

PROGRESS SOFTWARE CORP /MA
 Form 4
 April 30, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 STAMEN JEFFREY

2. Issuer Name and Ticker or Trading Symbol
 PROGRESS SOFTWARE CORP /MA [PRGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 14 OAK PARK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior, VP Corp Dev & Strategy

BEDFORD, MA 01730

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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: /s/ Alfred Lumsdaine

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