#### PROGRESS SOFTWARE CORP /MA

Form 4 April 30, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading STAMEN JEFFREY Issuer Symbol PROGRESS SOFTWARE CORP (Check all applicable) /MA [PRGS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 14 OAK PARK 04/26/2007 Senior, VP Corp Dev & Strategy (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BEDFORD, MA 01730 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 9,264 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Nonqualified Stock Options	\$ 31.18	04/26/2007		A	12,500	04/26/2007(1)	04/25/2014	Common Stock	1:

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STAMEN JEFFREY 14 OAK PARK BEDFORD, MA 01730

Senior, VP Corp Dev & Strategy

# **Signatures**

Jeffrey Stamen 04/30/2007

\*\*Signature of Date
Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 2/60ths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2007.
- (2) As of April 30, 2007, options to purchase 416 shares were vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. f the market price per share of the Company's common stock, as measured under the additional warrant transactions, exceeds the strike price of the additional warrants during the measurement period at the maturity of the additional warrants, the Company will be obligated to issue to the Option Counterparties a number of shares of the Company's common stock in an amount based on the excess of such market price per share of the Company's common stock over the strike price of the additional warrants. The Company received a premium of approximately \$2.5 million for the additional warrant transactions and will not receive any additional proceeds if the additional warrants are exercised.

The foregoing description of the amendments to the cash convertible note hedge transactions and additional warrant transactions is qualified in its entirety by reference to the amendments to the call option transaction confirmations relating to the amendments to the convertible note hedge transactions and the additional warrant confirmations relating to the additional warrant transactions with each of the Option Counterparties, which are filed as Exhibits 10.1 through 10.4 to this Current Report on Form 8-K and are incorporated herein by reference.

Reporting Owners 2

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information required by Item 2.03 relating to the Additional Notes is contained in Item 1.01 above and is incorporated herein by reference.

Item 3.02. Unregistered Sales of Equity Securities.

As described in Item 1.01 of this Current Report on Form 8-K, which is incorporated herein by reference, on July 11, 2013, the Company entered into additional warrant transactions with each of the two Option Counterparties. Pursuant to the additional warrant transactions, the Company issued 1,284,422 additional warrants with a strike price of \$25.9520 per share. The number of additional warrants and the strike price are subject to adjustment under certain circumstances described in the additional warrant confirmations. The Company offered and sold

the additional warrants in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. Neither the additional warrants nor the underlying shares of common stock (issuable in the event the market price per share of the common stock exceeds the strike price of the additional warrants on the date the additional warrants are exercised) have been registered under the Securities Act. Neither the additional warrants nor such underlying shares of common stock may be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

#### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

Exhibit No.	Description
10.1	Amendment to the Call Option Transaction Confirmation, dated as of July 11, 2013, between Healthways, Inc. and JPMorgan Chase Bank, National Association, London Branch
10.2	Amendment to the Call Option Transaction Confirmation, dated as of July 11, 2013, between Healthways, Inc. and Morgan Stanley & Co. International plc
10.3	Additional Warrants Confirmation, dated as of July 11, 2013, between Healthways, Inc. and JPMorgan Chase Bank, National Association, London Branch
10.4	Additional Warrants Confirmation, dated as of July 11, 2013, between Healthways, Inc. and Morgan Stanley & Co. International plc

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHWAYS, INC.

Dated: July 16, 2013 Alfred Lumsdaine Chief Financial Officer By: <u>/s/ Alfred Lumsdaine</u>

### **EXHIBIT INDEX**

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