

PEGASYSTEMS INC  
Form 8-K  
May 25, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

Current Report

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

Date of Report (Date of earliest event reported): May 23, 2012

Pegasystems Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-11859

Massachusetts  
(State or other jurisdiction of  
incorporation)

04-2787865  
(IRS Employer  
Identification No.)

101 Main Street, Cambridge, Massachusetts 02142

(Address of principal executive offices, including zip code)

617-374-9600

(Registrant's telephone number, including area code)

Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting was held on May 23, 2012. At the Annual Meeting, the following items were presented to the stockholders of the Company for their approval, and approved by the indicated votes:

1. To elect six members nominees named in the Company's proxy statement filed with the Commission on April 2, 2012 to serve on the Company's Board of Directors until its 2013 Annual Meeting of Stockholders and until the successors are duly elected and qualified. Each nominee for director was elected by a vote of stockholders as follows:

|           | Peter Gyenes | Richard Jones | Steven Kaplan | James O'Halloran | Alan Trefler | William Wyman |
|-----------|--------------|---------------|---------------|------------------|--------------|---------------|
| FOR       | 32,676,512   | 31,849,397    | 32,451,788    | 32,451,488       | 32,150,526   | 32,449,287    |
| AGAINST   | 50,313       | 877,428       | 275,101       | 275,201          | 376,063      | 275,567       |
| ABSTAIN   | 3,444        | 3,444         | 3,380         | 3,580            | 203,680      | 5,415         |
| Non Votes | 2,869,576    | 2,869,576     | 2,869,576     | 2,869,576        | 2,869,576    | 2,869,576     |

2. To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers.

The compensation of the Company's named executive officers was approved on a non-binding advisory basis by a vote of stockholders as follows:

|           | Executive Compensation |
|-----------|------------------------|
| FOR       | 32,630,325             |
| AGAINST   | 84,689                 |
| ABSTAIN   | 15,255                 |
| Non Votes | 2,869,576              |

3. To approve an amendment to the Company's Restated Articles of Organization to increase the number of authorized shares of common stock from 70,000,000 to 100,000,000.

The amendment to the Company's Restated Articles of Organization to increase the number of authorized shares of common stock from 70,000,000 to 100,000,000 was approved by a vote of stockholders as follows:

|           | Amendment to the Company's Restated Articles of Organization |
|-----------|--|
| FOR       | 34,142,176   |
| AGAINST   | 1,422,389  |
| ABSTAIN   | 35,280   |
| Non Votes | 0  |

4. To ratify the selection by the Audit Committee of the Company's Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012.

The proposal was approved by a vote of stockholders as follows:

|         | Auditors   |
|---------|------------|
| FOR     | 35,171,715 |
| AGAINST | 416,562    |
| ABSTAIN | 11,568     |

|           |   |
|-----------|---|
| Non Votes | 0 |
|-----------|---|

Signature(s)

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

Date: May  
25, 2012

Pegasystems Inc.

By: /s/ Shawn Hoyt  
Shawn Hoyt  
General Counsel and Secretary