corrected
Total stockholders' equity, beginning of period	\$ 688,331	\$ 1,942	\$ 690,273	\$ 555,452	\$ 2,415	\$ 557,867
Retained earnings:						
Retained earnings, beginning of year	349,870	539	350,409	311,576	1,012	312,588
Net income	58,761	868	59,629	48,571	(473)	48,098
Retained earnings, end of year	326,135	1,407	327,542	349,870	539	350,409
Accumulated other comprehensive loss:						
Accumulated other comprehensive loss, beginning of year	(9,142)	1,403	(7,739)	(3,389)	1,403	(1,986)
Accumulated other comprehensive loss, end of year	(13,056)	1,403	(11,653)	(9,142)	1,403	(7,739)
Total stockholders' equity, end of period	622,300	2,810	625,110	688,331	1,942	690,273

The effect of the corrections to the consolidated statements of cash flows for the years ended November 30, 2011 and 2010, is as follows (in thousands):

	Fiscal Year Ended 2011			Fiscal Year Ended 2010		
	As Previously Reported	Adjustment	As Corrected	As Previously Reported	Adjustment	As Corrected
Cash flows from operating activities:						
Net income	\$ 58,761	\$ 868	\$ 59,629	\$ 48,571	\$ (473)	\$ 48,098
Adjustments to reconcile net income to net cash provided by operating activities:						
Deferred income taxes	1,869	599	2,468	4,004	(242)	3,762
Changes in operating assets and liabilities:						
Income taxes payable and uncertain tax positions	11,107	(1,467)	9,640	(7,347)	715	(6,632)

Cash Equivalents and Investments

Cash equivalents include short-term, highly liquid investments purchased with remaining maturities of three months or less. We classify investments, which consist of auction rate securities (ARS), state and municipal bond obligations, U.S. government securities, certificates of deposit and corporate bonds and notes, as investments available-for-sale, which are stated at fair value. We include aggregate unrealized holding gains and losses, net of taxes, on available-for-sale securities as a component of accumulated other comprehensive loss in shareholders' equity. We classify investments in mutual funds where the underlying securities are predominantly Brazilian government bonds as trading securities, which are stated at fair value. We include realized and unrealized gains and losses on trading securities in other (expense) income on the consolidated statements of income.

During fiscal year 2011, we determined certain highly-liquid bond obligations and Brazilian mutual funds, which had previously been classified as cash equivalents, did not meet the definition of a cash equivalent. At November 30, 2011 we have classified these securities as short-term investments. At November 30, 2010, \$9.0 million was classified as cash equivalents but should have been classified as short-term investments. This amount was also reflected in our cash and equivalents balance in our consolidated statements of cash flows for the year ended November 30, 2010, but should have been reflected in our cash flows from investing activities. We evaluated the error and do not believe the amount is material to our consolidated financial statements for any prior period. We have not restated our previously issued consolidated financial statements, or revised any prior period amounts within these financial statements as a result of this item.

We monitor our investment portfolio for impairment on a periodic basis. In the event that the carrying value of an investment exceeds its fair value and the decline in value is determined to be other than temporary, an impairment charge is recorded and a new cost basis for the investment is established.

Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of customers to make required payments. We establish this allowance using estimates that we make based on factors such as the composition of the accounts receivable aging, historical bad debts, changes in payment patterns, changes to customer creditworthiness and current economic trends.

A summary of activity in the allowances for doubtful accounts is as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Beginning balance	\$ 6,683	\$ 4,980	\$ 7,650
Charge (benefit) to costs and expenses	1,140	1,963	(1,400)
Write-offs and other	(5,094)	(117)	(981)
Translation adjustments	295	(143)	(289)
Ending balance	\$ 3,024	\$ 6,683	\$ 4,980

In fiscal year 2012, we wrote-off significantly aged receivables which had been previously allowed for. Our net accounts receivable balance and bad debt expense were not impacted, but our gross accounts receivable and allowance for doubtful accounts balances decreased.

Concentrations of Credit Risk

Our financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents, investments, derivative instruments and trade receivables. We have cash investment policies which, among other things, limit investments to investment-grade securities. We hold our cash and cash equivalents, investments and derivative instrument contracts with high quality financial institutions and we monitor the credit ratings of those institutions. We perform ongoing credit evaluations of our customers, and the risk with respect to trade receivables is further mitigated by the diversity, both by geography and by industry, of the customer base. No single customer represented more than 10% of consolidated accounts receivable or revenue in fiscal years 2012, 2011 or 2010.

Fair Value of Financial Instruments

The carrying amount of our cash and cash equivalents, accounts receivable and accounts payable approximates fair value due to the short-term nature of these items. We base the fair value of short-term investments on quoted market prices at the balance sheet date. The fair value of ARS is based on a valuation methodology utilizing discounted cash flow models (Note 2) due to the absence of quoted market prices. We measure and record derivative financial instruments at fair value (Note 3). We elect fair value measurement for certain financial assets on a case-by-case basis.

Derivative Instruments

We record all derivatives, whether designated in hedging relationships or not, on the consolidated balance sheets at fair value. We use derivative instruments to manage exposures to fluctuations in the value of foreign currencies, which exist as part of our ongoing business operations. Certain assets and forecasted transactions are exposed to foreign currency risk. Our objective for holding derivatives is to eliminate or reduce the impact of these exposures. We periodically monitor our foreign currency exposures to enhance the overall economical effectiveness of our foreign currency hedge positions. Principal currencies hedged include the euro, British pound, Brazilian real, Japanese yen and Australian dollar. We do not enter into derivative instruments for speculative purposes, nor do we hold or issue any derivative instruments for trading purposes.

We enter into certain derivative instruments that do not qualify for hedge accounting and are not designated as hedges. Although these derivatives do not qualify for hedge accounting, we believe that such instruments are closely correlated with the underlying exposure, thus managing the associated risk. The gains or losses from changes in the fair value of such derivative instruments that are not accounted for as hedges are recognized in earnings in other income (expense) in the consolidated statements of income.

Property and Equipment

We record property and equipment at cost. We record property and equipment purchased in business combinations at fair values which are then treated as the cost. We provide for depreciation and amortization on the straight-line method over the estimated useful lives of the related assets or the remaining initial or current terms of leases, whichever is shorter. Useful lives by major asset class are as follows: computer equipment and software, three to seven years; buildings and improvements, five to thirty-nine years; and furniture and fixtures, five to seven years.

Goodwill, Intangible Assets and Long-Lived Assets

Goodwill is the amount by which the cost of acquired net assets in a business combination exceeded the fair value of net identifiable assets on the date of purchase. We evaluate goodwill and other intangible assets with indefinite useful lives, if any, for impairment annually on December 15 or on an interim basis when events and circumstances arise that indicate impairment may have occurred. To conduct these impairment tests of goodwill, we compare the fair value of a reporting unit to its carrying value. If the reporting unit's carrying value exceeds its fair value, we record an impairment loss to the extent that the carrying value of goodwill exceeds its implied fair value. We estimate the fair values of our reporting units using discounted cash flow models or other valuation models, such as comparative transactions and market multiples.

We periodically review long-lived assets (primarily property and equipment) and intangible assets with finite lives (purchased technology, capitalized software and customer-related intangibles, which we amortize using the pattern in which the economic benefit will be realized or using the straight-line method if a pattern cannot be reliably determined) for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of those assets are no longer appropriate. We base each impairment test on a comparison of the undiscounted cash flows to the carrying value of the asset. If impairment is indicated, we write down the asset to its estimated fair value based on a discounted cash flow analysis. We recorded no impairment losses in fiscal years 2011 and 2010. In fiscal year 2012 we recorded an impairment loss of \$0.9 million related to assets no longer deployed as part of cost reduction strategies associated with our restructuring action.

Comprehensive Loss

The components of comprehensive loss include, in addition to net income, unrealized gains and losses on investments and foreign currency translation adjustments.

Accumulated other comprehensive loss is comprised of the following components (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Accumulated unrealized losses on investments	\$ (2,581)	\$ (4,108)	\$ (4,462)
Cumulative translation adjustment	(8,183)	(7,545)	(3,277)
Total accumulated comprehensive loss, net of tax	\$ (10,764)	\$ (11,653)	\$ (7,739)

The tax effect on accumulated unrealized losses on investments was \$1.5 million, \$2.0 million and \$2.1 million at November 30, 2012, 2011 and 2010, respectively.

Revenue Recognition

We recognize software license revenue upon shipment of the product or, if delivered electronically, when the customer has the right to access the software, provided that the license fee is fixed or determinable, persuasive evidence of an arrangement exists and collection is probable. We do not license our software with a right of return and generally do not license our software with conditions of acceptance. If an arrangement does contain conditions of acceptance, we defer recognition of the revenue until the acceptance criteria are met or the period of acceptance has passed. If software licenses are sold on a subscription basis, we recognize the license fee ratably over the subscription period. We generally recognize revenue for products distributed through application partners and distributors when sold through to the end-user.

We generally sell our software licenses with maintenance services and, in some cases, also with consulting services. For the undelivered elements, we determine vendor-specific objective evidence (VSOE) of fair value to be the price charged when the undelivered element is sold separately. We determine VSOE for maintenance sold in connection with a software license based on the amount that will be separately charged for the maintenance renewal period. We determine VSOE for consulting services by reference to the amount charged for similar engagements when a software license sale is not involved.

We generally recognize revenue from software licenses sold together with maintenance and/or consulting services upon shipment using the residual method, provided that the above criteria have been met. If VSOE of fair value for the undelivered elements cannot be established, we defer all revenue from the arrangement until the earlier of the point at which such sufficient VSOE does exist or all elements of the arrangement have been delivered, or if the only undelivered element is maintenance.

then we recognize the entire fee ratably over the maintenance period. If payment of the software license fees is dependent upon the performance of consulting services or the consulting services are essential to the functionality of the licensed software, then we recognize both the software license and consulting fees using the completed contract method. We recognize maintenance revenue ratably over the term of the applicable agreement. We generally recognize revenue from services, primarily consulting and customer education, as the related services are performed.

Product Development Costs

We expense product development costs as incurred. We did not capitalize any software development costs related to product development in fiscal years 2012, 2011 or 2010.

Advertising Costs

Advertising costs are expensed as incurred and were \$1.5 million, \$2.9 million and \$2.5 million in fiscal years 2012, 2011 and 2010, respectively.

Warranty Costs

We make periodic provisions for expected warranty costs. Historically, warranty costs have been insignificant.

Stock-Based Compensation

Stock-based compensation expense reflects the fair value of stock-based awards measured at the grant date and recognized over the relevant service period. We estimate the fair value of each stock-based award on the measurement date using either the current market price of the stock or the Black-Scholes option valuation model. The Black-Scholes option valuation model incorporates assumptions as to stock price volatility, the expected life of options, a risk-free interest rate and dividend yield. We recognize stock-based compensation expense on a straight-line basis over the service period of the award, which is generally 4 or 5 years for options, and 3 years for restricted stock units and restricted stock awards.

Restructuring Charges

Our restructuring charges are comprised primarily of costs related to property abandonment, including future lease commitments, net of any sublease income, and associated leasehold improvements; and employee termination costs related to headcount reductions. We recognize and measure restructuring liabilities initially at fair value when the liability is incurred.

Income Taxes

We provide for deferred income taxes resulting from temporary differences between financial and taxable income. We record valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized.

We recognize and measure uncertain tax positions taken or expected to be taken in a tax return utilizing a two-step approach. We first determine if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is that we measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement. We recognize interest and penalties related to uncertain tax positions in our provision for income taxes on our consolidated statements of income.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-08, *Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment* (ASU 2011-08), to allow entities to use a qualitative approach to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If after performing the qualitative assessment an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step goodwill impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step goodwill impairment test. ASU 2011-08 is effective for us in fiscal year 2013. We adopted ASU 2011-08 for our fiscal year 2013 annual impairment test, which occurs in our first quarter and was completed prior to the filing of this Annual Report. The adoption did not have any impact on our financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220) — Presentation of Comprehensive Income* (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* in ASU 2011-05 (ASU 2011-12), which defers the effective date of only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. ASU 2011-05 is effective for us in our first quarter of fiscal year 2013 and should be applied retrospectively. The adoption of ASU 2011-05 and ASU 2011-12 is not anticipated to have any impact on our financial position, results of operations or cash flows.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820) — Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. We adopted ASU 2011-04 in our second quarter of fiscal year 2012 and have applied the provisions prospectively. The adoption of ASU 2011-04 did not have any impact on our financial position, results of operations or cash flows, but increased the disclosures included in the notes to the consolidated financial statements.

Note 2: Cash, Cash Equivalents and Investments

A summary of our cash, cash equivalents and available-for-sale investments at November 30, 2012 is as follows (in thousands):

	Amortized Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
Cash	\$ 176,201	\$ —	\$ —	\$ 176,201
Money market funds	125,591	—	—	125,591
State and municipal bond obligations	50,565	255	(2)	50,818
Auction rate securities – municipal bonds	27,175	—	(3,755)	23,420
Auction rate securities – student loans	3,500	—	(599)	2,901
Corporate bonds	2,608	—	(1)	2,607
Total	\$ 385,640	\$ 255	\$ (4,357)	\$ 381,538

A summary of our cash, cash equivalents and trading and available-for-sale investments at November 30, 2011 is as follows (in thousands):

	Amortized Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
Cash	\$ 134,890	\$ —	\$ —	\$ 134,890
Money market funds	24,220	—	—	24,220
State and municipal bond obligations	84,193	221	(16)	84,398
Brazilian mutual funds	15,346	—	—	15,346
Auction rate securities – municipal bonds	27,200	—	(4,269)	22,931
Auction rate securities – student loans	12,700	—	(2,092)	10,608
Corporate bonds	2,562	—	—	2,562
Total	\$ 301,111	\$ 221	\$ (6,377)	\$ 294,955

Such amounts are classified on our consolidated balance sheets as follows (in thousands):

	November 30, 2012			November 30, 2011		
	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments
Cash	\$ 176,201	\$ —	\$ —	\$ 134,890	\$ —	\$ —
Money market funds	125,591	—	—	24,220	—	—
State and municipal bond obligations	—	50,818	—	1,985	82,413	—
Brazilian mutual funds	—	—	—	—	15,346	—
Auction rate securities – municipal bonds	—	—	23,420	—	—	22,931
Auction rate securities – student loans	—	—	2,901	—	—	10,608
Corporate bonds	—	2,607	—	—	2,562	—
Total	\$ 301,792	\$ 53,425	\$ 26,321	\$ 161,095	\$ 100,321	\$ 33,539

For each of the ARS, we evaluated the risks related to the structure, collateral and liquidity of the investment, and forecasted the probability of issuer default, auction failure and a successful auction at par or a redemption at par for each future auction period. The weighted average cash flow for each period was then discounted back to present value for each security. Based on this methodology, we determined that the fair value of our ARS investments is \$26.3 million and \$33.5 million at November 30, 2012 and 2011, respectively. The temporary impairment recorded in accumulated other comprehensive loss to reduce the value of our available-for-sale ARS investments was \$4.4 million and \$6.4 million at November 30, 2012 and 2011, respectively.

We will not be able to access the funds associated with our ARS investments until a future auction for these ARS is successful, we sell the securities in a secondary market, or they are redeemed by the issuer. As such, these remaining investments currently lack short-term liquidity and are therefore classified as long-term investments on the consolidated balance sheets at November 30, 2012 and 2011.

Based on our cash, cash equivalents and short-term investments balance of \$355.2 million, expected operating cash flows and the availability of funds under our revolving credit facility, we do not anticipate that the lack of liquidity associated with our ARS will adversely affect our ability to conduct business and believe we have the ability to hold the affected securities throughout the currently estimated recovery period. Therefore, the impairment of these securities is considered only temporary in nature. If the credit rating of either the security issuer or the third-party insurer underlying the investments deteriorates significantly, we may be required to adjust the carrying value of the ARS through an other-than-temporary impairment charge to earnings.

The fair value of debt securities by contractual maturity is as follows (in thousands):

	November 30, 2012	November 30, 2011
Due in one year or less ⁽¹⁾	\$ 55,001	\$ 104,620
Due after one year	24,745	31,225
Total	\$ 79,746	\$ 135,845

(1) Includes ARS which are tendered for interest-rate setting purposes periodically throughout the year. Beginning in February 2008, auctions for these securities began to fail, and therefore these investments currently lack short-term liquidity. The remaining contractual maturities of these securities range from 11 to 30 years.

Investments with continuous unrealized losses and their related fair values are as follows at November 30, 2012 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
State and municipal bond obligations	\$ 5,818	\$ (1)	\$ 472	\$ (1)	\$ 6,290	\$ (2)
Auction rate securities – municipal bonds	—	—	23,420	(3,755)	23,420	(3,755)
Auction rate securities – student loans	—	—	2,901	(599)	2,901	(599)
Corporate bonds	2,607	(1)	—	—	2,607	(1)
Total	\$ 8,425	\$ (2)	\$ 26,793	\$ (4,355)	\$ 35,218	\$ (4,357)

Investments with continuous unrealized losses and their related fair values are as follows at November 30, 2011 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
State and municipal bond obligations	\$ 24,585	\$ (16)	\$ —	\$ —	\$ 24,585	\$ (16)
Auction rate securities – municipal bonds	—	—	22,931	(4,269)	22,931	(4,269)
Auction rate securities – student loans	—	—	10,608	(2,092)	10,608	(2,092)
Total	\$ 24,585	\$ (16)	\$ 33,539	\$ (6,361)	\$ 58,124	\$ (6,377)

The unrealized losses associated with state and municipal bond obligations and corporate bonds are attributable to changes in interest rates. The unrealized losses associated with ARS are discussed above. Management does not believe any unrealized losses represent other-than-temporary impairments based on our evaluation of available evidence as of November 30, 2012 .

Note 3: Derivative Instruments

We generally use foreign currency option contracts that are not designated as hedging instruments to hedge economically a portion of forecasted international cash flows for up to one year in the future. All foreign currency option contracts are recorded at fair value in other current assets on the consolidated balance sheets at the end of each reporting period and expire within one year. In fiscal years 2011 and 2010 , mark-to-market (losses) gains of \$(0.5) million and \$3.1 million , respectively, on foreign currency option contracts were recorded in other income (expense) in the consolidated statements of income. We did not hold any option contracts during fiscal year 2012.

We also use forward contracts that are not designated as hedging instruments to hedge economically the impact of the variability in exchange rates on accounts receivable and collections denominated in certain foreign currencies. We generally do not hedge the net assets of our international subsidiaries. All forward contracts are recorded at fair value in other current assets on the consolidated balance sheets at the end of each reporting period and expire within 90 days. In fiscal years 2012 , 2011 and 2010 , realized and unrealized losses of \$0.2 million , \$1.2 million , and \$7.2 million , respectively, from our forward contracts were recognized in other income (expense) in the consolidated statements of income. These losses were substantially offset by realized and unrealized gains on the offsetting positions.

The table below details outstanding foreign currency forward contracts where the notional amount is determined using contract exchange rates (in thousands):

	November 30, 2012		November 30, 2011	
	Notional Value	Fair Value	Notional Value	Fair Value
Forward contracts to sell U.S. dollars	\$ 6,453	\$ 4	\$ 2,180	\$ (54)
Forward contracts to purchase U.S. dollars	31,465	(190)	36,275	106
Total	\$ 37,918	\$ (186)	\$ 38,455	\$ 52

Note 4: Fair Value Measurements

Recurring Fair Value Measurements

The following table details the fair value measurements within the fair value hierarchy of our financial assets at November 30, 2012 (in thousands):

	Total Fair Value	Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Money market funds	\$ 125,591	\$ 125,591	\$ —	\$ —
State and municipal bond obligations	50,818	—	50,818	—
Auction rate securities – municipal bonds	23,420	—	—	23,420
Auction rate securities – student loans	2,901	—	—	2,901
Corporate bonds	2,607	—	2,607	—
Foreign exchange derivatives	(186)	—	(186)	—

The following table details the fair value measurements within the fair value hierarchy of our financial assets at November 30, 2011 (in thousands):

	Total Fair Value	Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Money market funds	\$ 24,220	\$ 24,220	\$ —	\$ —
State and municipal bond obligations	84,398	—	84,398	—
Brazilian mutual funds	15,346	15,346	—	—
Auction rate securities – municipal bonds	22,931	—	—	22,931
Auction rate securities – student loans	10,608	—	—	10,608
Corporate bonds	2,562	—	2,562	—
Foreign exchange derivatives	52	—	52	—

When developing fair value estimates, we maximize the use of observable inputs and minimize the use of unobservable inputs. When available, we use quoted market prices to measure fair value. The valuation technique used to measure fair value for our Level 1 and Level 2 assets is a market approach, using prices and other relevant information generated by market transactions involving identical or comparable assets. If market prices are not available, the fair value measurement is based on models that use primarily market based parameters including yield curves, volatilities, credit ratings and currency rates. In certain cases where market rate assumptions are not available, we are required to make judgments about assumptions market participants would use to estimate the fair value of a financial instrument.

The valuation technique used to measure fair value for our Level 3 assets, which consists of our ARS, is an income approach, where the expected weighted average future cash flows are discounted back to present value for each asset. The significant unobservable inputs used in the fair value measurement of our ARS are the probability of earning the maximum rate until maturity, the probability of principal return prior to maturity, the probability of default, the liquidity risk premium and the

recovery rate in default. Changes in the underlying assumptions used to value the ARS could significantly impact the fair value estimates recorded in the consolidated balance sheets.

The following table reflects the activity for our financial assets measured at fair value using Level 3 inputs for each period presented (in thousands):

	November 30, 2012	November 30, 2011
Balance, beginning of period	\$ 33,539	\$ 39,643
Redemptions and sales	(6,255)	(6,300)
Transfer to Level 2 fair value measurement	(2,700)	—
Realized losses included in earnings	(270)	—
Unrealized gains included in accumulated other comprehensive loss	2,007	196
Balance, end of period	<u>\$ 26,321</u>	<u>\$ 33,539</u>

During the second quarter of fiscal year 2012, we received a redemption notice for one of our ARS at par value. We transferred the ARS to a Level 2 fair value measurement, as the value at the end of the second quarter was based on observable inputs. The ARS was redeemed in the third quarter of fiscal year 2012. During the fourth quarter of fiscal year 2012, we received a notice to tender one of our ARS, which we executed and recorded a realized loss in other income (expense) in the consolidated statement of income.

Nonrecurring Fair Value Measurements

The following table details our nonrecurring fair value measurements during fiscal year 2012 (in thousands):

	Total Fair Value	Fair Value Measurements Using			Total Losses
		Level 1	Level 2	Level 3	
Disposal group	\$ 16,487	\$ —	\$ 16,487	\$ —	\$ 8,601

The disposal group includes the assets and liabilities held for sale of the Artix, Orbacus and Orbix product lines, which has a fair value of \$16.5 million (Note 7). The carrying value of \$25.1 million was written down to fair value, less costs to sell, resulting in a loss of \$8.6 million. The loss was recorded in income (loss) from discontinued operations.

We evaluate all of our assets held for sale using undiscounted cash flow models or other valuation models, such as comparative transactions and market multiples, to determine their fair values. However, a market approach was more heavily used to value the assets held for sale related to the divestitures of our non-Core product lines as part of the Plan. As bid and transaction values become apparent as we move through the marketing and divestiture process, the fair values of the assets held for sale is established. The impairment loss recorded for the Artix, Orbacus and Orbix product lines was primarily based on our expectations of a sale price as compared to our estimation of the net assets to be sold at closing. All other non-Core product lines have been sold at a gain in fiscal year 2012 or the first quarter of fiscal year 2013 (Note 7).

Note 5: Property and Equipment

Property and equipment consists of the following (in thousands):

	November 30, 2012	November 30, 2011
Computer equipment and software	\$ 58,447	\$ 60,797
Land, buildings and leasehold improvements	60,282	58,957
Furniture and fixtures	8,718	9,480
Property and equipment, gross	127,447	129,234
Less accumulated depreciation and amortization	(64,376)	(63,028)
Property and equipment, net	\$ 63,071	\$ 66,206

Note 6: Intangible Assets and Goodwill

Intangible Assets

Intangible assets are comprised of the following significant classes at November 30, 2012 and 2011 (in thousands):

	November 30, 2012			November 30, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Purchased technology	\$ 42,520	\$ (40,066)	\$ 2,454	\$ 138,470	\$ (96,759)	\$ 41,711
Customer-related and other	26,477	(23,812)	2,665	77,609	(54,912)	22,697
Total	\$ 68,997	\$ (63,878)	\$ 5,119	\$ 216,079	\$ (151,671)	\$ 64,408

The decrease in the gross carrying amount of our intangible assets, and associated accumulated amortization and net book value, is due to the divestitures that occurred in fiscal year 2012 and the intangible assets held for sale as of November 30, 2012 (Note 7).

We amortize intangible assets assuming no expected residual value. The weighted average amortization period for all intangible assets is 6.5 years, including 6.4 years for purchased technology and 6.6 years for customer-related and other intangible assets. Amortization expense related to these intangible assets was \$2.2 million, \$3.6 million and \$8.6 million in fiscal years 2012, 2011 and 2010, respectively.

Future amortization expense for intangible assets as of November 30, 2012, is as follows (in thousands):

2013	\$ 2,023
2014	1,245
2015	849
2016	345
2017	345
Thereafter	312
Total	\$ 5,119

Goodwill

Changes in the carrying amount of goodwill for fiscal years 2012 and 2011 , are as follows (in thousands):

	November 30, 2012	November 30, 2011
Balance, beginning of year	\$ 256,211	\$ 236,730
Additions	—	19,427
Disposals	(11,440)	—
Goodwill transferred to assets held for sale	(18,581)	—
Translation adjustments	(80)	54
Balance, end of year	\$ 226,110	\$ 256,211

During the third quarter of fiscal year 2012, in furtherance of the Plan, we changed the structure of our internal organization and the way we manage our business. As a result, our reportable segment information has been restated to reflect the current structure (Note 17). Our evaluation of reporting units was also reassessed and changed to reflect the current structure and operations. During the third quarter of fiscal year 2012, we reassigned goodwill to the new reporting units and reportable segments based on the relative fair values of the reporting units. This resulted in goodwill of \$225.9 million being assigned to our Core segment and \$30.0 million being assigned to our non-Core segment. As of November 30, 2012 , all of the remaining goodwill is attributed to our Core segment. Changes in goodwill of our Core segment are the result of translation adjustments. Changes in goodwill of our non-Core segment are the result of the disposals and transfers to assets held for sale and translation adjustments.

The addition to goodwill during fiscal year 2011 is related to the acquisition of Corticon Technologies, Inc. (Corticon) in October 2011 (Note 8). The disposal of goodwill during fiscal year 2012 is related to the sales of our FuseSource and Shadow product lines (Note 7). The transfer of goodwill to assets held for sale is related to our Actional, Artix, DataXtend, ObjectStore, Orbacus, Orbix, Savvion and Sonic product lines (Note 7).

During fiscal year 2012, we tested goodwill for impairment at three different dates: our December 15 annual testing date and in the second and third quarters. The testing outside our annual date was based on our assessment that triggering events had occurred.

During the second quarter of fiscal year 2012, as a result of continued declines in the performance of certain of our old reporting units and in connection with the announcement of the Plan, we determined an impairment triggering event occurred that required us to perform an interim goodwill impairment test. The test indicated the our old reporting units had an estimated fair value that was in excess of their carrying values. However, the difference between the carrying value and fair value of our old Enterprise Business Solutions reporting unit had decreased since the December 15 annual test as a result of updates to our internal forecasts and projected cash flows.

During the third quarter of fiscal year 2012, in connection with the reassignment of goodwill to our new reporting units, we determined an impairment triggering event occurred that required us to perform an interim goodwill impairment test. We performed the test for both our old and new reporting units to ensure no impairment existed prior to the reassignment of goodwill or resulted after the reassignment of goodwill. The tests indicated that our reporting units under our old and new structures had estimated fair values that were in excess of their carrying values.

At the time of our filing of this Annual Report on Form 10-K, we have completed our annual goodwill impairment test for fiscal year 2013. At the testing date, the only goodwill remaining was that of our Core segment and reporting unit. The test indicated the reporting unit had an estimated fair value that was in excess of the carrying value.

We recorded no impairment losses in fiscal years 2012 , 2011 or 2010 .

Note 7: Divestitures

Shadow

In the fourth quarter of fiscal year 2012, we entered into a definitive purchase and sale agreement to divest our Shadow product line to Rocket Software, Inc. The divestiture of the Shadow product line was part of the Plan. The sale closed in October 2012, for total consideration of \$33.0 million. Of the total consideration, \$3.3 million is held in escrow to secure indemnification claims, if any, for up to 15 months. As of November 30, 2012, the escrow is included in other assets on the consolidated balance sheet.

Revenues and direct expenses of the Shadow product line have been reclassified as discontinued operations for all periods presented. The components included in discontinued operations on the consolidated statements of income are as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Revenue	\$ 12,518	\$ 16,267	\$ 15,561
Income (loss) before income taxes	4,882	4,067	(4,215)
Income tax provision (benefit)	164	1,079	(1,447)
Gain on sale, net of tax	12,692	—	—
Income (loss) from discontinued operations, net	\$ 17,410	\$ 2,988	\$ (2,768)

The gain on sale of the Shadow product line is calculated as follows (in thousands):

Purchase price	\$ 31,903
Less: transaction costs	1,264
Less: net assets sold	
Accounts receivables	1,592
Goodwill and intangible assets	10,540
Other assets	103
Deferred revenue	(6,859)
Gain on sale	\$ 25,263
Tax provision	12,571
Gain on sale, net of tax	\$ 12,692

The total purchase price was reduced by \$1.1 million, the amount of consideration received as part of the total \$33.0 million of consideration from Rocket Software, Inc., for a three year distributor license agreement for one of our DataDirect products. The distributor license agreement does not constitute direct cash flows or significant continuing involvement of the Shadow product line, and thus does not preclude us from discontinued operations treatment.

FuseSource

In the third quarter of fiscal year 2012, we entered into a definitive purchase and sale agreement to divest our FuseSource product line to Red Hat, Inc. The divestiture of the FuseSource product line was part of the Plan. The sale closed in September 2012, for total consideration of \$21.3 million. Of the total consideration, \$2.1 million is held in escrow to secure indemnification claims, if any, for up to 15 months. As of November 30, 2012, the escrow is included in other assets on the consolidated balance sheet.

Revenues and direct expenses of the FuseSource product line have been reclassified as discontinued operations for all periods presented. The components included in discontinued operations on the consolidated statements of income are as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Revenue	\$ 14,484	\$ 14,820	\$ 12,491
Loss before income taxes	(7,118)	(2,840)	(211)
Income tax benefit	(3,000)	(915)	(85)
Gain on sale, net of tax	11,187	—	—
Income (loss) from discontinued operations, net	<u>\$ 7,069</u>	<u>\$ (1,925)</u>	<u>\$ (126)</u>

The gain on sale of the FuseSource product line is calculated as follows (in thousands):

Purchase price	\$ 21,300
Less: net assets sold	
Accounts receivables	2,749
Goodwill and intangible assets	3,690
Other assets	167
Deferred revenue	(5,148)
Gain on sale	\$ 19,842
Tax provision	8,655
Gain on sale, net of tax	<u>\$ 11,187</u>

Artix, Orbacus and Orbix

In the first quarter of fiscal year 2013, we entered into a definitive purchase and sale agreement to divest our Artix, Orbacus and Orbix product lines to a subsidiary of Micro Focus International plc (Micro Focus). The divestiture of these product lines was part of the Plan. The sale is expected to close in the first quarter of fiscal year 2013, subsequent to our fiscal year end, for total consideration of \$15.0 million. As of November 30, 2012, we met the requirements to classify the sale of these product lines as both held for sale and discontinued operations in the consolidated financial statements.

The assets and liabilities being sold to Micro Focus are classified as assets and liabilities held for sale on the consolidated balance sheet as of November 30, 2012 and are recorded at the lower of their carrying values or fair values less costs to sell, and are no longer being depreciated or amortized. The major categories of the assets and liabilities held for sale are as follows (in thousands):

Assets:	
Accounts receivable	\$ 6,046
Goodwill and intangible assets	24,325
Other long-term assets	4
Impairment reserve	(8,601)
Total assets held for sale	<u>\$ 21,774</u>
Liabilities:	
Deferred revenue	\$ 5,287
Total liabilities held for sale	<u>\$ 5,287</u>

Revenues and direct expenses of these product lines have been reclassified as discontinued operations for all periods presented. The components included in discontinued operations on the consolidated statements of income are as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Revenue	\$ 28,942	\$ 33,983	\$ 38,281
Income before income taxes	6,003	13,237	10,719
Income tax provision	3,562	3,596	2,273
Income from discontinued operations, net	\$ 2,441	\$ 9,641	\$ 8,446

In the fourth quarter of fiscal year 2012, we recorded an impairment loss of \$8.6 million related to the assets held for sale of the Artix, Orbacus and Orbix product lines. The impairment loss is included in income (loss) from discontinued operations.

Actional, DataXtend, ObjectStore, Savvion and Sonic

In the fourth quarter of fiscal year 2012, we entered into a definitive purchase and sale agreement to divest our Actional, DataXtend, Savvion and Sonic product lines to the investment arm of Trilogy Enterprises (Trilogy). In December 2012, the agreement was amended to include the sale of our ObjectStore product line. The divestiture of these product lines was part of the Plan. The sale closed in December 2012, subsequent to our fiscal year end, for total consideration of \$60.5 million. As of November 30, 2012, we met the requirements to classify the sale of these product lines as both held for sale and discontinued operations in the consolidated financial statements.

The assets and liabilities being sold to Trilogy are classified as assets and liabilities held for sale on the consolidated balance sheet as of November 30, 2012 and are recorded at the lower of their carrying values or fair values less costs to sell, and are no longer being depreciated or amortized. The major categories of the assets and liabilities held for sale are as follows (in thousands):

Assets:

Accounts receivable	\$ 13,691
Other current assets	412
Goodwill and intangible assets	31,693
Other long-term assets	459
Total assets held for sale	\$ 46,255

Liabilities:

Deferred revenue	\$ 19,998
Total liabilities held for sale	\$ 19,998

Revenues and direct expenses of these product lines have been reclassified as discontinued operations for all periods presented. The components included in discontinued operations on the consolidated statements of income are as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Revenue	\$ 81,576	\$ 107,821	\$ 111,177
Loss before income taxes	(18,314)	(27,484)	(30,099)
Income tax benefit	(6,234)	(10,067)	(10,077)
Loss from discontinued operations, net	\$ (12,080)	\$ (17,417)	\$ (20,022)

Note 8: Business Combinations

Corticon Acquisition

On October 26, 2011, we acquired all of the equity interests in Corticon, a privately held business enterprise software company based in Redwood City, California, for \$23.0 million. Corticon is a business rules management system vendor that enables organizations to make better, faster decisions by automating business rules. The Corticon products became part of our Enterprise Business Solutions segment and are now included in our Core segment. The purpose of the acquisition was to expand the product offerings within the Enterprise Business Solutions segment. The acquisition was accounted for as a purchase, and accordingly, the results of operations of Corticon are included in our operating results from the date of acquisition. We paid the purchase price in cash from available funds.

The allocation of the purchase price is as follows (in thousands):

	Preliminary Allocation	Final Allocation	Life
Accounts receivable	\$ 835	\$ 835	
Property and equipment	112	112	
Other assets	125	125	
Deferred taxes	(1,814)	4,033	
Acquired intangible assets	4,910	4,910	3 to 7 years
Goodwill	24,842	19,427	
Accounts payable and other liabilities	(2,471)	(2,903)	
Deferred revenue	(3,639)	(3,639)	
Net cash paid	<u>\$ 22,900</u>	<u>\$ 22,900</u>	

We recorded the excess of the purchase price over the identified tangible and intangible assets as goodwill. We believe that the investment value of the future enhancement of our product and solution offerings created as a result of this acquisition has principally contributed to a purchase price that resulted in the recognition of \$19.4 million of goodwill, which is not deductible for tax purposes. The allocation of the purchase price was completed in the second quarter of fiscal year 2012, upon the finalization of our valuation of acquired deferred tax assets and liabilities.

We have not disclosed the amount of revenues and earnings of Corticon since acquisition, nor pro forma financial information, as those amounts are not significant to our consolidated financial statements.

Savvion Acquisition

On January 8, 2010, we acquired all of the equity interests in Savvion, Inc. (Savvion), a privately-held company, through a merger of Savvion with a wholly-owned subsidiary for an aggregate purchase price of \$49.2 million. Savvion is a provider of business process management software. The purpose of the acquisition was to expand the product offerings within our old Enterprise Business Solutions segment. The acquisition was accounted for as a purchase, and accordingly, the results of operations of Savvion are included in our operating results from the date of acquisition. We paid the purchase price in cash from available funds.

The final allocation of the purchase price is as follows (in thousands):

	Total	Life
Accounts receivable	\$ 5,120	
Deferred tax assets	2,927	
Other assets	854	
Acquired intangible assets	28,000	7 to 9 years
Goodwill	19,705	
Accounts payable and other liabilities	(4,413)	
Liabilities assumed, net of other assets	(3,007)	
Net cash paid	<u>\$ 49,186</u>	

We recorded the excess of the purchase price over the identified tangible and intangible assets as goodwill. We believe that the investment value of the future enhancement of our product and solution offerings, has principally contributed to a purchase price that resulted in the recognition of \$19.7 million of goodwill, which is not deductible for tax purposes.

We have not included pro forma financial information for Savvion as the historical operations were not significant to our consolidated financial statements. All of the revenues and expenses of Savvion have been included in discontinued operations. In fiscal years 2012, 2011 and 2010, revenues from Savvion were \$18.1 million, \$26.4 million and \$18.5 million, respectively. In fiscal years 2012, 2011 and 2010, the net losses from Savvion included in our earnings were \$10.5 million, \$12.5 million and \$8.6 million, respectively.

Note 9: Line of Credit

On August 15, 2011, we entered into a credit agreement (the "Credit Agreement") for an unsecured credit facility with J.P. Morgan and other lenders that matures on August 15, 2016, at which time all amounts outstanding must be repaid. The credit facility provides for a revolving line of credit in the amount of \$150.0 million, with a sublimit for the issuance of standby letters of credit in a face amount up to \$25.0 million and swing line loans up to \$20.0 million. The credit facility also permits us to increase the revolving line of credit by up to an additional \$75.0 million subject to receiving further commitments from lenders and certain other conditions. We intend to utilize the line of credit for general corporate purposes, including acquisitions, stock repurchases and working capital.

Revolving loans accrue interest at a per annum rate based on our choice of either (i) the LIBOR rate plus a margin ranging from 1.25% to 1.75% or (ii) the base rate plus a margin ranging from 0.25% to 0.75%, both depending on our consolidated leverage ratio. The base rate is defined as the highest of (i) the administrative agent's prime rate (ii) the federal funds rate plus 0.50%, and (iii) the LIBOR rate for a one month interest period plus a margin equal to 1.00%. A quarterly commitment fee on the undrawn portion of the revolving credit facility is required, at a per annum rate ranging from 0.25% to 0.35%, depending on our consolidated leverage ratio. The loan origination fee and issuance costs incurred upon consummation of the Credit Agreement are being amortized through interest expense using the effective interest rate method, over the five year term of the facility. Other customary fees and letter of credit fees may be charged and will be expensed as they are incurred.

Accrued interest on the loans is payable quarterly in arrears with respect to base rate loans and at the end of each interest rate period (or at each three month interval in the case of loans with interest periods greater than three months) with respect to LIBOR rate loans. We may prepay, terminate or reduce the loan commitments in whole or in part at any time, without premium or penalty, subject to certain conditions and reimbursement of certain costs in the case of LIBOR rate loans. The Credit Agreement contains customary affirmative and negative covenants. We are also required to maintain compliance with a consolidated leverage ratio of no greater than 3.00 to 1.00 and a consolidated interest coverage ratio of at least 3.00 to 1.00. As of November 30, 2012, there were no amounts outstanding under the revolving line and \$0.3 million of letters of credit outstanding.

Note 10: Commitments and Contingencies

Leasing Arrangements

We lease certain facilities and equipment under non-cancelable operating lease arrangements. Future minimum rental payments under these leases are as follows at November 30, 2012 (in thousands):

2013	\$	8,045
2014		4,771
2015		3,553
2016		1,709
2017		1,153
Thereafter		2,236
Total	\$	<u>21,467</u>

Our operating lease arrangements are subject to customary renewal and base rental fee escalation clauses. Total rent expense, net of sublease income which is insignificant, under operating lease arrangements was approximately \$9.4 million, \$10.6 million and \$8.9 million in fiscal years 2012, 2011 and 2010, respectively.

Guarantees and Indemnification Obligations

We include standard intellectual property indemnification provisions in our licensing agreements in the ordinary course of business. Pursuant to our product license agreements, we will indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally business partners or customers, in connection with certain patent, copyright or other intellectual property infringement claims by third parties with respect to our products. Other agreements with our customers provide indemnification for claims relating to property damage or personal injury resulting from the performance of services by us or our subcontractors. Historically, our costs to defend lawsuits or settle claims relating to such indemnity agreements have been insignificant. Accordingly, the estimated fair value of these indemnification provisions is immaterial.

Legal Proceedings

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of these claims cannot be predicted with certainty, management does not believe that the outcome of any of these other legal matters will have a material effect on our financial position, results of operations or cash flows.

On January 21, 2010, JuxtaComm-Texas Software, LLC (JuxtaComm) filed a complaint in the Eastern District of Texas against Progress Software, 2 of our subsidiaries and 19 other defendants, alleging infringement of JuxtaComm's U.S. patent 6,195,662 ("System for Transforming and Exchanging Data Between Distributed Heterogeneous Computer Systems"). In its amended complaint, JuxtaComm alleged that certain of the products within our Sonic, FuseSource, DataDirect Connect and DataServices product sets infringe JuxtaComm's patent. In its complaint, JuxtaComm sought unspecified monetary damages and permanent injunctive relief.

In May 2010, we filed a response to this complaint in which we denied all claims. The discovery phase of this litigation was completed in November 2011 and trial was scheduled to begin on January 9, 2012. However, on December 2, 2011, the court issued a so-called *Markman* ruling, in which certain disputes were resolved regarding interpretations of the patent. In this ruling, the court agreed with us on a key issue which we believed would severely impair the plaintiff's claims. On December 8, 2011, the court issued an order staying the case until February 1, 2012 and gave JuxtaComm until February 1, 2012 to articulate an alternative theory and postponed the trial to an unspecified future date to fall in the second or third quarter of fiscal year 2012.

In February 2012, we began settlement discussions with JuxtaComm and, in March 2012, the matter was settled upon our payment of \$0.9 million. The Company received a release and discharge of any past damages related to potential infringement of the subject patent and a non-exclusive, non-transferable, fully paid, worldwide, perpetual license covering all future uses of the subject patent within our products. We recorded the settlement in the first quarter of fiscal year 2012 as general and administrative expense in the consolidated statement of income.

Note 11: Shareholders' Equity

Preferred Stock

Our Board of Directors is authorized to establish one or more series of preferred stock and to fix and determine the number and conditions of preferred shares, including dividend rates, redemption and/or conversion provisions, if any, preferences and voting rights. As of November 30, 2012, there was no preferred stock issued or outstanding.

Common Stock

We have 200,000,000 shares of authorized common stock, \$0.01 par value per share, of which 59,595,000 were issued and outstanding at November 30, 2012.

We issued 31,000 and 24,000 shares of common stock in fiscal years 2011 and 2010, respectively, with a fair value of \$0.7 million and \$0.5 million, respectively, to members of the Board the Directors as a component of the annual compensation paid to non-employee directors.

Restricted stock totaling 7,500 shares with a fair value of \$0.1 million vested during fiscal year 2010. All outstanding restricted stock vested as of November 30, 2010.

There were 74,900 deferred stock units (DSUs) outstanding at November 30, 2012. Each DSU represents one share of our common stock and all DSU grants have been made to non-employee members of our Board of Directors. The DSUs granted prior to fiscal year 2011 were fully vested on the date of grant and do not have voting rights and can only be converted into common stock when the recipient ceases being a member of the Board of Directors. There were 21,700 DSUs granted in fiscal year 2011, of which 7,400 were vested as of November 30, 2012.

Common Stock Repurchases

During the second quarter of fiscal year 2012, in conjunction with the Plan, the Board of Directors authorized a \$350.0 million return of capital to shareholders in the form of a share repurchase through fiscal year 2013. In fiscal year 2012, we repurchased and retired 4,494,000 shares of our common stock for \$88.4 million.

In fiscal years 2011 and 2010, we repurchased and retired 8,391,000 shares and 1,496,000 shares, respectively, of our common stock for \$200.0 million and \$29.3 million, respectively. The shares repurchased and retired in fiscal years 2011 and 2010 were repurchased as part of previously announced share repurchase programs, which were completed in fiscal year 2011.

Note 12: Stock-Based Compensation

We currently have one shareholder-approved stock plan from which we can issue stock-based awards, which was approved by our shareholders in fiscal year 2008 (2008 Plan). The 2008 Plan replaced the 1992 Incentive and Nonqualified Stock Option Plan, the 1994 Stock Incentive Plan and the 1997 Stock Incentive Plan (collectively, the "Previous Plans"). The Previous Plans solely exist to satisfy outstanding options previously granted under those plans. The 2008 Plan permits the granting of stock awards to officers, members of the Board of Directors, employees and consultants. Awards under the 2008 Plan may include nonqualified stock options, incentive stock options, grants of conditioned or restricted stock, unrestricted grants of stock, grants of stock contingent upon the attainment of performance goals, deferred stock units and stock appreciation rights. A total of 47,010,000 shares are issuable under these plans, of which 4,600,000 shares were available for grant as of November 30, 2012.

We have adopted two stock plans for which the approval of shareholders was not required: the 2002 Nonqualified Stock Plan (2002 Plan) and the 2004 Inducement Stock Plan (2004 Plan). The 2002 Plan permits the granting of stock awards to non-executive officer employees and consultants. Executive officers and members of the Board of Directors are not eligible for awards under the 2002 Plan. Awards under the 2002 Plan may include nonqualified stock options, grants of conditioned or restricted stock, unrestricted grants of stock, grants of stock contingent upon the attainment of performance goals and stock appreciation rights. A total of 9,750,000 shares are issuable under the 2002 Plan, of which 510,000 shares were available for grant as of November 30, 2012.

The 2004 Plan is reserved for persons to whom we may issue securities as an inducement to become employed by us pursuant to the rules and regulations of the NASDAQ Stock Market. Awards under the 2004 Plan may include nonqualified stock options, grants of conditioned or restricted stock, unrestricted grants of stock, grants of stock contingent upon the attainment of

performance goals and stock appreciation rights. A total of 1,500,000 shares are issuable under the 2004 Plan, of which 578,000 shares were available for grant as of November 30, 2012 .

Under all of our plans, the options granted prior to fiscal year 2005 generally vest over five years and have terms of ten years. The options granted from fiscal year 2005 through fiscal year 2010 generally vest over five years and have terms of seven years, and the options granted in fiscal year 2011 and 2012 vest over four years and have a term of seven years.

A summary of stock option activity under all the plans is as follows:

	Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value ⁽¹⁾ (in thousands)
Options outstanding, December 1, 2011	7,743	\$ 19.77		
Granted	1,026	20.87		
Exercised	(1,488)	15.75		
Canceled	(2,077)	22.63		
Options outstanding, November 30, 2012	5,204	\$ 19.99	2.38	\$ 8,975
Exercisable, November 30, 2012	4,123	\$ 19.47	1.88	\$ 7,866
Vested or expected to vest, November 30, 2012	5,204	\$ 19.99	2.38	\$ 8,975

(1) The aggregate intrinsic value was calculated based on the difference between the closing price of our stock on November 30, 2012 of \$20.11 and the exercise prices for all in-the-money options outstanding.

A summary of the status of our restricted stock units as of November 30, 2012 is as follows (in thousands, except per share data):

	Number of Shares	Weighted Average Grant Date Fair Value
Restricted stock units outstanding, December 1, 2011	786	\$ 23.51
Granted	1,120	19.90
Issued	(625)	21.89
Canceled	(297)	22.94
Restricted stock units outstanding, November 30, 2012	984	\$ 20.60

Each restricted stock unit represents one share of common stock. The restricted stock units generally vest semi-annually over a three year period.

The fair value of outright stock awards, restricted stock awards, restricted stock units and DSUs is equal to the closing price of our common stock on the date of grant.

The 1991 Employee Stock Purchase Plan (ESPP) permits eligible employees to purchase up to an aggregate of 8,650,000 shares of our common stock through accumulated payroll deductions. The ESPP has a 27 month offering period comprised of nine three month purchase periods. The purchase price of the stock is equal to 85% of the lesser of the market value of such shares at the beginning of a 27 month offering period or the end of each three month segment within such offering period. If the market price at any of the nine purchase periods is less than the market price on the first date of the 27 month offering period, subsequent to the purchase, the offering period is canceled and the employee is entered into a new 27 month offering period with the then current market price as the new base price. We issued 376,000 shares, 594,000 shares and 604,000 shares with weighted average purchase prices of \$15.04 , \$11.52 and \$10.28 per share, respectively, in fiscal years 2012 , 2011 and 2010 , respectively. At November 30, 2012 , approximately 1,211,000 shares were available and reserved for issuance under the ESPP.

We estimated the fair value of stock options and ESPP awards granted in fiscal years 2012 , 2011 and 2010 on the measurement dates using the Black-Scholes option valuation model with the following weighted average assumptions:

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Stock options:			
Expected volatility	30.0%	27.3%	27.2%
Risk-free interest rate	0.8%	1.7%	2.2%
Expected life (in years)	4.8	4.8	4.8
Expected dividend yield	—	—	—
Employee stock purchase plan:			
Expected volatility	34.1%	25.8%	27.7%
Risk-free interest rate	0.2%	0.4%	0.6%
Expected life (in years)	1.5	1.6	1.5
Expected dividend yield	—	—	—

For each stock option award, the expected life in years is based on historical exercise patterns and post-vesting termination behavior. Expected volatility is based on historical volatility of our stock, and the risk-free interest rate is based on the U.S. Treasury yield curve for the period that is commensurate with the expected life at the time of grant. We currently do not pay cash dividends on our common stock and do not anticipate doing so for the foreseeable future. Accordingly, our expected dividend yield is zero.

For each ESPP award, the expected life in years is based on the period of time between the beginning of the offering period and the date of purchase, plus an additional holding period of three months. Expected volatility is based on historical volatility of the our stock, and the risk-free interest rate is based on the U.S. Treasury yield curve in effect at each purchase period.

Based on the above assumptions, the weighted average estimated fair value of stock options granted in fiscal years 2012 , 2011 and 2010 was \$5.66 , \$7.31 and \$5.84 per share, respectively. We amortize the estimated fair value of stock options to expense over the vesting period using the straight-line method. The weighted average estimated fair value for shares issued under our ESPP in fiscal years 2012 , 2011 and 2010 was \$6.53 , \$6.44 and \$5.97 per share, respectively. We amortize the estimated fair value of shares issued under the ESPP to expense over the vesting period using a graded vesting model.

Other reasonable assumptions about these factors could provide different estimates of fair value. Future changes in stock price volatility, life of options, interest rates and dividend practices, if any, may require changes in our assumptions, which could materially affect the calculation of fair value.

Total unrecognized stock-based compensation expense, net of expected forfeitures, related to unvested stock options and unvested restricted stock awards amounted to \$20.4 million at November 30, 2012 . These costs are expected to be recognized over a weighted average period of 2.2 years.

The following additional activity occurred under our plans (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Total intrinsic value of stock options on date exercised	\$ 9,601	\$ 31,566	\$ 47,395
Total fair value of deferred stock units on date vested	114	40	—
Total fair value of restricted stock awards on date vested	—	—	131
Total fair value of restricted stock units on date vested	13,772	9,120	6,202

The following table provides the classification of stock-based compensation as reflected in our consolidated statements of income (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Cost of software licenses	\$ 9	\$ 9	\$ 16
Cost of maintenance and services	889	751	507
Sales and marketing	4,280	3,258	2,909
Product development	3,950	3,202	2,341
General and administrative	10,983	12,888	6,948
Restructuring	—	—	535
Stock-based compensation from continuing operations	20,111	20,108	13,256
Loss from discontinued operations	8,122	5,891	4,865
Total stock-based compensation	\$ 28,233	\$ 25,999	\$ 18,121
Income tax benefit included in the provision for income taxes from continuing operations	\$ 5,309	\$ 5,319	\$ 3,560

Separation and Divestiture Arrangements

During fiscal year 2011, we entered into an amendment to the existing severance agreement with Richard D. Reidy, our former President and Chief Executive Officer. The amendment was entered into in connection with the announcement that Mr. Reidy would terminate employment when his successor was named. Mr. Reidy continued as our President and Chief Executive Officer until his successor commenced employment on December 5, 2011.

The amendment entitled Mr. Reidy to severance and acceleration of vesting of Mr. Reidy's unvested equity to the extent such equity would have vested during the twenty-four months following termination of employment. The amendment also provided for an extension of the period of time during which Mr. Reidy may exercise his vested stock options following his termination from three months to a total of fifteen months.

We recognized \$4.6 million of stock-based compensation expense in fiscal year 2011 as a result of this arrangement. The expense was recorded in general and administrative expense on the consolidated statement of income.

During fiscal year 2012, the employment of three of our executives terminated, including our former Chief Financial Officer, Charles F. Wagner, Jr. As part of the separation agreements, the executives were entitled to accelerated vesting of certain stock-based awards. Due to the separation and accelerated vesting, we recognized additional stock-based compensation of \$1.8 million, of which \$0.9 million was recorded as general and administrative expense and \$0.9 million was recorded as sales and marketing expense, in the consolidated statement of income.

During fiscal year 2012, we entered into transition agreements with certain employees of our non-Core product lines. As part of the transition agreements, the employees are entitled to accelerated vesting of stock-based awards if the employees remain employees of the company through the date their non-Core product line is divested. We recognized additional stock-based compensation of \$1.3 million in the consolidated statement of income as a result of these agreements.

Note 13: Retirement Plan

We maintain a retirement plan covering all U.S. employees under Section 401(k) of the Internal Revenue Code. Company contributions to the plan are at the discretion of the Board of Directors and totaled approximately \$2.9 million, \$2.4 million and \$4.6 million for fiscal years 2012, 2011 and 2010, respectively.

Note 14: Restructuring

2012 Restructuring

In the second quarter of fiscal 2012, as part of the Plan, our management approved, committed to and initiated certain operational restructuring initiatives to reduce annual costs, including the simplification of our organizational structure and the consolidation of facilities. In addition, as part of the Plan, we are divesting our non-Core product lines. Our restructuring actions include both our cost reduction efforts and qualifying costs associated with our divestitures.

Restructuring expenses primarily relate to employee costs, including severance, health benefits, outplacement services and transition divestiture incentives, but excluding stock-based compensation. Facilities costs include fees to terminate lease agreements and costs for unused space, net of sublease assumptions. Other costs include costs to terminate automobile leases of employees included in the workforce reduction, asset impairment charges for assets no longer deployed as part of cost reduction strategies, costs for unused software licenses as part of the workforce reduction and other costs directly associated with the restructuring actions taken.

As part of the 2012 restructuring, we incurred expenses in the fiscal year 2012 totaling \$19.0 million, of which \$2.6 million represents excess facilities and other costs and \$16.4 million represents employee severances and related benefits. We have recorded \$8.1 million as restructuring expenses and \$10.9 million as income (loss) from discontinued operations in the consolidated statement of income. We expect to incur additional costs through the first half of fiscal year 2013. The total cost of the 2012 restructuring is expected to be approximately \$5.1 million for excess facilities and other costs and approximately \$16.8 million for employee severance and related benefits.

A summary of activity for the 2012 restructuring actions is as follows (in thousands):

	Excess Facilities and Other Costs	Employee Severance and Related Benefits	Total
Balance, December 1, 2011	\$ —	\$ —	\$ —
Costs incurred	2,644	16,367	19,011
Cash disbursements	(1,136)	(9,997)	(11,133)
Asset impairment	(898)	—	(898)
Translation adjustments and other	(7)	59	52
Balance, November 30, 2012	\$ 603	\$ 6,429	\$ 7,032

Cash disbursements under the 2012 restructuring are expected to be made through the first three quarters of fiscal year 2013. The short-term portion of the restructuring reserve of \$6.9 million is included in other accrued liabilities and the long-term portion of \$0.1 million is included in other noncurrent liabilities on the consolidated balance sheet at November 30, 2012.

2010 Restructuring

During the first and third quarters of fiscal year 2010, our management approved, committed to and initiated plans to restructure and improve efficiencies in our operations as a result of certain management and organizational changes and acquisitions. We reduced our global workforce primarily within the development, sales and administrative organizations. This workforce reduction was conducted across all geographies and also resulted in a consolidation of offices in certain locations. The total costs of the fiscal year 2010 restructurings primarily relate to employee severance and excess facilities expenses. The excess facilities and other costs represent facilities costs for unused space and termination costs for automobile leases of employees included in the workforce reduction.

As part of the 2010 restructuring activities, we recorded cumulative expenses totaling \$43.3 million, of which \$8.0 million represents excess facilities and other costs and \$35.3 million represents employee severances and related benefits. We do not expect to incur additional expenses related to these activities. The expenses are recorded as restructuring expense in the consolidated statements of income, with the exception of those costs related to our discontinued operations, which are included in income (loss) from discontinued operations.

A summary of activity for the 2010 restructuring actions is as follows (in thousands):

	Excess Facilities and Other Costs	Employee Severance and Related Benefits	Total
Balance, December 1, 2011	\$ 4,913	\$ 698	\$ 5,611
Costs incurred	(1,269)	—	(1,269)
Cash disbursements	(3,878)	(412)	(4,290)
Translation adjustments and other	234	(11)	223
Balance, November 30, 2012	<u>\$ —</u>	<u>\$ 275</u>	<u>\$ 275</u>

Cash disbursements for excess facilities costs are presented net of proceeds received from sublease agreements. In fiscal year 2012, we entered into an agreement with the landlord to terminate a lease we had restructured. The termination payment was less than our estimated costs of future rent, less our sublease assumptions, and resulted in a reversal of restructuring expenses of \$1.3 million, which is included in income (loss) from discontinued operations.

The balance of the employee severance and related benefits is expected to be paid over a period of time ending in June 2013. The restructuring reserve of \$0.3 million is included in other accrued liabilities on the consolidated balance sheet at November 30, 2012.

Note 15: Income Taxes

The components of income from continuing operations before income taxes are as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
U.S.	\$ 31,469	\$ 84,218	\$ 82,575
Foreign	18,167	16,504	12,659
Total	<u>\$ 49,636</u>	<u>\$ 100,722</u>	<u>\$ 95,234</u>

The provision for income taxes from continuing operations is comprised of the following (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Current:			
Federal	\$ 5,779	\$ 20,283	\$ 17,080
State	883	2,017	2,452
Foreign	5,970	5,131	5,392
Total current	<u>12,632</u>	<u>27,431</u>	<u>24,924</u>
Deferred:			
Federal	5,047	6,116	8,329
State	45	277	274
Foreign	(692)	556	(861)
Total deferred	<u>4,400</u>	<u>6,949</u>	<u>7,742</u>
Total	<u>\$ 17,032</u>	<u>\$ 34,380</u>	<u>\$ 32,666</u>

A reconciliation of the U.S. Federal statutory rate to the effective tax rate from continuing operations is as follows:

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Tax at U.S. Federal statutory rate	35.0 %	35.0 %	35.0 %
Foreign rate differences	(1.3)	1.1	(0.7)
State income taxes, net	(0.2)	1.6	2.5
Research credits	(0.1)	(1.4)	(0.2)
Domestic production activities deduction	(2.1)	(2.0)	(1.5)
Tax-exempt interest	(0.4)	(0.2)	(0.2)
Nondeductible stock-based compensation	4.5	1.7	1.8
Nonrecurring benefit from change in estimate from earnings and profits	—	—	(3.5)
Other	(1.1)	(1.6)	1.0
Total	34.3 %	34.2 %	34.2 %

The components of deferred tax assets and liabilities are as follows (in thousands):

	November 30, 2012	November 30, 2011
Deferred tax assets:		
Accounts receivable	\$ 768	\$ 1,230
Other current assets	786	780
Capitalized research costs	231	1,360
Accrued compensation	4,657	3,258
Accrued liabilities and other	10,527	9,018
Deferred revenue	129	1,540
Stock-based compensation	8,122	8,908
Depreciation and amortization	5,533	—
Tax credit and loss carryforwards	39,216	54,350
Gross deferred tax assets	69,969	80,444
Valuation allowance	(14,316)	(23,734)
Total deferred tax assets	55,653	56,710
Deferred tax liabilities:		
Goodwill	(13,819)	(10,629)
Depreciation and amortization	—	(3,795)
Total deferred tax liabilities	(13,819)	(14,424)
Total	\$ 41,834	\$ 42,286

The valuation allowance primarily applies to net operating loss carryforwards and unutilized tax credits in jurisdictions or under conditions where realization is not assured. The \$9.4 million decrease in the valuation allowance during fiscal year 2012 primarily relates to the partial release of valuation allowances on state credit carryforwards, which will be utilized to offset certain gains on our dispositions.

At November 30, 2012, we have net operating loss carryforwards of \$75.1 million expiring on various dates through 2029 and \$16.2 million that may be carried forward indefinitely. At November 30, 2012, we have tax credit carryforwards of approximately \$12.5 million expiring on various dates through 2031 and \$0.2 million that may be carried forward indefinitely.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. We recognize and record potential tax liabilities for anticipated tax audit issues in various tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. We adjust these reserves in light of changing facts and circumstances; however, due to the complexity of some of these

uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. If our estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in income tax benefits being recognized in the period when we determine the liabilities are no longer necessary.

A reconciliation of the balance of our unrecognized tax benefits is as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Balance, beginning of year	\$ 2,631	\$ 2,294	\$ 3,914
Tax positions related to current year	79	445	442
Settlements with tax authorities	—	—	(1,736)
Tax positions acquired	—	—	200
Lapses due to expiration of the statute of limitations	(518)	(108)	(526)
Balance, end of year	\$ 2,192	\$ 2,631	\$ 2,294

We recognize interest and penalties related to uncertain tax positions as a component of our provision for income taxes. In fiscal year 2012 there was no estimated interest and penalties recorded in the provision for income taxes. In fiscal years 2011 and 2010 there was \$0.1 million and \$0.1 million, respectively, of estimated interest and penalties in the provision for income taxes. We have accrued \$0.3 million of estimated interest and penalties at November 30, 2012 and 2011. We expect unrecognized tax benefits to change over the next 12 months if certain tax matters ultimately settle with the applicable taxing jurisdiction during this time frame, or if the applicable statute of limitations lapses. The impact to our previously recorded unrecognized tax benefits could range from \$0.2 million to \$1.3 million as a result of these matters.

We have not provided for U.S. income taxes on the undistributed earnings of non-U.S. subsidiaries, as these earnings have been permanently reinvested. The cumulative undistributed foreign earnings were approximately \$33.2 million at November 30, 2012. There is no unrecognized deferred tax liability for temporary differences related to these earnings at November 30, 2012 due to foreign tax credits available to offset the liability.

The Internal Revenue Service is currently examining our U.S. Federal income tax returns for fiscal years 2009 and 2010. Our U.S. Federal income tax returns have been examined or are closed by statute for all years prior to fiscal year 2009, and we are no longer subject to audit for those periods. State taxing authorities are currently examining our income tax returns for years through fiscal year 2010. Our state income tax returns have been examined or are closed by statute for all years prior to fiscal year 2005, and we are no longer subject to audit for those periods.

Tax authorities for certain non-U.S. jurisdictions are also examining returns affecting unrecognized tax benefits, none of which are material to our consolidated balance sheets, cash flows or statements of income. With some exceptions, we are generally no longer subject to tax examinations in non-U.S. jurisdictions for years prior to fiscal year 2007.

Note 16: Earnings Per Share

We compute basic earnings per share using the weighted average number of common shares outstanding. We compute diluted earnings per share using the weighted average number of common shares outstanding plus the effect of outstanding dilutive stock options, restricted stock units and deferred stock units, using the treasury stock method. The following table sets forth the calculation of basic and diluted earnings per share from continuing operations (in thousands, except per share data):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Income from continuing operations	\$ 32,604	\$ 66,342	\$ 62,568
Weighted average shares outstanding	62,881	65,705	63,957
Dilutive impact from common stock equivalents	860	1,835	2,255
Diluted weighted average shares outstanding	63,741	67,540	66,212
Basic earnings per share from continuing operations	\$ 0.52	\$ 1.01	\$ 0.98
Diluted earnings per share from continuing operations	\$ 0.51	\$ 0.98	\$ 0.94

We excluded stock awards representing approximately 4,115,000 shares, 2,208,000 shares, and 3,870,000 shares of common stock from the calculation of diluted earnings per share in the fiscal years ended November 30, 2012, 2011 and 2010, respectively, because these awards were anti-dilutive.

Note 17: Business Segments and International Operations

Operating segments, as defined under GAAP, are components of an enterprise that engage in business activities for which discrete financial information is available and regularly reviewed by the chief operating decision maker in deciding how to allocate resources and assess performance. We internally report results to our chief operating decision maker on both a product group basis and a functional basis. Our product groups represent our reportable segments for financial reporting purposes. We assign dedicated costs and expenses directly to each segment and utilize an allocation methodology to assign all other costs and expenses, primarily general and administrative, to each segment. We do not manage our assets or capital expenditures by segment or assign other income and income taxes to segments. We manage and report such items on a consolidated company basis. Our chief operating decision maker is our Chief Executive Officer.

In the third quarter of fiscal year 2012, as part of the Plan, we changed the structure of our internal organization and the way we manage our business. As a result of the change, our internal reporting was organized into the following segments, each of which meet the criteria of a reportable segment: (1) the Core segment, which includes the OpenEdge, DataDirect Connect and Decision Analytics (comprised of Apama, Corticon and the Progress Control Tower) product lines; and (2) the non-Core segment, which includes the Actional, Artix, DataXtend, FuseSource, ObjectStore, Orbacus, Orbix, Savvion, Shadow and Sonic product lines. The segment information for the prior periods presented has been restated to reflect the change in our reportable segments.

As of November 30, 2012, all of the non-Core product lines are included in discontinued operations (Note 7). As a result, the revenue and direct expenses of the non-Core product lines have been presented in income (loss) from discontinued operations and excluded from our segment results presented in the tables below. The indirect expenses required to operate the non-Core segment, which are not directly related to any of the product lines within the non-Core segment and therefore would not qualify for discontinued operations classification, continue to be presented in the non-Core segment. The indirect expenses of the non-Core segment will be absorbed by the Core segment or otherwise reduced as we complete our divestitures.

The following table provides revenue and income from operations for our reportable segments (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Revenue:			
Core segment	\$ 335,205	\$ 360,704	\$ 351,610
Non-Core segment	—	—	—
Total revenue	\$ 335,205	\$ 360,704	\$ 351,610
Income (loss) from operations:			
Core segment	\$ 111,276	\$ 161,900	\$ 173,662
Non-Core segment	(27,030)	(32,306)	(39,149)
Unallocated items:			
Amortization of acquired intangibles	(2,221)	(3,566)	(8,583)
Stock-based compensation	(20,111)	(20,108)	(12,721)
Transition expenses	—	(760)	(352)
Restructuring expenses	(8,100)	(3,383)	(22,711)
Acquisition-related expenses	(215)	(536)	—
Stock option investigation expense	—	—	1,330
Litigation settlement	(900)	—	—
Proxy contest-related costs	(3,259)	—	—
Total income from operations	\$ 49,440	\$ 101,241	\$ 91,476

Unallocated items are excluded from segment income from operations, as such amounts are not deducted from internal measurements of income from operations and are not allocated to our reportable segments.

Our revenues are derived from licensing our products, and from related services, which consist of maintenance and consulting and education. Information relating to revenue from external customers by revenue type is as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
Software licenses	\$ 113,270	\$ 125,966	\$ 125,680
Maintenance	208,846	217,372	209,073
Professional services	13,089	17,366	16,857
Total	\$ 335,205	\$ 360,704	\$ 351,610

In the following table, revenue attributed to North America includes sales to customers in the U.S. and Canada and licensing to certain multinational organizations, substantially all of which is invoiced from the U.S. Revenue from Europe, the Middle East and Africa (EMEA), Latin America and the Asia Pacific region includes shipments to customers in each region, not including certain multinational organizations, plus export shipments into each region that are billed from the U.S. Information relating to revenue from external customers from different geographical areas is as follows (in thousands):

	Fiscal Year Ended		
	November 30, 2012	November 30, 2011	November 30, 2010
North America	\$ 146,374	\$ 146,572	\$ 142,046
EMEA	131,151	153,206	146,643
Latin America	31,407	34,349	36,302
Asia Pacific	26,273	26,577	26,619
Total	\$ 335,205	\$ 360,704	\$ 351,610

Revenue from the United Kingdom totaled \$35.7 million , \$43.4 million and \$39.7 million for fiscal years 2012 , 2011 and 2010 , respectively. No other country outside of the U.S. accounted for more than 10% of our consolidated revenue in any year presented. Long-lived assets totaled \$57.9 million , \$59.6 million and \$54.7 million in the U.S. and \$5.2 million , \$6.6 million and \$7.8 million outside of the U.S. at the end of fiscal years 2012 , 2011 and 2010 , respectively. No individual country outside of the U.S. accounted for more than 10% of our consolidated long-lived assets.

Note 18: Selected Quarterly Financial Data (unaudited)

<i>(in thousands, except per share data)</i>	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal year 2012:				
Revenue	\$ 87,213	\$ 78,404	\$ 78,317	\$ 91,271
Gross profit	76,562	67,804	67,092	80,184
Income from operations	19,221	6,122	8,405	15,692
Income from continuing operations	11,949	4,527	5,353	10,775
Net income (loss)	7,489	(1,908)	5,838	36,025
Basic earnings per share from continuing operations	0.19	0.07	0.08	0.17
Diluted earnings per share from continuing operations	0.19	0.07	0.08	0.17
Fiscal year 2011:				
Revenue	\$ 87,524	\$ 90,955	\$ 88,681	\$ 93,544
Gross profit	76,656	79,207	77,037	82,536
Income from operations	23,823	27,566	21,430	28,422
Income from continuing operations	16,263	18,432	14,426	17,221
Net income	20,476	17,919	9,059	12,175
Basic earnings per share from continuing operations	0.24	0.28	0.22	0.27
Diluted earnings per share from continuing operations	0.23	0.27	0.21	0.27

In the third quarter of fiscal 2012, in connection with the filing of our Federal income tax return, we undertook a review of our income taxes payable. As part of the review, we identified errors relating to prior fiscal year financial statements. The errors relate to improper entries to income taxes payable as part of accounting for uncertain tax positions, purchase accounting, accounting for deferred tax assets and return to provision adjustments and had the cumulative impact of overstating income taxes payable, goodwill, deferred tax assets and the provision for income taxes in prior periods.

The errors are immaterial to all annual and quarterly periods previously presented. However, because the cumulative impact of the errors would have been significant to the current period consolidated statement of income if corrected in the current period, we have corrected the prior period financial statements to reflect the corrections in the periods they occurred (see "Adjustment" in the tables below).

The effect of the corrections on the selected quarterly financial data for the year ended November 30, 2011, is as follows (in thousands, except per share data; per share data may not foot due to rounding):

	Income from continuing operations	Net income	Basic earnings per shares from continuing operations	Diluted earnings per share from continuing operations
First quarter:				
As previously reported	\$ —	\$ 20,521	\$ —	\$ —
Impact of discontinued operations	16,308	—	0.24	0.23
Adjustment	(45)	(45)	—	—
As corrected	\$ 16,263	\$ 20,476	\$ 0.24	\$ 0.23
Second quarter:				
As previously reported	\$ —	\$ 17,960	\$ —	\$ —
Impact of discontinued operations	18,473	—	0.28	0.27
Adjustment	(41)	(41)	—	—
As corrected	\$ 18,432	\$ 17,919	\$ 0.28	\$ 0.27
Third quarter:				
As previously reported	\$ —	\$ 8,601	\$ —	\$ —
Impact of discontinued operations	13,968	—	0.21	0.21
Adjustment	458	458	0.01	0.01
As corrected	\$ 14,426	\$ 9,059	\$ 0.22	\$ 0.21
Fourth quarter:				
As previously reported	\$ —	\$ 11,679	\$ —	\$ —
Impact of discontinued operations	16,725	—	0.27	0.26
Adjustment	496	496	0.01	0.01
As corrected	\$ 17,221	\$ 12,175	\$ 0.27	\$ 0.27

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

Our management maintains disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act") that are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively), as appropriate, to allow for timely decisions regarding required disclosure.

Our management, including the Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective to ensure that the information required to be disclosed in the reports filed or submitted by us under the Securities Exchange Act of 1934 was recorded, processed, summarized and reported within the requisite time periods and that such information was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure. As discussed below, we determined we had a material weakness in our internal control over financial reporting because we failed to maintain effective controls necessary to ensure all terms and conditions being agreed to by our sales personnel with our customers and partners were properly documented within our contractual arrangements with such customers and partners.

(b) Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Our internal control system was designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements.

Our management assessed the effectiveness of our internal control over financial reporting as of November 30, 2012. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on our assessment we believe that as of November 30, 2012, our internal control over financial reporting was not effective based on those criteria.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. Based on this definition, management concluded that the following material weakness existed:

At November 30, 2012, we determined that we had not designed and implemented the controls necessary to ensure that all terms and conditions being agreed to by our sales personnel with our customers and partners were properly documented within our contractual arrangements with such customers and partners, resulting in improper recognition of revenue. Specifically, our sales organizations in our Asia Pacific and Central EMEA regions did not take sufficient steps to ensure that all details of agreements with our customers and partners were provided to those individuals making revenue recognition decisions. We determined that as a result of this deficiency, the timing of revenue recognized was improper on certain transactions that were immaterial to our financial statements. We believe the foregoing deficiency has resulted in more than a reasonable possibility that a material misstatement of our interim or annual financial statements would not have been prevented or detected.

Specific remediation actions taken by management in fiscal year 2012 regarding the foregoing material weakness in internal control over financial reporting include the following:

- The employment with the company of the sales representatives and the former regional sales directors involved in the above described transactions has terminated; and
- The implementation of a formalized and centralized deal review process in Asia Pacific and EMEA to which individuals within our sales, finance, revenue operations, credit and collections and legal functions participate.

Deloitte & Touche LLP, our independent registered public accounting firm, which audited our consolidated financial statements, has issued an attestation report on our internal control over financial reporting, which is included in this Item 9A below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Progress Software Corporation
Bedford, Massachusetts

We have audited Progress Software Corporation's and subsidiaries' (the "Company's") internal control over financial reporting as of November 30, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on that risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment:

The Company did not design and implement the controls necessary to ensure that all terms and conditions being agreed to by sales personnel with customers and partners were properly documented within the contractual arrangements with such customers and partners, resulting in the improper recognition of revenue.

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements as of and for the year ended November 30, 2012, of the Company and this report does not affect our report on such financial statements.

In our opinion, because of the effect of the material weakness identified above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of November 30, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended November 30, 2012, of the Company and our report dated January 29, 2013 expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding discontinued operations.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
January 29, 2013

(c) Changes in internal control over financial reporting

Except as noted above, there were no changes in our internal control over financial reporting during the quarter ended November 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(d) Planned remediation efforts

Planned remediation efforts regarding the material weakness described above include the following:

- Expansion of the existing sales employee certification process and the withholding of commission payments to sales employees until all certifications have been received;
- Deal-specific certifications from sales employees;
- Directed and more frequent communication from senior management regarding inappropriate business arrangements and grounds for termination;
- Improved training for sales and other employees, with a focus on revenue recognition; and
- Improved communication within the sales organization to reinforce adherence to our policies and procedures.

Management is committed to the remediation efforts identified above, and will continue to monitor the effectiveness of these steps and make any changes that our management deems appropriate. The results of the remediation activities and new controls will be tested as part of our review of internal control over financial reporting for fiscal year 2013.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item 10 with respect to our directors and executive officers, including the qualifications of the members of the Audit Committee of our Board of Directors, may be found in the sections captioned, "Proposal 1—Election of Directors," "Committees of the Board," "Certain Relationships" and "Section 16(a) Beneficial Ownership Reporting Compliance" appearing in our definitive Proxy Statement for the 2013 Annual Meeting of Shareholders. This information is incorporated herein by reference.

Executive and Other Key Officers of the Registrant

The following table sets forth certain information regarding our executive and other key officers.

Name	Age	Position
Joseph A. Andrews	56	Senior Vice President, Human Resources
Antonio J. Aquilina	45	Senior Vice President, Strategy and Corporate Development
John Bates	42	Chief Technology Officer and Decision Analytics Business Line Leader
Michael Benedict	40	Vice President, Data Connectivity Business Line Leader
David A. Benson	53	Executive Vice President and Chief Information Officer
Melissa H. Cruz*	50	Senior Vice President, Finance and Administration and Chief Financial Officer
Stephen H. Faberman	43	Vice President, General Counsel
John P. Goodson	48	Senior Vice President, Product Engineering
Karen Padir	44	Senior Vice President, Application Development Business Line Leader
Philip M. Pead*	60	President and Chief Executive Officer
Jennifer Smith	37	Vice President, Chief Marketing Officer
Andy Zupsic*	50	Senior Vice President, Global Field Operations

* Denotes Executive Officer

Mr. Andrews became Senior Vice President, Human Resources in April 2010. Prior to that time, Mr. Andrews was Vice President, Human Resources, a position he held since he joined us in February 1997.

Mr. Aquilina became Senior Vice President, Strategy and Corporate Development in January 2012. Prior to that time, from February 2011 until January 2012, Mr. Aquilina was Vice President of Corporate Development at Autodesk, Inc., where he was employed beginning in 2005. From 2005 until February 2011, Mr. Aquilina was Director of Business Development within the Architecture, Engineering and Construction Services Division at Autodesk, Inc.

Dr. Bates became the Decision Analytics Business Line Leader in May 2012, as well as retaining the position of Executive Vice President and Chief Technology Officer. Dr. Bates became Chief Technology Officer and Head of Corporate Development in December 2009. Prior to that time, Dr. Bates was Vice President and General Manager, Apama Division from July 2007 to November 2009. Prior to that time, he was Vice President, Apama Products. Dr. Bates co-founded Apama Limited, a predecessor company acquired by Progress, in 1995.

Mr. Benedict became Vice President, Data Connectivity Business Line Leader in May 2012. From March 2011 to May 2012, Mr. Benedict was Vice President of Product Management. Prior to that time, Mr. Benedict held several Senior Director and Director positions in the Products and Sales organizations, since joining Progress upon the acquisition of DataDirect in 2003.

Mr. Benson became Executive Vice President and Chief Information Officer in April 2010. Mr. Benson joined us in June 2009 as Senior Vice President and Chief Information Officer. Prior to joining us, Mr. Benson served as Senior Vice President, Chief Information Officer for News Corporation, a diversified media and entertainment company, from May 2003 to August 2008.

Ms. Cruz became Senior Vice President, Finance and Administration and Chief Financial Officer in July 2012. Prior to joining us, from January 2007 to August 2010, Ms. Cruz was Executive Vice President and Chief Financial Officer of Picis, Inc., which was acquired by United Health Group. Ms. Cruz remained with United Health Group as the Chief Financial Officer of the Picis business unit until July 2011. From September 2005 to January 2007, Ms. Cruz was Senior Vice President and Chief Financial Officer of BladeLogic, Inc. In December 2012, Ms. Cruz informed us that she intended to retire as Senior Vice President, Finance and Administration and Chief Financial Officer in 2013, upon the appointment of her successor. In January 2013, we announced that Chris Perkins would be appointed Senior Vice President, Finance and Administration and Chief Financial Officer in February 2013.

Mr. Faberman became Vice President, General Counsel in December 2012. Prior to that, from October 2012 to December 2012, Mr. Faberman was Vice President, Acting General Counsel, and from January 2012 to October 2012, Mr. Faberman was Vice President, Deputy General Counsel. Mr. Faberman joined us in May 2008 as Associate General Counsel and was promoted to Deputy General Counsel in September 2010. Prior to joining us, from November 2007 to May 2008, Mr.

Faberman was Of Counsel at Greenberg Traurig. From October 2003 to March 2007, Mr. Faberman was Vice President, Corporate Counsel at Heritage Property Investment Trust.

Mr. Goodson became Senior Vice President, Product Engineering in May 2012. Prior to that time, Mr. Goodson was Senior Vice President, Products and acted as our Interim Chief Product Officer since October 2010. Prior to that time, from June 2010 until October 2010, Mr. Goodson was Senior Vice President and General Manager, Enterprise Data Solutions and Enterprise Business Solutions. In April 2009, Mr. Goodson became a Senior Vice President. Mr. Goodson had been a Vice President and General Manager, DataDirect Technologies Division since December 2007. Prior to December 2007, Mr. Goodson was Vice President, Product Operations, for DataDirect Technologies Division. Mr. Goodson joined DataDirect Technologies Limited, a predecessor company acquired by Progress, in 1992.

Ms. Padir became Senior Vice President, Application Development Business Line Leader in September 2012. Prior to joining us, from March 2010 to September 2012, Ms. Padir was Executive Vice President, Products and Engineering at EnterpriseDB. From October 2005 to February 2010, Ms. Padir was Vice President, Engineering at Sun Microsystems, and from October 2004 to September 2005, she was Vice President, Engineering at Red Hat.

Mr. Pead became President and Chief Executive Officer in December 2012. Prior to that, from November 2012 to December 2012, Mr. Pead was Executive Chairman and Interim Chief Executive Officer. Prior to that, Mr. Pead had been a director since July 2011. Mr. Pead was formerly the Chairman of the Board of Directors of Allscripts Heath Solutions, which merged with Eclipsys Corporation in August 2010, where Mr. Pead was the President and Chief Executive Officer. From March 2007 to May 2009, Mr. Pead served as the Managing Partner of Beacon Point Partners LLC. Mr. Pead served as President and Chief Executive Officer of Per-Se Technologies Inc. from November 2000 until its acquisition by McKesson Corporation in January 2007.

Ms. Smith became Vice President, Chief Marketing Officer in January 2013. Prior to that, from April 2012 to January 2013, Ms. Smith was Vice President, Corporate Marketing, and from January 2010 to April 2012, Ms. Smith was Vice President, Worldwide Field Marketing. Prior to that, Ms. Smith held several Director positions in the marketing organization since joining Progress in October 2007.

Mr. Zupsic became Senior Vice President, Global Field Operations in April 2012. Prior to joining us, from September 2009 to April 2012, Mr. Zupsic was Senior Vice President of Americas Enterprise Sales as Juniper Networks, Inc. From July 2007 to September 2009, Mr. Zupsic was Vice President, Sales, Marketing and Services, Latin America, at Microsoft. Prior to July 2007, Mr. Zupsic held several Director and Manager positions at Microsoft, where he was employed since 1993.

Board of Directors

The following information is provided with respect to the members of our Board of Directors:

Barry N. Bycoff
Former Executive Chairman
Progress Software Corporation

John R. Egan
Non-Executive Chairman
Managing Partner
Egan-Managed Capital

Ram Gupta
Former President and Chief Executive Officer
CAST Iron Systems, Inc.

Charles F. Kane
Strategic Advisor and Director
One Laptop per Child

David A. Krall
Former President and Chief Executive Officer
Avid Technology, Inc.

Michael L. Mark
 Director
 Progress Software Corporation

Philip M. Pead
 President and Chief Executive Officer
 Progress Software Corporation

Code of Conduct

We have adopted a Code of Conduct that applies to all employees and directors. A copy of the Code of Conduct is publicly available on our website at www.progress.com. If we make any substantive amendments to the Code of Conduct or grant any waiver, including any implicit waiver, from the Code of Conduct to our executive officers or directors, we will disclose the nature of such amendment or waiver in a Current Report on Form 8-K.

Item 11. Executive Compensation

The information required by this Item 11 with respect to director and executive compensation may be found under the headings captioned “Director Compensation,” “Compensation Discussion and Analysis” and “Executive Compensation” in our definitive Proxy Statement for the 2013 Annual Meeting of Shareholders. This information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 with respect to security ownership and our equity compensation plans may be found under the headings captioned “Information About Progress Software Common Stock Ownership” and “Equity Compensation Plan Information” in our definitive Proxy Statement for the 2013 Annual Meeting of Shareholders. This information is incorporated herein by reference.

Information related to securities authorized for issuance under equity compensation plans as of November 30, 2012 is as follows (in thousands, except per share data):

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available For Future Issuance
Equity compensation plans approved by shareholders ⁽¹⁾	3,908 ⁽²⁾	\$ 19.57	5,811 ⁽³⁾
Equity compensation plans not approved by shareholders ⁽⁴⁾	1,296	21.26	1,088
Total	5,204	\$ 19.99	6,899

(1) Consists of the 1992 Incentive and Nonqualified Stock Option Plan, 1994 Stock Incentive Plan, 1997 Stock Incentive Plan, 2008 Stock Option and Incentive Plan and 1991 Employee Stock Purchase Plan (ESPP).

(2) Does not include purchase rights accruing under the ESPP because the purchase price (and therefore the number of shares to be purchased) will not be determined until the end of the purchase period.

(3) Includes 1,211,000 shares available for future issuance under the ESPP.

(4) Consists of the 2002 Nonqualified Stock Plan and the 2004 Inducement Plan described below.

We have adopted two equity compensation plans, the 2002 Nonqualified Stock Plan (2002 Plan) and the 2004 Inducement Stock Plan (2004 Plan), for which the approval of shareholders was not required. We intend that the 2004 Plan be reserved for persons to whom we may issue securities as an inducement to become employed by us pursuant to the rules and regulations of NASDAQ. Executive officers and members of the Board of Directors are not eligible for awards under the 2002 Plan. An executive officer would be eligible to receive an award under the 2004 Plan only as an inducement to join us. Awards under the 2002 Plan and the 2004 Plan may include nonqualified stock options, grants of conditioned stock, unrestricted grants of stock, grants of stock contingent upon the attainment of performance goals and stock appreciation rights. A total of 11,250,000 shares are issuable under the two plans, of which, 1,088,000 shares are available for future issuance.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item 13 may be found under the headings “Independence,” “Review of Transactions with Related Persons” and “Transactions with Related Persons” in our definitive Proxy Statement for the 2013 Annual Meeting of Shareholders. This information is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this Item 14 may be found under the heading “Information About Our Independent Registered Public Accounting Firm” in our definitive Proxy Statement for the 2013 Annual Meeting of Shareholders. This information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents Filed as Part of this Annual Report on Form 10-K

1. Financial Statements (included in Item 8 of this Annual Report on Form 10-K):

- Report of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets as of November 30, 2012 and 2011
- Consolidated Statements of Income for the years ended November 30, 2012 , 2011 and 2010
- Consolidated Statements of Shareholders’ Equity for the years ended November 30, 2012 , 2011 and 2010
- Consolidated Statements of Cash Flows for the years ended November 30, 2012 , 2011 and 2010
- Notes to Consolidated Financial Statements

2. Financial Statement Schedules

Financial statement schedules are omitted as they are either not required or the information is otherwise included in the consolidated financial statements.

(b) Exhibits

Documents listed below, except for documents followed by parenthetical numbers, are being filed as exhibits. Documents followed by parenthetical numbers are not being filed herewith and, pursuant to Rule 12b-32 of the General Rules and Regulations promulgated by the SEC under the Securities Exchange Act of 1934 (the Act), reference is made to such documents as previously filed as exhibits with the SEC. Our file number under the Act is 0-19417.

- 3.1 Restated Articles of Organization, as amended (1)
- 3.2 By-Laws, as amended and restated (2)
- 4.1 Specimen certificate for the Common Stock (3)
- 10.1* 1992 Incentive and Nonqualified Stock Option Plan (4)
- 10.2* 1994 Stock Incentive Plan (5)
- 10.3* 1997 Stock Incentive Plan, as amended and restated
- 10.4* Employee Retention and Motivation Agreement as amended and restated, executed by each of the Executive Officers (other than the Chief Executive Officer) (6)
- 10.5* 2002 Nonqualified Stock Plan, as amended and restated (7)
- 10.6* 2004 Inducement Stock Plan, as amended and restated (8)
- 10.7* Progress Software Corporation 1991 Employee Stock Purchase Plan, as amended and restated (9)
- 10.8* Progress Software Corporation 2008 Stock Option and Incentive Plan, as amended and restated (10)
- 10.9* Form of Notice of Grant of Stock Options and Grant Agreement under the Progress Software Corporation 2008 Stock Option and Incentive Plan (11)
- 10.10* Progress Software Corporation Corporate Executive Bonus Plan
- 10.11* Progress Software Corporation 2012 Fiscal Year Non-Employee Directors Compensation Program

- 10.12* Form of Deferred Stock Unit Agreement under the Progress Software Corporation 2008 Stock Option and Incentive Plan (12)
- 10.13* Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Progress Software Corporation 2008 Stock Option and Incentive Plan (Initial Grant) (13)
- 10.14* Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Progress Software Corporation 2008 Stock Option and Incentive Plan (Annual Grant) (14)
- 10.15.1* Employment Letter Agreement, dated May 12, 2009, by and between Progress Software Corporation and Barry N. Bycoff regarding the terms of Mr. Bycoff's employment as Executive Chairman of the Board of Directors of Progress Software Corporation (15)
- 10.15.2* Letter Agreement, dated January 15, 2010, by and between Progress Software Corporation and Barry N. Bycoff regarding the extension of Mr. Bycoff's employment as Executive Chairman of the Board of Directors of Progress Software Corporation (16)
- 10.16* Employment Letter, dated as of May 12, 2009, between Progress Software Corporation and Richard D. Reidy (17)
- 10.17* Amended and Restated Employee Retention and Motivation Agreement, dated as of October 13, 2009, by and between Progress Software Corporation and Richard D. Reidy (18)
- 10.18* Severance Agreement, dated as of October 13, 2009, between Progress Software Corporation and Richard D. Reidy (19)
- 10.18.1* Letter Agreement, dated July 31, 2011, amending Separation Agreement, dated as of October 13, 2009, between Progress Software Corporation and Richard D. Reidy (20)
- 10.19* Separation Agreement, dated as of June 30, 2009, between Progress Software Corporation and Joseph W. Alsop (21)
- 10.20* Form of Restricted Stock Unit Agreement under the Progress Software Corporation 2008 Stock Option and Incentive Plan (22)
- 10.21* Separation Agreement, dated as of March 31, 2010, between Progress Software Corporation and Jeffrey Stamen (23)
- 10.22* Employment Letter, dated as of October 15, 2010, by and between Progress Software Corporation and Charles F. Wagner, Jr. (24)
- 10.23* Letter Agreement, dated November 12, 2010, by and between Progress Software Corporation and Norman R. Robertson (25)
- 10.24* Employment Agreement, dated as of December 5, 2011, by and between Progress Software Corporation and Jay H. Bhatt (26)
- 10.25* Employee Retention and Motivation Agreement, dated as of December 5, 2011, by and between Progress Software Corporation and Jay H. Bhatt (27)
- 10.26* Form of Executive Severance Agreement, executed by each of the Executive Officers other than the Chief Executive Officer (28)
- 10.27* Credit Agreement, dated as of August 15, 2011, by and among Progress Software Corporation, each of the lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Wells Fargo Bank, N.A. and RBS Citizens, N.A., as Syndication Agents, and J.P. Morgan Securities LLC, as Sole Bookrunner and Sole Lead Arranger (29)
- 10.28* Separation Agreement, dated March 22, 2012, between Progress Software Corporation and Charles F. Wagner, Jr. (30)
- 10.29* Employment Agreement, dated July 10, 2012, by and between Progress Software Corporation and Melissa H. Cruz (31)
- 10.30* Employment Agreement, dated December 7, 2012, by and between Progress Software Corporation and Philip M. Pead (32)
- 10.31* Employee Retention and Motivation Agreement, dated as of December 7, 2012, by and between Progress Software Corporation and Philip M. Pead (33)
- 10.32* Employment Agreement, dated January 1, 2013, by and between Progress Software Corporation and Chris E. Perkins (34)
- 21.1 List of Subsidiaries of the Registrant
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 – Philip M. Pead
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 – Melissa H. Cruz
- 32.1 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101** The following materials from Progress Software Corporation's Annual Report on Form 10-K for the year ended November 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of November 30, 2012 and 2011, (ii) Consolidated Statements of Income for the years ended November 30, 2012, 2011 and 2010, (iii) Consolidated Statements of Shareholders' Equity for the years ended November 30, 2012, 2011 and 2010, and (iv) Consolidated Statements of Cash Flows for the years ended November 30, 2012, 2011 and 2010.

- (1) Incorporated by reference to Exhibit 3.1 of our Annual Report on Form 10-K for the year ended November 30, 2011.
- (2) Incorporated by reference to Exhibit 3.1 of Form 8-K filed September 22, 2008.
- (3) Incorporated by reference to Exhibit 4.1 of our Annual Report on Form 10-K for the year ended November 30, 2011.
- (4) Incorporated by reference to Exhibit 10.1 of our Annual Report on Form 10-K for the year ended November 30, 2009.
- (5) Incorporated by reference to Exhibit 10.2 of our Annual Report on Form 10-K for the year ended November 30, 2009.
- (6) Incorporated by reference to Exhibit 10.1 of Form 8-K filed January 6, 2009.
- (7) Incorporated by reference to Exhibit 10.2 of our Quarterly Report on Form 10-Q for the quarter ended February 28, 2010.
- (8) Incorporated by reference to Exhibit 10.3 of our Quarterly Report on Form 10-Q for the quarter ended February 28, 2010.
- (9) Incorporated by reference to Annex B to our definitive Proxy Statement filed April 20, 2012.
- (10) Incorporated by reference to Annex A to our definitive Proxy Statement filed March 26, 2010.
- (11) Incorporated by reference to Exhibit 10.2 of Form 8-K filed on April 28, 2008.
- (12) Incorporated by reference to Exhibit 10.5 of Form 8-K filed on April 28, 2008
- (13) Incorporated by reference to Exhibit 10.3 of Form 8-K filed on April 28, 2008.
- (14) Incorporated by reference to Exhibit 10.4 of Form 8-K filed on April 28, 2008.
- (15) Incorporated by reference to Exhibit 10.21 to our Quarterly Report on Form 10-Q for the quarter ended May 31, 2009.
- (16) Incorporated by reference to Exhibit 10.16.2 to our Annual Report on Form 10-K for the year ended November 30, 2009.
- (17) Incorporated by reference to Exhibit 10.22 to our Quarterly Report on Form 10-Q for the quarter ended May 31, 2009.
- (18) Incorporated by reference to Exhibit 10.2 of Form 8-K/A filed on October 19, 2009.
- (19) Incorporated by reference to Exhibit 10.1 of Form 8-K/A filed on October 19, 2009.
- (20) Incorporated by reference to Exhibit 10.2 of Form 8-K filed on August 1, 2011.
- (21) Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended August 30, 2009.
- (22) Incorporated by reference to Exhibit 10.21 to our Annual Report on Form 10-K for the year ended November 30, 2009
- (23) Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended February 28, 2010.
- (24) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 12, 2010.
- (25) Incorporated by reference to Exhibit 10.3 to Form 8-K filed on November 12, 2010.
- (26) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 28, 2011.
- (27) Incorporated by reference to Exhibit 10.2 to Form 8-K filed on November 28, 2011.
- (28) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on December 8, 2011.
- (29) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on August 18, 2011.
- (30) Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended February 29, 2012.
- (31) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on July 20, 2012.
- (32) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on December 13, 2012.
- (33) Incorporated by reference to Exhibit 10.2 to Form 8-K filed on December 13, 2012
- (34) Incorporated by reference to Exhibit 10.1 to Form 8-K filed on January 8, 2013.

* Management contract or compensatory plan or arrangement in which an executive officer or director of Progress Software participates.

** Pursuant to Rule 406T of Regulations S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

(c) Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown on the financial statements or notes hereto.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 29th day of January , 2013 .

PROGRESS SOFTWARE CORPORATION

By: /s/ PHILIP M. PEAD
Philip M. Pead
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ PHILIP M. PEAD</u> Philip M. Pead	President and Chief Executive Officer (Principal Executive Officer)	January 29, 2013
<u>/s/ MELISSA H. CRUZ</u> Melissa H. Cruz	Senior Vice President, Finance and Administration and Chief Financial Officer (Principal Financial Officer)	January 29, 2013
<u>/s/ PAUL A. JALBERT</u> Paul A. Jalbert	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	January 29, 2013
<u>/s/ BARRY N. BYCOFF</u> Barry N. Bycoff	Director	January 29, 2013
<u>/s/ JOHN R. EGAN</u> John R. Egan	Non-Executive Chairman	January 29, 2013
<u>/s/ RAM GUPTA</u> Ram Gupta	Director	January 29, 2013
<u>/s/ CHARLES F. KANE</u> Charles F. Kane	Director	January 29, 2013
<u>/s/ DAVID A. KRALL</u> David A. Krall	Director	January 29, 2013
<u>/s/ MICHAEL L. MARK</u> Michael L. Mark	Director	January 29, 2013

PROGRESS SOFTWARE CORPORATION**1997 STOCK INCENTIVE PLAN****(Amended and Restated 22 March 2007)**Section 1. GENERAL PURPOSE OF THE PLAN; DEFINITIONS.

The name of the plan is the Progress Software Corporation 1997 Stock Incentive Plan (the "Plan"). The purpose of the Plan is to encourage and enable the officers, employees and directors of, and other persons providing services to, Progress Software Corporation (the "Company") and its Subsidiaries upon whose judgment, initiative and efforts the Company largely depends for the successful conduct of its business, to acquire a proprietary interest in the Company. It is anticipated that providing such persons with a direct stake in the Company's welfare will assure a closer identification of their interests with those of the Company, thereby stimulating their efforts on the Company's behalf and strengthening their desire to remain with the Company.

The following terms shall be defined as set forth below:

"Act" means the Securities Exchange Act of 1934, as amended.

"Administrator" means either the Board or the Committee.

"Award" or "Awards", except where referring to a particular category of grant under the Plan, shall include Incentive Stock Options, Non-Qualified Stock Options, Conditioned Stock Awards, Unrestricted Stock Awards, Deferred Stock Awards, Performance Share Awards, Stock Appreciation Rights and Dividend Equivalent Rights.

"Board" means the Board of Directors of the Company.

"Cause" means (i) any material breach by the participant of any agreement to which the participant and the Company are both parties, (ii) any act or omission to act by the participant which may have a material and adverse effect on the Company's business or on the participant's ability to perform services for the Company, including, without limitation, the commission of any crime (other than ordinary traffic violations), or (iii) any material misconduct or material neglect of duties by the participant in connection with the business or affairs of the Company or any affiliate of the Company.

"Change of Control" shall have the meaning set forth in Section 18.

"Code" means the Internal Revenue Code of 1986, as amended, and any successor Code, and related rules, regulations and interpretations.

"Conditioned Stock Award" means an Award granted pursuant to Section 6.

"Committee" means a committee consisting of two Outside Directors.

"Deferred Stock Award" means an Award granted pursuant to Section 8.

"Disability" means disability as set forth in Section 22(e)(3) of the Code.

"Dividend Equivalent Right" means an Award granted pursuant to Section 11.

"Effective Date" means the date on which the Plan is approved by shareholders as set forth in Section 20.

"Eligible Persons" shall have the meaning set forth in Section 4.

"Fair Market Value" on any given date means the closing price per share of the Stock on such date as reported by NASDAQ, or, if there are no market quotations on NASDAQ on such date, the closing price per share of the Stock on the last date preceding such date for which market quotations are available. If the Stock is not quoted on NASDAQ, the fair market value of the Stock shall be as determined by the Committee.

"Incentive Stock Option" means any Stock Option designated and qualified as an "incentive stock option" as defined in Section 422 of the Code.

"Non-Qualified Stock Option" means any Stock Option that is not an Incentive Stock Option.

“*Normal Retirement*” means retirement from active employment with the Company and its Subsidiaries in accordance with the retirement policies of the Company and its Subsidiaries then in effect.

“*Outside Director*” means any director who (i) is not an employee of the Company or of any “affiliated group,” as such term is defined in Section 1504(a) of the Code, which includes the Company (an “Affiliate”), (ii) is not a former employee of the Company or any Affiliate who is receiving compensation for prior services (other than benefits under a tax-qualified retirement plan) during the Company’s or any Affiliate’s taxable year, (iii) has not been an officer of the Company or any Affiliate and (iv) does not receive remuneration from the Company or any Affiliate, either directly or indirectly, in any capacity other than as a director.

“*Option*” or “*Stock Option*” means any option to purchase shares of Stock granted pursuant to Section 5.

“*Performance Share Award*” means an Award granted pursuant to Section 9.

“*Sale Event*” shall mean (i) the sale of all or substantially all of the assets of the Company on a consolidated basis to an unrelated person or entity, (ii) a merger, reorganization or consolidation in which the outstanding shares of Stock are converted into or exchanged for securities of the successor entity and the holders of the Company’s outstanding voting power immediately prior to such transaction do not own a majority of the outstanding voting power of the successor entity immediately upon completion of such transaction, or (iii) the sale of all of the Stock of the Company to an unrelated person or entity.

“*Section 409A*” means Section 409A of the Code and the regulations and other guidance promulgated thereunder.

“*Stock*” means the Common Stock, \$.01 par value per share, of the Company, subject to adjustments pursuant to Section 3.

“*Stock Appreciation Right*” means an Award granted pursuant to Section 10. “*Subsidiary*” means a subsidiary as set forth in Section 424 of the Code. “*Unrestricted Stock Award*” means Awards granted pursuant to Section 7.

Section 2. ADMINISTRATION OF PLAN; ADMINISTRATOR AUTHORITY TO SELECT PARTICIPANTS AND DETERMINE AWARDS.

(a) Administration of Plan. The Plan shall be administered by the Administrator. In the event the Administrator is the Committee rather than the Board, it is the intention of the Company that the Committee shall consist of “disinterested persons” within the meaning of Section 162(m) of the Code, but the authority and validity of any act taken or not taken by the Committee shall not be affected if any person serving on the Committee is not a disinterested person. Except as specifically reserved to the Board under the terms of the Plan or when the Board is serving as Administrator, the Committee shall have full and final authority to operate, manage and administer the Plan on behalf of the Company. Action by the Committee shall require the affirmative vote of a majority of all members thereof.

(b) Powers of Administrator. The Administrator shall have the power and authority to grant Awards consistent with the terms of the Plan, including the power and authority:

(i) to select the officers and other employees of, members of the Board of and other persons providing services to, the Company and its Subsidiaries to whom Awards may from time to time be granted;

(ii) to determine the time or times of grant, and the extent, if any, of Incentive Stock Options, Non-Qualified Stock Options, Conditioned Stock, Unrestricted Stock, Deferred Stock, Performance Shares, Stock Appreciation Rights, and Dividend Equivalent Rights, or any combination of the foregoing, granted to any one or more participants;

(iii) to determine the number of shares to be covered by any Award;

(iv) to determine and modify the terms and conditions, including restrictions, not inconsistent with the terms of the Plan, of any Award, which terms and conditions may differ among individual Awards and participants, and to approve the form of written instruments evidencing the Awards;

(v) to accelerate the exercisability or vesting of all or any portion of any Award with the exception of a Conditioned Stock Award;

(vi) subject to the provisions of Section 5(a)(ii), to extend the period in which any outstanding Stock Option or Stock Appreciation Right may be exercised;

(vii) to reduce the per-share exercise price of any outstanding Stock Option or Stock Appreciation Right awarded to any employee of the Company, including any officer or director of the Company (but not to less than 100% of Fair Market

Value on the date the reduction is made) provided, however, that such reduction shall be effective only if approved by the shareholders of the Company;

(viii) to determine whether, to what extent, and under what circumstances Stock and other amounts payable with respect to an Award shall be deferred either automatically or at the election of the participant and whether and to what extent the Company shall pay or credit amounts equal to interest (at rates determined by the Administrator) or dividends or deemed dividends on such deferrals; and

(ix) to adopt, alter and repeal such rules, guidelines and practices for administration of the Plan and for its own acts and proceedings as it shall deem advisable; to interpret the terms and provisions of the Plan and any Award (including related written instruments); to make all determinations it deems advisable for the administration of the Plan; to decide all disputes arising in connection with the Plan; and to otherwise supervise the administration of the Plan.

All decisions and interpretations of the Administrator shall be binding on all persons, including the Company and Plan participants.

(c) Indemnification. Neither the Board nor the Committee, nor any member of either or any delegate thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with the Plan, and the members of the Board and the Committee (and any delegate thereof) shall be entitled in all cases to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including, without limitation, reasonable attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under the Company's articles or bylaws or any directors' and officers' liability insurance coverage which may be in effect from time to time and/or any indemnification agreement between such individual and the Company.

Section 3. SHARES ISSUABLE UNDER THE PLAN; MERGERS; SUBSTITUTION.

(a) Shares Issuable. The maximum number of shares of Stock with respect to which Awards may be granted under the Plan shall be 9,540,000. For purposes of this limitation, the shares of Stock underlying any Awards which are forfeited, cancelled, reacquired by the Company or otherwise terminated (other than by exercise) shall be added back to the shares of Stock with respect to which Awards may be granted under the Plan so long as the participants to whom such Awards had been previously granted received no benefits of ownership of the underlying shares of Stock to which the Awards related. Subject to such overall limitation, any type or types of Award may be granted with respect to shares, including Incentive Stock Options. Shares issued under the Plan may be authorized but unissued shares or shares reacquired by the Company.

(b) Limitation on Awards. In no event may any Plan participant be granted Awards (including Stock Appreciation Rights) with respect to more than 300,000 shares of Stock in any calendar year. The number of shares of Stock relating to an Award granted to a Plan participant in a calendar year that is subsequently forfeited, cancelled or otherwise terminated shall continue to count toward the foregoing limitation in such calendar year.

(c) Changes in Stock. Subject to Section 3(d) hereof, if, as a result of any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Company's capital stock, the outstanding shares of Stock are increased or decreased or are exchanged for a different number or kind of shares or other securities of the Company, or additional shares or new or different shares or other securities of the Company or other non-cash assets are distributed with respect to such shares of Stock or other securities, or, if, as a result of any merger or consolidation, sale of all or substantially all of the assets of the Company, the outstanding shares of Stock are converted into or exchanged for securities of the Company or any successor entity (or a parent or subsidiary thereof), the Administrator shall make an appropriate or proportionate adjustment in (i) the maximum number of shares reserved for issuance under the Plan, (ii) the number of Awards that can be granted to any one individual participant in any calendar year, (iii) the number and kind of shares or other securities subject to any then outstanding Awards under the Plan, (iv) the repurchase price, if any, per share subject to each outstanding Conditioned Stock Award and (v) the price for each share subject to any then outstanding Stock Options and Stock Appreciation Rights under the Plan, without changing the aggregate exercise price (i.e., the exercise price multiplied by the number of Stock Options and Stock Appreciation Rights) as to which such Stock Options and Stock Appreciation Rights remain exercisable. The Administrator shall also make equitable or proportionate adjustments in the number of shares subject to outstanding Awards and the exercise price and the terms of outstanding Awards to take into consideration cash dividends paid other than in the ordinary course or any other extraordinary corporate event. Notwithstanding the foregoing, no adjustment shall be made under this Section 3 (c) if the Administrator determines that such action could cause any Award to fail to satisfy the conditions of any applicable exception from the requirements of Section 409A or otherwise could subject the participant to the additional tax imposed under Section 409A in respect of an outstanding Award or constitute a modification, extension or renewal of an Incentive Stock Option within the meaning of Section 424(h) of the Code. The adjustment by the Administrator

shall be final, binding and conclusive. No fractional shares of Stock shall be issued under the Plan resulting from any such adjustment, but the Administrator in its discretion may make a cash payment in lieu of fractional shares.

(d) Sale Event. The Administrator may in its discretion accelerate the exercisability or vesting of all or any portion of outstanding Awards in the case of a Sale Event. Upon the effective time of the Sale Event, the Plan and all outstanding Awards granted hereunder shall terminate, unless provision is made in connection with the Sale Event in the sole discretion of the parties thereto for the assumption or continuation of Awards theretofore granted by the successor entity, or the substitution of such Awards with new Awards of the successor entity or parent thereof, with appropriate adjustment as to the number and kind of shares and, if appropriate, the per share exercise prices, as such parties shall agree (after taking into account any acceleration hereunder). In the event of such termination, (i) the Administrator shall have the option (in its sole discretion) to make or provide for a cash payment to the participants holding Options and Stock Appreciation Rights, in exchange for the cancellation thereof, in an amount equal to the difference between (A) the sale price multiplied by the number of shares of Stock subject to outstanding Options and Stock Appreciation Rights (to the extent then exercisable (after taking into account any acceleration hereunder) at prices not in excess of the sale price) and (B) the aggregate exercise price of all such outstanding Options and Stock Appreciation Rights; or (ii) each participant shall be permitted, within a specified period of time prior to the consummation of the Sale Event as determined by the Administrator, to exercise all outstanding Options and Stock Appreciation Rights held by such participant.

(e) Substitute Awards. The Administrator may grant Awards under the Plan in substitution for stock and stock based awards held by employees of another corporation who concurrently become employees of the Company or a Subsidiary as the result of a merger or consolidation of the employing corporation with the Company or a Subsidiary or the acquisition by the Company or a Subsidiary of property or stock of the employing corporation. The Administrator may direct that the substitute awards be granted on such terms and conditions as the Administrator considers appropriate in the circumstances. The shares which may be delivered under such substitute awards shall be in addition to the maximum number of shares provided for in Section 3(a) only to the extent that the substitute Awards are granted in substitution for awards issued under a plan approved by the shareholders of the entity which issued such predecessor awards.

Section 4. ELIGIBILITY.

Awards may be granted to officers or other key employees of the Company or its Subsidiaries, and to members of the Board and consultants or other persons who render services to the Company, regardless of whether they are also employees ("Eligible Persons").

Section 5. STOCK OPTIONS.

Any Stock Option granted under the Plan shall be in such form as the Administrator may from time to time approve.

Stock Options granted under the Plan may be either Incentive Stock Options or Non-Qualified Stock Options. To the extent that any option does not qualify as an Incentive Stock Option, it shall constitute a Non-Qualified Stock Option.

No Incentive Stock Option shall be granted under the Plan after March 16, 2016.

(a) Grant of Stock Options. The Administrator in its discretion may grant Incentive Stock Options only to employees of the Company or any Subsidiary. The Administrator in its discretion may grant Non-Qualified Stock Options to Eligible Persons. Stock Options granted pursuant to this Section 5 (a) shall be subject to the following terms and conditions and the terms and conditions of Section 12 and shall contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Administrator shall deem desirable.

(i) Exercise Price. The exercise price per share for the Stock covered by a Stock Option granted pursuant to this Section 5(a) shall be determined by the Administrator at the time of grant but shall be not less than 100% of Fair Market Value on the date of grant. If an employee owns or is deemed to own (by reason of the attribution rules applicable under Section 424(d) of the Code) more than 10% of the combined voting power of all classes of stock of the Company or any Subsidiary or parent corporation and an Incentive Stock Option is granted to such employee, the option price shall be not less than 110% of Fair Market Value on the grant date.

(ii) Option Term. The term of each Stock Option shall be fixed by the Administrator, but no Incentive Stock Option shall be exercisable more than ten years after the date the option is granted. If an employee owns or is deemed to own (by reason of the attribution rules of Section 424(d) of the Code) more than 10% of the

combined voting power of all classes of stock of the Company or any Subsidiary or parent corporation and an Incentive Stock Option is granted to such employee, the term of such option shall be no more than five years from the date of grant.

(iii) Exercisability; Rights of a Shareholder. Stock Options shall become vested and exercisable at such time or times, whether or not in installments, as shall be determined by the Administrator at or after the grant date. The Administrator may at any time accelerate the exercisability of all or any portion of any Stock Option. An optionee shall have the rights of a shareholder only as to shares acquired upon the exercise of a Stock Option and not as to unexercised Stock Options.

(iv) Method of Exercise. Stock Options may be exercised in whole or in part, by delivering written notice of exercise to the Company, specifying the number of shares to be purchased. Payment of the purchase price may be made by one or more of the following methods:

(A) In cash, by certified or bank check or other instrument acceptable to the Administrator;

(B) Through the delivery (or attestation to the ownership) of shares of Stock that have been purchased by the optionee on the open market or that are beneficially owned by the optionee and are not then subject to restrictions under any Company plan. Such surrendered shares shall be valued at Fair Market Value on the exercise date. To the extent required to avoid variable accounting treatment under FAS 123R or other applicable accounting rules, such surrendered shares shall have been owned by the optionee for at least six months; or

(C) By the optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company to pay the purchase price; provided that in the event the optionee chooses to pay the purchase price as so provided, the optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Administrator shall prescribe as a condition of such payment procedure.

Payment instruments will be received subject to collection. The transfer to the optionee on the records of the Company or of the transfer agent of the shares of Stock to be purchased pursuant to the exercise of a Stock Option will be contingent upon receipt from the optionee (or a purchaser acting in his stead in accordance with the provisions of the Stock Option) by the Company of the full purchase price for such shares and the fulfillment of any other requirements contained in the option award agreement or applicable provisions of laws (including the satisfaction of any withholding taxes that the Company is obligated to withhold with respect to the optionee). In the event an optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the optionee upon the exercise of the Stock Option shall be net of the number of attested shares. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the exercise of Stock Options, such as a system using an internet website or interactive voice response, then the paperless exercise of Stock Options may be permitted through the use of such an automated system.

(v) Transferability of Options. No Stock Option shall be transferable by the optionee otherwise than by will or by the laws of descent and distribution, and all Stock Options shall be exercisable, during the optionee's lifetime, only by the optionee or his or her legal representative; provided, however, that the Administrator may, in the manner established by the Administrator, permit the transfer, without payment of consideration, of a Non-Qualified Stock Option by an optionee to a member of the optionee's immediate family or to a trust or partnership whose beneficiaries are members of the optionee's immediate family; and such transferee shall remain subject to all the terms and conditions applicable to the option prior to the transfer. For purposes of this provision, an optionee's "immediate family" shall mean the holder's spouse, children and grandchildren."

(vi) Annual Limit on Incentive Stock Options. To the extent required for "incentive stock option" treatment under Section 422 of the Code, the aggregate Fair Market Value (determined as of the time of grant) of the Stock with respect to which incentive stock options granted under this Plan and any other plan of the Company or its Subsidiaries become exercisable for the first time by an optionee during any calendar year shall not exceed \$100,000.

(vii) Repurchase Right. The Administrator may in its discretion provide upon the grant of any Stock Option hereunder that the Company shall have an option to repurchase upon such terms and conditions as determined by the Administrator all or any number of shares purchased upon exercise of such Stock Option. The repurchase price per share payable by the Company shall be such amount or be determined by such formula as is fixed by the Administrator at the time the Option for the shares subject to repurchase is granted. In the event the Administrator shall grant Stock Options subject to the Company's repurchase option, the certificates representing the shares purchased pursuant to such Options shall carry a legend satisfactory to counsel for the Company referring to the Company's repurchase option.

(viii) Form of Settlement. Shares of Stock issued upon exercise of a Stock Option shall be free of all restrictions under the Plan, except as otherwise provided in this Plan.

Section 6. CONDITIONED STOCK AWARDS.

(a) Nature of Conditioned Stock Award. The Administrator in its discretion may grant Conditioned Stock Awards to any Eligible Person. A Conditioned Stock Award is an Award entitling the recipient to acquire, at no cost or for a purchase price determined by the Administrator, shares of Stock subject to such restrictions and conditions as the Administrator may determine at the time of grant ("Conditioned Stock"). Conditions may be based on continuing employment and/or achievement of pre-established performance goals and objectives.

(b) Acceptance of Award. A participant who is granted a Conditioned Stock Award shall have no rights with respect to such Award unless the participant shall have accepted the Award within 60 days (or such shorter date as the Administrator may specify) following the award date by making payment to the Company, if required, by certified or bank check or other instrument or form of payment acceptable to the Administrator in an amount equal to the specified purchase price, if any, of the shares covered by the Award and by executing and delivering to the Company a written instrument that sets forth the terms and conditions of the Conditioned Stock in such form as the Administrator shall determine.

(c) Rights as a Shareholder. Upon complying with Section 6(b) above, a participant shall have all the rights of a shareholder with respect to the Conditioned Stock, including voting and dividend rights, subject to non-transferability restrictions and Company repurchase or forfeiture rights described in this Section 6 and subject to such other conditions contained in the written instrument evidencing the Conditioned Award. Unless the Administrator shall otherwise determine, (i) uncertificated Conditioned Stock shall be accompanied by a notation on the records of the Company or the transfer agent to the effect that they are subject to forfeiture until such Conditioned Stock are vested as provided in Section 6(d) below, and (ii) certificated Conditioned Stock shall remain in the possession of the Company until such Conditioned Stock is vested as provided in Section 6(d) below, and the participant shall be required, as a condition of the grant, to deliver to the Company such instruments of transfer as the Administrator may prescribe.

(d) Restrictions. Conditioned Stock may not be sold, assigned, transferred, pledged or otherwise encumbered or disposed of except as specifically provided herein or in the Conditioned Stock Award Agreement. Except as may otherwise be provided by the Administrator either in the Award Agreement or, subject to Section 15 below, in writing after the Award Agreement is issued, if any, if a participant's employment (or other service relationship) with the Company and its Subsidiaries terminates for any reason, any Conditioned Stock that has not vested at the time of termination shall automatically and without any requirement of notice to such participant from or other action by or on behalf of, the Company be deemed to have been reacquired by the Company at its original purchase price (if any) from such participant or such participant's legal representative simultaneously with such termination of employment (or other service relationship), and thereafter shall cease to represent any ownership of the Company by the participant or rights of the participant as a shareholder. Following such deemed reacquisition of unvested Conditioned Stock that are represented by physical certificates, a participant shall surrender such certificates to the Company upon request without consideration.

(e) Vesting of Conditioned Stock. The Administrator at the time of grant shall specify the date or dates and/or the attainment of pre-established performance goals, objectives and other conditions on which the non-transferability of the Conditioned Stock and the Company's right of repurchase or forfeiture shall lapse. Notwithstanding the foregoing, in the event that any such Conditioned Stock granted to employees shall have a performance-based goal, the restriction period with respect to such shares shall not be less than one year, and in the event any such Conditioned Stock granted to employees shall have a time-based restriction, the total restriction period with respect to such shares shall not be less than three years; provided, however, that Conditioned Stock with a time-based restriction may become vested incrementally over such three-year period. Subsequent to such date or dates and/or the attainment of such preestablished performance goals, objectives and other conditions, the shares on which all restrictions have lapsed shall no longer be Conditioned Stock and shall be deemed "vested."

(f) Waiver, Deferral and Reinvestment of Dividends. The written instrument evidencing the Conditioned Stock Award may require or permit the immediate payment, waiver, deferral or investment of dividends paid on the Conditioned Stock.

Section 7. UNRESTRICTED STOCK AWARDS.

(a) Grant or Sale of Unrestricted Stock. The Administrator in its discretion may grant (or sell at a purchase price determined by the Administrator which shall in no event be less than 100% of Fair Market Value) to any Eligible Person shares of Stock free of any restrictions under the Plan ("Unrestricted Stock"). Shares of Unrestricted Stock may be granted or sold as described in the preceding sentence in respect of past services or other valid consideration.

(b) Elections to Receive Unrestricted Stock In Lieu of Compensation. Upon the request of an Eligible Person and with the consent of the Administrator, each Eligible Person may, pursuant to an irrevocable written election delivered to the

Company no later than the date or dates specified by the Administrator, receive a portion of the cash compensation otherwise due to him in Unrestricted Stock (valued at Fair Market Value on the date or dates the cash compensation would otherwise be paid). Such Unrestricted Stock shall be paid to the Eligible Person at the same time as the cash compensation would otherwise be paid.

(c) Restrictions on Transfers. The right to receive unrestricted Stock may not be sold, assigned, transferred, pledged or otherwise encumbered, other than by will or the laws of descent and distribution.

Section 8. DEFERRED STOCK AWARDS.

(a) Nature of Deferred Stock Awards. The Administrator shall determine the restrictions and conditions applicable to each Deferred Stock Award at the time of grant. Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. The grant of a Deferred Stock Award is contingent on the participant executing the Deferred Stock Award Agreement. The terms and conditions of each such Award Agreement shall be determined by the Administrator, and such terms and conditions may differ among individual Awards and participants. Notwithstanding the foregoing, in the event that any such Deferred Stock Award granted to employees shall have a performance-based goal, the restriction period with respect to such Award shall not be less than one year, and in the event any such Deferred Stock Award granted to employees shall have a time-based restriction, the total restriction period with respect to such Award shall not be less than three years; provided, however, that any Deferred Stock Award with a time-based restriction may become vested incrementally over such three-year period. At the end of the deferral period, the Deferred Stock Award, to the extent vested, shall be settled in the form of shares of Stock.

(b) Election to Receive Deferred Stock Awards in Lieu of Compensation. The Administrator may, in its sole discretion, permit a participant to elect to receive a portion of future cash compensation otherwise due to such participant in the form of a Deferred Stock Award. Any such election shall be made in writing and shall be delivered to the Company no later than the date specified by the Administrator and in accordance with Section 409A and such other rules and procedures established by the Administrator. Any such future cash compensation that the participant elects to defer shall be converted to a fixed number of phantom stock units based on the Fair Market Value of Stock on the date the compensation would otherwise have been paid to the participant if such payment had not been deferred as provided herein. The Administrator shall have the sole right to determine whether and under what circumstances to permit such elections and to impose such limitations and other terms and conditions thereon as the Administrator deems appropriate.

(c) Rights as a Shareholder. A participant shall have the rights as a shareholder only as to shares of Stock acquired by the participant upon settlement of a Deferred Stock Award; provided, however, that the participant may be credited with Dividend Equivalent Rights with respect to the phantom stock units underlying his Deferred Stock Award, subject to such terms and conditions as the Administrator may determine.

(d) Termination. Except as may otherwise be provided by the Administrator either in the Award Agreement or, subject to Section 15 below, in writing after the Award Agreement is issued, a participant's right in all Deferred Stock Awards that have not vested shall automatically terminate upon the participant's termination of employment (or cessation of service relationship) with the Company and its Subsidiaries for any reason.

(e) Restrictions on Transfer. No Deferred Stock Award shall be transferable other than by will or by the laws of descent and distribution.

Section 9. PERFORMANCE SHARE AWARDS.

(a) Nature of Performance Shares. A Performance Share Award is an award entitling the recipient to acquire shares of Stock upon the attainment of specified performance goals. The Administrator may make Performance Share Awards independent of or in connection with the granting of any other Award under the Plan. Performance Share Awards may be granted under the Plan to any Eligible Person including those who qualify for awards under other performance plans of the Company. The Administrator in its discretion shall determine whether and to whom Performance Share Awards shall be made, the performance goals applicable under each such Award, the periods during which performance is to be measured, and all other limitations and conditions applicable to the awarded Performance Shares; provided, however, that the Administrator may rely on the performance goals and other standards applicable to other performance-based plans of the Company in setting the standards for Performance Share Awards under the Plan.

(b) Restrictions on Transfer. Performance Share Awards and all rights with respect to such Awards may not be sold, assigned, transferred, pledged or otherwise encumbered.

(c) Rights as a Shareholder. A participant receiving a Performance Share Award shall have the rights of a shareholder only as to shares actually received by the participant under the Plan and not with respect to shares subject to the Award but not actually received by the participant. A participant shall be entitled to receive a stock certificate evidencing the acquisition of shares of Stock under a Performance Share Award only upon satisfaction of all conditions specified in the written instrument evidencing the Performance Share Award (or in a performance plan adopted by the Administrator).

(d) Termination. Except as may otherwise be provided by the Administrator at any time prior to termination of employment, a participant's rights in all Performance Share Awards shall automatically terminate upon the participant's termination of employment by the Company and its Subsidiaries for any reason (including death, Disability, Normal Retirement and for Cause).

(e) Acceleration, Waiver, Etc. At any time prior to the participant's termination of employment by the Company and its Subsidiaries, the Administrator may in its sole discretion accelerate, waive or, subject to Section 15, amend any or all of the goals, restrictions or conditions imposed under any Performance Share Award.

Section 10. STOCK APPRECIATION RIGHTS.

(a) Grant of Stock Appreciation Rights. The Administrator in its discretion may grant Stock Appreciation Rights to any Eligible Person (i) alone, (ii) simultaneously with the grant of a Stock Option and in conjunction therewith or in the alternative thereto or (iii) subsequent to the grant of a Non-Qualified option and in conjunction therewith or in the alternative thereto.

(b) Exercise Price of Stock Appreciation Rights. The exercise price per share of a Stock Appreciation Right granted alone shall be determined by the Administrator, but shall not be less than 100% of Fair Market Value on the date of grant of such Stock Appreciation Right. A Stock Appreciation Right granted simultaneously with or subsequent to the grant of a Stock Option and in conjunction therewith or in the alternative thereto shall have the same exercise price as the related Stock Option, shall be transferable only upon the same terms and conditions as the related Stock Option, and shall be exercisable only to the same extent as the related Stock Option; provided, however, that a Stock Appreciation Right, by its terms, shall be exercisable only when the Fair Market Value per share of Stock exceeds the exercise price per share thereof.

(c) Terms and Conditions. Upon any exercise of a Stock Appreciation Right, the number of shares of Stock for which any related Stock Option shall be exercisable shall be reduced by the number of shares for which the Stock Appreciation Right shall have been exercised. The number of shares of Stock with respect to which a Stock Appreciation Right shall be exercisable shall be reduced upon any exercise of any related Stock Option by the number of shares for which such Option shall have been exercised. Any Stock Appreciation Right shall be exercisable upon such additional terms and conditions as may from time to time be prescribed by the Administrator.

(d) Settlement in Shares. A Stock Appreciation Right shall entitle the participant upon exercise thereof to receive from the Company, upon written request to the Company at its principal offices (the "Request"), a number of shares of Stock (with or without restrictions as to substantial risk of forfeiture and transferability, as determined by the Administrator in its sole discretion), having an aggregate Fair Market Value equal to the product of (i) the excess of Fair Market Value, on the date of such Request, over the exercise price per share of Stock specified in such Stock Appreciation Right or its related Option, multiplied by (ii) the number of shares of Stock for which such Stock Appreciation Right shall be exercised.

(e) Deemed Exercise. A Stock Appreciation Right shall be deemed exercised on the last day of its term, if not otherwise exercised by the holder thereof, provided that the fair market value of the Stock subject to the Stock Appreciation Right exceeds the exercise price thereof on such date.

(f) Restrictions on Transfer. No Stock Appreciation Right shall be transferable other than by will or by the laws of descent and distribution and all Stock Appreciation Rights shall be exercisable, during the holder's lifetime, only by the holder.

Section 11. DIVIDEND EQUIVALENT RIGHTS.

(a) Dividend Equivalent Rights. A Dividend Equivalent Right may be granted hereunder to any participant as a component of another Award or as a freestanding award. The terms and conditions of Dividend Equivalent Rights shall be specified in the Award Agreement. Dividend equivalents credited to the holder of a Dividend Equivalent Right may be paid currently or may be deemed to be reinvested in additional shares of Stock, which may thereafter accrue additional equivalents. Any such reinvestment shall be at Fair Market Value on the date of reinvestment or such other price as may then

apply under a dividend reinvestment plan sponsored by the Company, if any. Dividend Equivalent Rights may be settled in cash or shares of Stock or a combination thereof, in a single installment or installments. A Dividend Equivalent Right granted as a component of another Award may provide that such Dividend Equivalent Right shall be settled upon exercise, settlement, or payment of, or lapse of restrictions on, such other Award, and that such Dividend Equivalent Right shall expire or be forfeited or annulled under the same conditions as such other Award. A Dividend Equivalent Right granted as a component of another Award may also contain terms and conditions different from such other Award.

(b) Termination. Except as may otherwise be provided by the Administrator either in the Award Agreement or, subject to Section 15 below, in writing after the Award agreement is issued, a participant's rights in all Dividend Equivalent Rights or interest equivalents granted as a component of another Award that has not vested shall automatically terminate upon the participant's termination of employment (or cessation of service relationship) with the Company and its Subsidiaries for any reason.

(c) Restrictions on Transfer. No Dividend Equivalent Rights shall be transferable other than by will or by the laws of descent and distribution.

Section 12. TERMINATION OF STOCK OPTIONS AND STOCK APPRECIATION RIGHTS.

(a) Termination by Death. If any participant's employment by or services to the Company and its Subsidiaries terminates by reason of death, any Stock Option or Stock Appreciation Right owned by such participant may thereafter be exercised to the extent exercisable at the date of death, by the legal representative or legatee of the participant, for a period of two years (or such longer period as the Administrator shall specify at any time) from the date of death, or until the expiration of the stated term of the Option or Stock Appreciation Right, if earlier.

(b) Termination by Reason of Disability or Normal Retirement.

(i) Any Stock Option or Stock Appreciation Right held by a participant whose employment by or services to the Company and its Subsidiaries has terminated by reason of Disability may thereafter be exercised, to the extent it was exercisable at the time of such termination, for a period of one year (or such longer period as the Administrator shall specify at any time) from the date of such termination of employment or services, or until the expiration of the stated term of the Option or Stock Appreciation Right, if earlier.

(ii) Any Stock Option or Stock Appreciation Right held by a participant whose employment by or services to the Company and its Subsidiaries has terminated by reason of Normal Retirement may thereafter be exercised, to the extent it was exercisable at the time of such termination, for a period of 90 days (or such longer period as the Administrator shall specify at any time) from the date of such termination of employment or services, or until the expiration of the stated term of the Option or Stock Appreciation Right, if earlier.

(iii) The Administrator shall have sole authority and discretion to determine whether a participant's employment or services has been terminated by reason of Disability or Normal Retirement.

(iv) Except as otherwise provided by the Administrator at the time of grant, the death of a participant during a period provided in this Section 12 (b) for the exercise of a Stock Option or Stock Appreciation Right, shall extend such period for two years from the date of death, subject to termination on the expiration of the stated term of the Option or Stock Appreciation Right, if earlier.

(c) Termination for Cause. If any participant's employment by or services to the Company and its Subsidiaries has been terminated for Cause, any Stock Option or Stock Appreciation Right held by such participant shall immediately terminate and be of no further force and effect; provided, however, that the Administrator may, in its sole discretion, provide that such Option or Stock Appreciation Right can be exercised for a period of up to 30 days from the date of termination of employment or services or until the expiration of the stated term of the Option or Stock Appreciation Right, if earlier.

(d) Voluntary Termination. If any participant's employment by or services to the Company and its Subsidiaries is voluntarily terminated, any Stock Option or Stock Appreciation Right held by such participant shall immediately terminate and be of no further force and effect; provided, however, that the Administrator may, in its sole discretion, provide that such Option or Stock Appreciation right can be exercised for a period of up to 90 days from the date of termination of employment or services or until the expiration of the stated term of the Option or Stock Appreciation Right, if earlier. The foregoing provisions shall not apply to grants to directors and the Administrator shall have sole discretion to determine the length of the post-termination exercise period.

(e) Other Termination. Unless otherwise determined by the Administrator, if a participant's employment by or services to the Company and its Subsidiaries terminates for any reason other than death, Disability, Normal Retirement, voluntary termination or for Cause, any Stock Option or Stock Appreciation Right held by such participant may thereafter be exercised, to the extent it was exercisable on the date of termination of employment, for 90 days (or such longer period as the Administrator shall specify at any time) from the date of termination of employment or services or until the expiration of the stated term of the Option or Stock Appreciation Right, if earlier.

Section 13. TAX WITHHOLDING.

(a) Payment by Participant. Each participant shall, no later than the date as of which the value of an Award or of any Stock or other amounts received thereunder first becomes includable in the gross income of the participant for Federal income tax purposes, pay to the Company, or make arrangements satisfactory to the Administrator regarding payment of any Federal, state or local taxes of any kind required by law to be withheld with respect to such income. The Company and its Subsidiaries shall, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to the participant.

(b) Payment in Shares. Subject to approval by the Administrator, a participant may elect to have the Company's minimum tax withholding obligation satisfied, in whole or in part, by authorizing the Company to withhold from shares of Stock to be issued pursuant to an Award a number of shares with an aggregate Fair Market Value (as of the date the withholding is effected) that would satisfy the minimum withholding amount due with respect to such Award.

Section 14. TRANSFER, LEAVE OF ABSENCE, ETC.

For purposes of the Plan, the following events shall not be deemed a termination of employment:

- (a) a transfer to the employment of the Company from a Subsidiary or from the Company to a Subsidiary, or from one Subsidiary to another;
- (b) an approved leave of absence for military service or sickness, or for any other purpose approved by the Company, if the employee's right to re-employment is guaranteed either by a statute or by contract or under the policy pursuant to which the leave of absence was granted or if the Administrator otherwise so provides in writing.

Section 15. AMENDMENTS AND TERMINATION.

The Board may at any time amend or discontinue the Plan and the Committee may at any time amend or cancel any outstanding Award (or provide substitute Awards at the same exercise or purchase price) for the purpose of satisfying changes in law or for any other lawful purpose, but no such action shall adversely affect rights under any outstanding Award without the holder's consent. However, no such amendment, unless approved by the shareholders of the Company, shall be effective if it would (i) cause the Plan to fail to satisfy the incentive stock option requirements of the Code, (ii) permit the Board or the Committee to reprice Options or Stock Appreciation Rights granted to officers and directors of the Company under the Plan without shareholder approval, (iii) permit the Board or the Committee to grant Non-Qualified Stock Options or Stock Appreciation Rights under the Plan at less than 100% of the Fair Market Value on the date of grant of such Non-Qualified Stock Options or Stock Appreciation Rights, as the case may be, (iv) cause a material increase in the number of shares authorized under the Plan, (v) cause a material increase in benefits accruing to participants under the Plan, or (vi) cause a material increase in the eligible class of recipients under the Plan.

Section 16. STATUS OF PLAN.

With respect to the portion of any Award which has not been exercised and any payments in cash, Stock or other consideration not received by a participant, a participant shall have no rights greater than those of a general creditor of the Company unless the Administrator shall otherwise expressly determine in connection with any Award or Awards. In its sole discretion, the Administrator may authorize the creation of trusts or other arrangements to meet the Company's obligations to deliver Stock or make payments with respect to Awards hereunder, provided that the existence of such trusts or other arrangements is consistent with the provision of the foregoing sentence.

Section 17. ADDITIONAL CONDITIONS APPLICABLE TO NONQUALIFIED DEFERRED COMPENSATION UNDER SECTION 409A.

In the event any Stock Option or Stock Appreciation Right under the Plan is materially modified and deemed a new grant at a time when the Fair Market Value exceeds the exercise price, or any other Award is otherwise determined to constitute “nonqualified deferred compensation” within the meaning of Section 409A (a “409A Award”), the following additional conditions shall apply and shall supersede any contrary provisions of this Plan or the terms of any agreement relating to such 409A Award.

(a) Exercise and Distribution. Except as provided in Section 17(b) hereof, no 409A Award shall be exercisable or distributable earlier than upon one of the following:

(i) Specified Time. A specified time or a fixed schedule set forth in the written instrument evidencing the 409A Award.

(ii) Separation from Service. Separation from service (within the meaning of Section 409A) by the 409A Award participant; provided, however, that if the 409A Award participant is a “key employee” (as defined in Section 416(i) of the Code without regard to paragraph (5) thereof) and any of the Company’s Stock is publicly traded on an established securities market or otherwise, exercise or distribution under this Section 17(a)(ii) may not be made before the date that is six months after the date of separation from service.

(iii) Death. The date of death of the 409A Award participant.

(iv) Disability. The date the 409A Award participant becomes disabled (within the meaning of Section 17(c)(ii) hereof).

(v) Unforeseeable Emergency. The occurrence of an unforeseeable emergency (within the meaning of Section 17(c)(iii) hereof), but only if the net value (after payment of the exercise price) of the number of shares of Stock that become issuable does not exceed the amounts necessary to satisfy such emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the exercise, after taking into account the extent to which the emergency is or may be relieved through reimbursement or compensation by insurance or otherwise

or by liquidation of the participant’s other assets (to the extent such liquidation would not itself cause severe financial hardship).

(vi) Change in Control Event. The occurrence of a Change in Control Event (within the meaning of Section 17(c)(i) hereof), including the Company’s discretionary exercise of the right to accelerate vesting of such grant upon a Change in Control Event or to terminate the Plan or any 409A Award granted hereunder within 12 months of the Change in Control Event.

(b) No Acceleration. A 409A Award may not be accelerated or exercised prior to the time specified in Section 17(a) hereof, except in the case of one of the following events:

(i) Domestic Relations Order. The 409A Award may permit the acceleration of the exercise or distribution time or schedule to an individual other than the participant as may be necessary to comply with the terms of a domestic relations order (as defined in Section 414(p)(1)(B) of the Code).

(ii) Conflicts of Interest. The 409A Award may permit the acceleration of the exercise or distribution time or schedule as may be necessary to comply with the terms of a certificate of divestiture (as defined in Section 1043(b)(2) of the Code).

(iii) Change in Control Event. The Administrator may exercise the discretionary right to accelerate the vesting of such 409A Award upon a Change in Control Event or to terminate the Plan or any 409A Award granted thereunder within 12 months of the Change in Control Event and cancel the 409A Award for compensation.

(c) Definitions. Solely for purposes of this Section 17 and not for other purposes of the Plan, the following terms shall be defined as set forth below:

(i) “Change in Control Event” means the occurrence of a change in the ownership of the Company, a change in effective control of the Company, or a change in the ownership of a substantial portion of the assets of the Company (as defined in Section 1.409A-3(g) of the proposed regulations promulgated under Section 409A by the Department of the Treasury on September 29, 2005 or any subsequent guidance).

(ii) “Disabled” means a participant who (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a

continuous period of not less than 12 months, or (ii) is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Company or its Subsidiaries.

(iii) “*Unforeseeable Emergency*” means a severe financial hardship to the participant resulting from an illness or accident of the participant, the participant’s spouse, or a dependent (as defined in Section 152(a) of the Code) of the participant, loss of the participant’s property due to casualty, or similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the participant.

Section 18. CHANGE OF CONTROL PROVISIONS.

(a) Upon the occurrence of a Change of Control as defined in this Section 18:

(i) subject to the provisions of clause (iii) below, after the effective date of such Change of Control, each holder of an outstanding Stock Option, Conditioned Stock Award, Performance Share Award or Stock Appreciation Right shall be entitled, upon exercise of such Award, to receive, in lieu of shares of Stock (or consideration based upon the Fair Market Value of Stock), shares of such stock or other securities, cash or property (or consideration based upon shares of such stock or other securities, cash or property) as the holders of shares of Stock received in connection with the Change of Control;

(ii) the Administrator may accelerate the time for exercise of, and waive all conditions and restrictions on, each unexercised and unexpired Stock Option, Conditioned Stock Award, Performance Share Award and Stock Appreciation Right, effective upon a date prior or subsequent to the effective date of such Change of Control, specified by the Administrator; or

(iii) each outstanding Stock Option, Conditioned Stock Award, Performance Share Award and Stock Appreciation Right may be cancelled by the Administrator as of the effective date of any such Change of Control provided that (x) notice of such cancellation shall be given to each holder of such an Award and (y) each holder of such an Award shall have the right to exercise such Award to the extent that the same is then exercisable or, if the Administrator shall have accelerated the time for exercise of all such unexercised and unexpired Awards, in full during the 30-day period preceding the effective date of such Change of Control.

(b) “*Change of Control*” shall mean the occurrence of any one of the following events:

(i) any “person” (as such term is used in Sections 13(d) and 14(d)(2) of the Act) becomes a “beneficial owner” (as such term is defined in Rule 13d-3 promulgated under the Act) (other than the Company, any trustee or other fiduciary holding securities under an employee benefit plan of the Company, or any corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock of the Company), directly or indirectly, of securities of the Company representing thirty-five percent (35%) or more of the combined voting power of the Company’s then outstanding securities; or

(ii) persons who, as of January 1, 1997, constituted the Company’s Board (the “Incumbent Board”) cease for any reason, including without limitation as a result of a tender offer, proxy contest, merger or similar transaction, to constitute at least a majority of the Board, provided that any person becoming a director of the Company subsequent to January 1, 1997 whose election was approved by, or who was nominated with the approval of, at least a majority of the directors then comprising the Incumbent Board shall, for purposes of this Plan, be considered a member of the Incumbent Board; or

(iii) the shareholders of the Company approve a merger or consolidation of the Company with any other corporation or other entity, other than (a) a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 65% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation or (b) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no “person” (as hereinabove defined) acquires more than 50% of the combined voting power of the Company’s then outstanding securities; or

(iv) the shareholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company’s assets.

Section 19. GENERAL PROVISIONS.

(a) No Distribution; Compliance with Legal Requirements. The Administrator may require each person acquiring shares pursuant to an Award to represent to and agree with the Company in writing that such person is acquiring the shares without a view to distribution thereof.

No shares of Stock shall be issued pursuant to an Award until all applicable securities law and other legal and stock exchange requirements have been satisfied. The Administrator may require the placing of such stop orders and restrictive legends on certificates for Stock and Awards as it deems appropriate.

(b) Delivery of Stock Certificates. Stock certificates to participants under this Plan shall be deemed delivered for all purposes when the Company or a stock transfer agent of the Company shall have mailed such certificates in the United States mail, addressed to the participant, at the participant's last known address on file with the Company. Uncertificated Stock shall be deemed delivered for all purposes when the Company or a Stock transfer agent of the Company shall have given to the participant by electronic mail (with proof of receipt) or by United States mail, addressed to the participant, at the participant's last known address on file with the Company, notice of issuance and recorded the issuance in its records (which may include electronic "book entry" records). Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates evidencing shares of Stock pursuant to the exercise of any Award, unless and until the Administrator has determined, with advice of counsel (to the extent the Administrator deems such advice necessary or advisable), that the issuance and delivery of such certificates is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any exchange on which the shares of Stock are listed, quoted or traded. All Stock certificates delivered pursuant to the Plan shall be subject to any stop-transfer orders and other restrictions as the Administrator deems necessary or advisable to comply with federal, state or foreign jurisdiction, securities or other laws, rules and quotation system on which the Stock is listed, quoted or traded. The Administrator may place legends on any Stock certificate to reference restrictions applicable to the Stock. In addition to the terms and conditions provided herein, the Administrator may require that an individual make such reasonable covenants, agreements, and representations as the Administrator, in its discretion, deems necessary or advisable in order to comply with any such laws, regulations, or requirements. The Administrator shall have the right to require any individual to comply with any timing or other restrictions with respect to the settlement or exercise of any Award, including a window-period limitation, as may be imposed in the discretion of the Administrator.

(c) Other Compensation Arrangements; No Employment Rights. Nothing contained in this Plan shall prevent the Board from adopting other or additional compensation arrangements, including trusts, subject to shareholder approval if such approval is required; and such arrangements may be either generally applicable or applicable only in specific cases. The adoption of the Plan or any Award under the Plan does not confer upon any employee any right to continued employment with the Company or any Subsidiary.

(d) Trading Policy Restrictions. Option exercises and other Awards under the Plan shall be subject to such Company's insider trading policy and procedures, as in effect from time to time.

Section 20. EFFECTIVE DATE OF PLAN.

This amended and restated Plan shall become effective upon approval by the holders of a majority of the shares of capital stock of the Company present or represented and entitled to vote at a meeting of shareholders.

Section 21. GOVERNING LAW.

This Plan shall be governed by, and construed and enforced in accordance with, the substantive laws of The Commonwealth of Massachusetts without regard to its principles of conflicts of laws.

PROGRESS SOFTWARE CORPORATION
CORPORATE EXECUTIVE BONUS PLAN

1. Purpose

This Corporate Executive Bonus Plan (the "Bonus Plan") is intended to provide an incentive for superior work and to motivate eligible executives of Progress Software Corporation (the "Company") and its subsidiaries toward even higher achievement and business results, to tie their goals and interests to those of the Company and its stockholders and to enable the Company to attract and retain highly qualified executives. The Bonus Plan is for the benefit of Covered Executives (as defined below).

2. Covered Executives

From time to time, the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") may select certain key executives (the "Covered Executives") to be eligible to receive bonuses hereunder.

3. Administration

The Compensation Committee shall have the sole discretion and authority to administer and interpret the Bonus Plan.

4. Bonus Determinations

(a) A Covered Executive may receive a bonus payment under the Bonus Plan based upon the attainment of performance targets which are established by the Compensation Committee and relate to financial and operational metrics with respect to the Company or any of its subsidiaries (the "Performance Goals"), including the following: revenues, operating income, operating loss containment, or other measurable performance metrics.

(b) Except as otherwise set forth in this Section 4(b): (i) any bonuses paid to Covered Executives under the Bonus Plan shall be based upon objectively determinable bonus formulas that tie such bonuses to one or more performance targets relating to the Performance Goals, (ii) bonus formulas for Covered Executives shall be adopted in each performance period by the Compensation Committee and communicated to each Covered Executive at the beginning of each bonus period and (iii) no bonuses shall be paid to Covered Executives unless and until the Compensation Committee makes a determination with respect to the attainment of the performance objectives. Notwithstanding the foregoing, the Compensation Committee may adjust bonuses payable under the Bonus Plan based on achievement of individual performance goals or pay bonuses (including, without limitation, discretionary bonuses) to Covered Executives under the Bonus Plan based upon such other terms and conditions as the Compensation Committee may in its discretion determine.

(c) Each Covered Executive shall have a targeted bonus opportunity for each performance period in an amount determined by the Compensation Committee.

(d) The payment of a bonus to a Covered Executive with respect to a performance period shall be conditioned upon the Covered Executive's employment by the Company on the day the bonus payments are made; provided, however, that the Compensation Committee may make exceptions to this requirement, in its sole discretion, including, without limitation, in the case of a Covered Executive's termination of employment, retirement, death or disability.

5. Timing of Payment

The Performance Goals will be measured at the end of each fiscal year after the Company's financial reports have been published. If the Performance Goals are met, bonus payments will be made with the Company's January 20th payroll, but in no event later than February 15th, of the following year.

6. Amendment and Termination

The Company reserves the right to amend or terminate the Bonus Plan at any time in its sole discretion.

**PROGRESS SOFTWARE CORPORATION
2012 FISCAL YEAR COMPENSATION PROGRAM
FOR NON-EMPLOYEE DIRECTORS**

A. Amounts of 2012 Fiscal Year Compensation

• Additional Board Retaining (cash):	\$75,000
• Additional Annual Non-Executive Chairman Retainer (cash):	\$37,500
• Committee fees (cash):	
Audit Committee:	\$25,000 for Chair \$20,000 for Members
Nominating and Corporation Governance Committee:	\$12,500 for Chair \$10,000 for Members
Compensation Committee:	\$20,000 for Chair \$15,000 for Members
Special Committees: (while in use)	\$25,000 for Chair \$20,000 for Members

Equity Component :

- \$200,000 to be delivered in one installment (as set forth below under “Timing”), consisting of a combination of Options and Director Restricted Stock Units (“RSUs”). The split between Options and RSUs will be determined by each Director individually by written election made at least seven (7) calendar days in advance of the issuance of the Equity Component.
- The annual election will be expressed as a percentage of the total Equity Component (e.g., 50% in Options and 50% in RSUs) and may consist of all Options, all RSUs or any combination thereof. Such election will be irrevocable. If a Director fails to make a timely election, the Corporation will apply a 50/50 split between Options and RSUs with respect to that Director.
- The number of Options to be issued will be determined by dividing the percentage elected by the Director by the Black-Scholes value on the grant date. Options will vest in a single installment on December 1, 2012, subject to continued service on the Board, with full acceleration upon a change in control.

- The number of RSUs to be issued will be determined by dividing the percentage of RSUs elected by the Director by the fair market value of Company common stock on the date of issuance. The RSUs will be full value shares of Company common stock and will vest in a single installment on December 1, 2012, subject to continued service on the Board, with full acceleration upon a change in control.

Timing

- Annual fiscal year cash compensation will be paid in one installment at the Compensation Committee meeting in April (or such later time as the Company's Annual Meeting of Shareholders occurs). Amounts paid will be pro-rated for partial year service, with a fractional month of service rounded to a whole month. Accordingly, if a Director resigns from the Board, is removed from the Board by a vote, is removed from the Board due to a change in control, or dies in office, he or she is paid a pro-rated amount for service through date of termination of service. Similarly a Director who joins the Board other than on the first day of the fiscal year will be paid a pro-rated amount of the annual fiscal year compensation. The same proration rule will also apply to any partial year service on any committee.

B. Initial Director Appointment Grant

Each newly elected Director shall receive an Initial Director Appointment Grant of \$300,000 of Option equivalent shares at the first April or October grant date following his or her election to the Board. The split between Options and Deferred Stock Units ("DSUs") will be determined by each Director individually by written election made at least seven (7) calendar days in advance of the issuance of the Initial Director Appointment Grant. Such election will be expressed as a percentage of the Initial Director Appointment Grant (e.g., 50% in Options and 50% in DSUs) and may consist of all Options, all DSUs or any combination thereof, with each DSU having a value equivalent to 2.0 Options; provided, however, that if the Corporation modifies the value equivalent ratio between restricted equity issued to employees and Options, such modified value equivalent ratio shall thereafter apply to any subsequent Initial Director Appointment Grant. The precise number of Options and/or DSUs to be issued to the newly elected Director will be determined by dividing the dollar amount of the Options by the Black Scholes value on the date of grant and the dollar amount of the DSUs by the fair market value of Company common stock on the date of issuance.

Options and DSUs will vest over a 60-month period, beginning on the first day of the month following the month the Director joins the Board, with full acceleration upon a change in control. Initial Director Appointment Options shall contain such other similar terms as applicable to employee options. DSUs will be settled upon

a Director's separation from service from the Board of Directors or change in control, if earlier, and not upon vesting.

C. Stock Retention Guidelines

All non-employee Directors must hold 7,500 shares of the Corporation's common stock, which for purposes of this requirement shall include vested RSUs and vested DSUs. Directors have five years to attain this guideline from the date of election to the Board.

D. Miscellaneous

Employee Directors shall not be entitled to participate in the 2012 Director Compensation Plan.

Subsidiaries of Progress Software Corporation

Jurisdiction	Name
North America	
Barbados	Progress Software International Sales Corporation
California	Corticon Technologies, Inc.
California	Netfish Technologies, Inc.
California	OpenAccess Software Inc.
California	Savvion, Inc.
Canada	Actional Technologies, Ltd.
Canada	NEON Systems Quebec, Inc.
Canada	NEON Systems Canada Inc.
Canada	Object Oriented Concepts, Inc.
Canada	Progress Software Corporation of Canada Ltd.
Canada	PeerDirect Company
Canada	Walkby Wireless Inc.
Delaware	Apama Inc.
Delaware	Actional Corporation
Delaware	Falcon Asset Acquisition Corporation
Delaware	FuseSource Corp.
Delaware	IONA Government Technologies, Inc.
Delaware	NEON Systems, Inc.
Delaware	Netfish Technologies, Inc.
Delaware	Nusphere Corporation
Delaware	Object Oriented Concepts, Inc.
Delaware	Pantero Corporation
Delaware	PeerDirect Corporation
Delaware	Persistence Software Inc.
Delaware	Progress Software International Corporation
Delaware	Progress Software Corporation
Delaware	Savvion International Corporation
Delaware	Xcalia Corp.
Massachusetts	DataDirect Technologies Corp.
Massachusetts	Oak Park Realty LLC
Massachusetts	Oak Park Realty Two LLC
Massachusetts	Progress Development Corporation II
Massachusetts	Progress Security Corporation
Pennsylvania	Genesis Development Corporation
Europe	
Austria	Progress Software GesmbH
Belgium	DataDirect Technologies NV
Belgium	IONA Technologies (Belgium), SA
Belgium	Progress Software NV
Czech Republic	Progress Software spol. s.r.o.

Denmark	Progress Software A/S
Finland	Progress Software Oy.
France	IONA Technologies, SARL
France	Object Design
France	Progress Software S.A.S.
France	Xcalia SA
Germany	Progress Software GmbH
Germany	Sonic Software GmbH
Ireland	IONA Technologies Limited
Ireland	IONA Research (IRL) Ltd.
Ireland	Orbix Limited
Ireland	SPK Acquisitions Limited
Italy	Progress Software Italy S.r.l.
Netherlands	Progress Software B.V.
Netherlands	Progress Software Europe B.V.
Netherlands	Savvion B.V.
Norway	Progress Software A/S
Poland	Progress Software Sp. z.o o.
Spain	IONA Technologies Spain SL
Spain	Progress Software S.L.U.
Sweden	Progress Software Svenska AB
Switzerland	IONA Technologies (Schweiz) AG
Switzerland	Progress Software AG
United Kingdom	Apama Limited
United Kingdom	DataDirect Technologies Ltd.
United Kingdom	NEON Systems UK Ltd
United Kingdom	Persistence Software Ltd.
United Kingdom	Progress Software Limited
United Kingdom	Sonic Software (UK) Limited

Latin America

Argentina	Progress Software de Argentina S.A.
Brazil	Progress Software do Brasil Ltda.
Chile	Progress Software de Chile S.A.
Colombia	Progress Software de Colombia S.A.
Mexico	Progress Software, S.A. de C.V.
Venezuela	Progress Software de Venezuela C.A.

Asia Pacific

Australia	IONA Technologies Asia Pacific Pty.
Australia	Object Oriented Concepts Pty. Limited
Australia	Progress Software Pty. Ltd.
China	Progress (Shanghai) Software System Company Limited
Hong Kong	IONA Technologies China Limited
Hong Kong	Progress Software Corporation Limited
India	Progress Software Development Private Limited

India	Progress Solutions India Private Limited
Japan	Progress Japan KK
Malaysia	Progress Software (M) Sdn Bhd
Singapore	IONA Technologies Singapore PTE Ltd.
Singapore	Progress Software Corporation (S) Pte. Ltd.
South Africa	Progress Software (Pty) Ltd.

Other

Cayman Islands	IONA Technologies Finance
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements Nos. 33-50654, 33-96320, 333-41393, 333-41403, 333-80559, 333-80571, 333-98035, 333-101239, 333-122962, 333-146233 and 333-150555 on Form S-8 and Registration Statement No. 333-133724 on Form S-3 of our report dated January 29, 2013 relating to the financial statements of Progress Software Corporation (which report expresses an unqualified opinion and includes an explanatory paragraph relating to discontinued operations) and of our report dated January 29, 2013 relating to internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting because of a material weakness) appearing in this Annual Report on Form 10-K of Progress Software Corporation for the year ended November 30, 2012 .

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
January 29, 2013

CERTIFICATION

I, Philip M. Pead, certify that:

1. I have reviewed this Annual Report on Form 10-K of Progress Software Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 29, 2013

/s/ PHILIP M. PEAD

Philip M. Pead

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATION

I, Melissa H. Cruz, certify that:

1. I have reviewed this Annual Report on Form 10-K of Progress Software Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 29, 2013

/s/ MELISSA H. CRUZ

Melissa H. Cruz

Senior Vice President, Finance and
Administration and Chief Financial Officer
(Principal Financial Officer)

Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 10-K of Progress Software Corporation (the Company) for the year ended November 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned, Philip M. Pead, President and Chief Executive Officer, and Melissa H. Cruz, Senior Vice President, Finance and Administration and Chief Financial Officer, of the Company, certifies, to the best knowledge and belief of the signatory, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ PHILIP M. PEAD

President and Chief Executive Officer

/s/ MELISSA H. CRUZ

Senior Vice President, Finance and Administration
and Chief Financial Officer

Date: January 29, 2013

Date: January 29, 2013