PEGASYSTEMS INC
Form 10-Q
August 08, 2013
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2013

or

¨ **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____
Commission File Number: 1-11859

PEGASYSTEMS INC.

(Exact name of Registrant as specified in its charter)

Massachusetts	**04-2787865**
(State or other jurisdiction of incorporation or organization)	***(IRS Employer Identification No.)***
One Rogers Street Cambridge, MA	**02142-1209**
(Address of principal executive offices)	***(Zip Code)***

(617) 374-9600

(Registrant s telephone number including area code)

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 x 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 x No ¨

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

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

(Do not check if 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 x

There were 37,936,265 shares of the Registrant s common stock, $.01 par value per share, outstanding on July 29, 2013

Table of Contents

PEGASYSTEMS INC.

Index to Form 10-Q

		Page
	Part I Financial Information	
Item 1.	Financial Statements (Unaudited):	
	Condensed Consolidated Balance Sheets as of June 30, 2013 and December 31, 2012	3
	Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2013 and 2012	4
	Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2013 and 2012	5
	Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012	6
	Notes to Condensed Consolidated Financial Statements	7
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	23
Item 4.	Controls and Procedures	23
	Part II Other Information	
Item 1A.	Risk Factors	24
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	24
Item 6.	Exhibits	25
SIGNATURE		26

Table of Contents

PEGASYSTEMS INC.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)

	As of June 30, 2013	As of December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 103,845	$ 77,525
Marketable securities	69,966	45,460
Total cash, cash equivalents, and marketable securities	173,811	122,985
Trade accounts receivable, net of allowance of $1,184 and $963	94,527	134,066
Deferred income taxes	10,152	10,202
Income taxes receivable	7,726	6,261
Other current assets	6,204	5,496
Total current assets	292,420	279,010
Property and equipment, net	29,262	30,827
Long-term deferred income taxes	49,492	49,292
Long-term other assets	1,712	1,680
Intangible assets, net	52,682	58,232
Goodwill	20,451	20,451
Total assets	$ 446,019	$ 439,492
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 2,911	$ 3,330
Accrued expenses	20,295	15,534
Accrued compensation and related expenses	28,352	40,715
Deferred revenue	98,702	95,546
Total current liabilities	150,260	155,125
Income taxes payable	13,860	13,551
Long-term deferred revenue	20,383	18,719
Other long-term liabilities	17,164	15,618
Total liabilities	201,667	203,013
Stockholders equity:		
Preferred stock, 1,000 shares authorized; no shares issued and outstanding		
Common stock, 100,000 shares authorized; 37,957 shares and 37,945 shares issued and outstanding	380	379
Additional paid-in capital	137,589	138,576
Retained earnings	105,840	94,349
Accumulated other comprehensive income	543	3,175
Total stockholders equity	244,352	236,479
Total liabilities and stockholders equity	$ 446,019	$ 439,492

See notes to unaudited condensed consolidated financial statements.

Table of Contents

PEGASYSTEMS INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenue:				
Software license	$ 40,206	$ 30,999	$ 83,415	$ 66,942
Maintenance	37,937	34,495	74,259	65,340
Professional services	39,172	39,562	75,887	83,941
Total revenue	117,315	105,056	233,561	216,223
Cost of revenue:				
Software license	1,576	1,579	3,159	3,178
Maintenance	3,772	3,718	7,507	7,327
Professional services	32,530	34,690	64,865	71,016
Total cost of revenue	37,878	39,987	75,531	81,521
Gross profit	79,437	65,069	158,030	134,702
Operating expenses:				
Selling and marketing	45,346	41,188	84,616	79,583
Research and development	19,761	18,901	39,337	37,905
General and administrative	7,277	7,664	14,073	13,979
Total operating expenses	72,384	67,753	138,026	131,467
Income (loss) from operations	7,053	(2,684)	20,004	3,235
Foreign currency transaction loss	(437)	(841)	(2,327)	(101)
Interest income, net	135	94	253	205
Other (expense) income, net	(94)	263	745	(576)
Income (loss) before provision for income taxes	6,657	(3,168)	18,675	2,763
Provision (benefit) for income taxes	1,954	(901)	4,903	973
Net income (loss)	$ 4,703	$ (2,267)	$ 13,772	$ 1,790
Earnings (loss) per share:				
Basic and Diluted	$ 0.12	$ (0.06)	$ 0.36	$ 0.05
Weighted-average number of common shares outstanding				
Basic	37,949	37,865	37,948	37,812
Diluted	38,749	37,865	38,769	38,931
Cash dividends declared per share	$ 0.03	$ 0.03	$ 0.06	$ 0.06

See notes to unaudited condensed consolidated financial statements.

4

Table of Contents

PEGASYSTEMS INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2013**	**2012**	**2013**	**2012**
Net income (loss)	$ 4,703	$ (2,267)	$ 13,772	$ 1,790
Other comprehensive loss:				
Unrealized (loss) gain on securities, net of tax	(182)	(25)	(145)	47
Foreign currency translation adjustments	(417)	(1,341)	(2,487)	(67)
Total other comprehensive loss	(599)	(1,366)	(2,632)	(20)
Comprehensive income (loss)	$ 4,104	$ (3,633)	$ 11,140	$ 1,770

See notes to unaudited condensed consolidated financial statements.

Table of Contents

PEGASYSTEMS INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Six Months Ended June 30,	
	2013	**2012**
Operating activities:		
Net income	$ 13,772	$ 1,790
Adjustment to reconcile net income to cash provided by operating activities:		
Excess tax benefits from exercise or vesting of equity awards	(1,718)	(2,225)
Deferred income taxes	(273)	(305)
Depreciation and amortization	9,419	8,976
Stock-based compensation expense	6,713	5,838
Foreign currency transaction loss	2,327	101
Other non-cash items	2,250	2,938
Change in operating assets and liabilities:		
Trade accounts receivable	37,336	6,146
Income taxes receivable and other current assets	(1,031)	(952)
Accounts payable and accrued expenses	(10,051)	(14,153)
Deferred revenue	5,166	2,037
Other long-term assets and liabilities	370	2,336
Cash provided by operating activities	64,280	12,527
Investing activities:		
Purchase of marketable securities	(32,690)	(11,760)
Matured and called marketable securities	8,540	14,207
Investment in property and equipment	(1,972)	(14,949)
Cash used in investing activities	(26,122)	(12,502)
Financing activities:		
Issuance of common stock for share-based compensation plans	801	707
Excess tax benefits from exercise or vesting of equity awards	1,718	2,225
Dividend payments to shareholders	(1,142)	(2,272)
Common stock repurchases for tax withholdings for net settlement of equity awards	(2,780)	(2,851)
Common stock repurchases under share repurchase programs	(7,275)	(2,526)
Cash used in financing activities	(8,678)	(4,717)
Effect of exchange rate on cash and cash equivalents	(3,160)	(834)
Net increase (decrease) in cash and cash equivalents	26,320	(5,526)
Cash and cash equivalents, beginning of period	77,525	60,353
Cash and cash equivalents, end of period	$ 103,845	$ 54,827

See notes to unaudited condensed consolidated financial statements.

Table of Contents

PEGASYSTEMS INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Basis of Presentation

Pegasystems Inc. (together with its subsidiaries, the Company) has prepared the accompanying unaudited condensed consolidated financial statements pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC) regarding interim financial reporting. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (U.S.) for complete financial statements and should be read in conjunction with the Company s audited financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2012.

In the opinion of management, the Company has prepared the accompanying unaudited condensed consolidated financial statements on the same basis as its audited financial statements, and these financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of the interim periods presented. The operating results for the interim periods presented are not necessarily indicative of the results expected for the full year 2013.

2. MARKETABLE SECURITIES

(in thousands)	June 30, 2013			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Municipal bonds	$ 38,222	34	(43)	$ 38,213
Corporate bonds	30,282	42	(71)	30,253
Certificates of deposit	1,504		(4)	1,500
	$ 70,008	76	(118)	$ 69,966

(in thousands)	December 31, 2012			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Municipal bonds	$ 30,488	48	(10)	$ 30,526
Corporate bonds	14,853	83	(2)	14,934
	$ 45,341	131	(12)	$ 45,460

The Company considers debt securities with maturities of three months or less from the purchase date to be cash equivalents. Interest is recorded when earned. All of the Company s investments are classified as available-for-sale and are carried at fair value with unrealized gains and losses recorded as a component of accumulated other comprehensive income, net of related income taxes.

As of June 30, 2013, remaining maturities of marketable debt securities ranged from July 2013 to August 2015, with a weighted-average remaining maturity of approximately 13 months.

Table of Contents

3. DERIVATIVE INSTRUMENTS

The Company uses foreign currency forward contracts (forward contracts) to manage its exposure to changes in foreign currency denominated accounts receivable, intercompany payables and cash primarily held by the U.S. operating company. The Company has been primarily exposed to the fluctuation in the British pound and Euro relative to the U.S. dollar. More recently, the Company has experienced increased levels of exposure to the Australian dollar and India rupee, for which it expects to use forward contracts in future periods.

The forward contracts utilized by the Company are not designated as hedging instruments and as a result, the Company records the fair value of these contracts at the end of each reporting period in its consolidated balance sheet as other current assets for unrealized gains and accrued expenses for unrealized losses, with any fluctuations in the value of these contracts recognized in other (expense) income, net, in its consolidated statement of operations. These forward contracts have 90 day terms or less.

As of June 30, 2013 and December 31, 2012, the Company did not have any forward contracts outstanding.

During the second quarter and first six months of 2013 and 2012, the Company entered into forward contracts with notional values as follows:

	Notional Amount			
	Three Months Ended June 30,		Six Months Ended June 30,	
Foreign currency (in thousands)	**2013**	**2012**	**2013**	**2012**
Euro	16,500	16,200	32,500	27,200
British pound	£ 14,500	£ 11,000	£ 33,500	£ 23,000

During the second quarter and first six months of 2013 and 2012, the total change in the fair value of the Company s forward contracts recorded in other (expense) income, net, was as follows:

	Change in Fair Value in USD			
	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2013**	**2012**	**2013**	**2012**
(Loss) gain included in other (expense) income, net	$ (95)	$ 244	$ 743	$ (596)

Table of Contents

4. FAIR VALUE MEASUREMENTS

Assets Measured at Fair Value on a Recurring Basis

Fair value is an exit price, representing the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants based on assumptions that market participants would use in pricing an asset or liability. As a basis for classifying the fair value measurements, a three-tier fair value hierarchy, which classifies the fair value measurements based on the inputs used in measuring fair value, was established as follows: (Level 1) observable inputs such as quoted prices in active markets for identical assets or liabilities; (Level 2) significant other observable inputs that are observable either directly or indirectly; and (Level 3) significant unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. On a recurring basis, the Company records its marketable securities at fair value.

The Company s investments classified within Level 1 of the fair value hierarchy are valued using quoted market prices. The Company s investments classified within Level 2 of the fair value hierarchy are valued based on matrix pricing compiled by third party pricing vendors, using observable market inputs such as interest rates, yield curves, and credit risk. The Company does not have any investments classified within Level 3 of the fair value hierarchy.

The fair value hierarchy of the Company s cash equivalents and marketable securities at fair value is as follows:

		Fair Value Measurements at Reporting Date Using	
(in thousands)	**June 30, 2013**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**
Money market funds	$ 1,638	$ 1,638	$
Marketable securities:			
Municipal bonds	$ 38,213	$ 15,099	$ 23,114
Corporate bonds	30,253	30,253	
Certificate of deposits	1,500		1,500
Total marketable securities	$ 69,966	$ 45,352	$ 24,614

		Fair Value Measurements at Reporting Date Using	
(in thousands)	**December 31, 2012**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**
Money market funds	$ 2,873	$ 2,873	$
Marketable securities:			
Municipal bonds	$ 30,526	$ 11,966	$ 18,560
Corporate bonds	14,934	14,934	

Total marketable securities	$ 45,460	$ 26,900	$ 18,560

Assets Measured at Fair Value on a Nonrecurring Basis

Assets recorded at fair value on a nonrecurring basis, such as property and equipment, and intangible assets, are recognized at fair value when they are impaired. During the first six months of 2013 and 2012, the Company did not recognize any impairments on its assets measured at fair value on a nonrecurring basis.

Table of Contents

5. TRADE ACCOUNTS RECEIVABLE, NET OF ALLOWANCE

(in thousands)	June 30, 2013	December 31, 2012
Trade accounts receivable	$ 76,411	$ 112,106
Unbilled trade accounts receivable	19,300	22,923
Total accounts receivable	95,711	135,029
Allowance for sales credit memos	(1,184)	(963)
	$ 94,527	$ 134,066

Unbilled trade accounts receivable relate to services earned under time and material arrangements, and maintenance and license arrangements that had not been invoiced as of June 30, 2013 and December 31, 2012, respectively.

6. GOODWILL AND OTHER INTANGIBLE ASSETS

There were no changes in the carrying amount of goodwill during the first six months of 2013.

Intangible assets are recorded at cost and are amortized using the straight-line method over their estimated useful life, which range from four to nine years.

(in thousands)	Cost	Accumulated Amortization	Net Book Value
As of June 30, 2013			
Customer related intangibles	$ 44,355	$ (15,607)	$ 28,748
Technology	43,446	(19,512)	23,934
Other intangibles	2,238	(2,238)	
Total	$ 90,039	$ (37,357)	$ 52,682

	Cost	Accumulated Amortization	Net Book Value
As of December 31, 2012			
Customer related intangibles	$ 44,355	$ (13,142)	$ 31,213
Technology	43,446	(16,431)	27,015
Other intangibles	2,238	(2,234)	4
Total	$ 90,039	$ (31,807)	$ 58,232

For the second quarter and first six months of 2013 and 2012, amortization of intangibles was reflected in the Company s unaudited condensed consolidated statements of operations as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2013**	**2012**	**2013**	**2012**
Cost of software license	$ 1,541	$ 1,540	$ 3,082	$ 3,108
Selling and marketing	1,232	1,232	2,464	2,464
General and administrative		5	4	10
Total amortization expense	$ 2,773	$ 2,777	$ 5,550	$ 5,582

Table of Contents

Amortization of intangibles is estimated to be recorded over their remaining useful lives as follows:

(in thousands) As of June 30, 2013	Future estimated amortization expense
Remainder of 2013	$ 5,546
2014	9,489
2015	8,688
2016	8,688
2017	8,688
2018 & thereafter	11,583
	$ 52,682

7. ACCRUED EXPENSES

(in thousands)	June 30, 2013	December 31, 2012
Other taxes	$ 2,637	$ 2,711
Employee reimbursable expenses	1,812	879
Self-insurance health and dental claims	1,452	1,707
Royalty fees	1,376	1,686
Dividends payable	1,139	
Short-term deferred rent	907	1,111
Professional fees	833	1,157
Income taxes	787	1,167
Restructuring	224	441
Other	9,128	4,675
	$ 20,295	$ 15,534

8. DEFERRED REVENUE

(in thousands)	June 30, 2013	December 31, 2012
Software license	$ 17,760	$ 24,303
Maintenance	69,890	62,144
Professional services and other	11,052	9,099
Current deferred revenue	98,702	95,546
Software license	18,595	15,407
Maintenance and professional services	1,788	3,312
Long-term deferred revenue	20,383	18,719
	$ 119,085	$ 114,265

11

Table of Contents

9. STOCK-BASED COMPENSATION

For the second quarter and first six months of 2013 and 2012, stock-based compensation expense was reflected in the Company s unaudited condensed consolidated statements of operations as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2013	2012	2013	2012
Cost of services	$ 1,014	$ 884	$ 2,187	$ 1,861
Operating expenses	2,267	2,102	4,526	3,977
Total stock-based compensation before tax	$ 3,281	$ 2,986	$ 6,713	$ 5,838
Income tax benefit	(944)	(990)	(2,047)	(1,866)

During the first six months of 2013, the Company issued approximately 255,000 shares to its employees and 14,000 shares to its non-employee directors under the Company s share-based compensation plans.

During the first six months of 2013, the Company granted approximately 97,000 restricted stock units (RSUs) with a total fair value of approximately $2.6 million. Approximately 59,000 RSUs were issued in connection with the election by employees to receive 50% of their 2013 target incentive compensation under the Company s Corporate Incentive Compensation Plan (the CICP) in the form of RSUs instead of cash. Stock-based compensation of approximately $1.7 million associated with this RSU grant will be recognized over a one year period beginning on the grant date.

As of June 30, 2013, the Company had approximately $14.7 million of unrecognized stock-based compensation expense, net of estimated forfeitures, related to all unvested RSUs and unvested stock options that is expected to be recognized over a weighted-average period of 2.2 years.

Table of Contents

10. EARNINGS PER SHARE

Basic earnings per share is computed using the weighted-average number of common shares outstanding during the applicable period. Diluted earnings per share is computed using the weighted-average number of common shares outstanding during the applicable period, plus the dilutive effect of outstanding options, RSUs, and warrants, using the treasury stock method and the average market price of our common stock during the applicable period. Certain shares related to some of our outstanding stock options and RSUs were excluded from the computation of diluted earnings per share because they were antidilutive in the periods presented, but could be dilutive in the future.

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except per share amounts)	**2013**	**2012**	**2013**	**2012**
Basic				
Net income (loss)	$ 4,703	$ (2,267)	$ 13,772	$ 1,790
Weighted-average common shares outstanding	37,949	37,865	37,948	37,812
Earnings (loss) per share, basic	$ 0.12	$ (0.06)	$ 0.36	$ 0.05
Diluted				
Net income (loss)	$ 4,703	$ (2,267)	$ 13,772	$ 1,790
Weighted-average common shares outstanding, basic	37,949	37,865	37,948	37,812
Weighted-average effect of dilutive securities:				
Stock options and warrants	617		636	850
RSUs	183		185	269
Effect of assumed exercise of stock options, warrants and RSUs	800		821	1,119
Weighted-average common shares outstanding, diluted	38,749	37,865	38,769	38,931
Earnings (loss) per share, diluted	$ 0.12	$ (0.06)	$ 0.36	$ 0.05
Outstanding options and RSUs excluded as impact would be antidilutive	108	1,146	202	54

Table of Contents

11. GEOGRAPHIC INFORMATION AND MAJOR CUSTOMERS

The Company develops and licenses its rules-based software solutions and provides professional and cloud services, maintenance, and training related to its software. The Company derives substantially all of its revenue from the sale and support of one group of similar products and services software that provides business process solutions in the enterprise applications market. To assess performance, the Company s chief operating decision maker primarily reviews financial information on a consolidated basis. Therefore, the Company has determined it operates in one segment Business Process Solutions.

The Company s international revenue is from sales to customers based outside of the U.S. The Company derived its revenue from the following geographic areas:

	Three Months Ended June 30,				Six Months Ended June 30,			
(Dollars in thousands)	**2013**		**2012**		**2013**		**2012**	
U.S.	$ 62,313	53%	$ 61,239	58%	$ 130,455	56%	$ 116,931	54%
United Kingdom	21,228	18%	18,329	18%	36,667	16%	36,467	17%
Europe, other	21,279	18%	14,930	14%	41,264	17%	32,215	15%
Other	12,495	11%	10,558	10%	25,175	11%	30,610	14%
	$ 117,315	100%	$ 105,056	100%	$ 233,561	100%	$ 216,223	100%

Customers accounting for 10% or more of the Company s total revenue or outstanding trade receivables, net, were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in thousands)	**2013**	**2012**	**2013**	**2012**
Total Revenue	**$ 117,315**	**$ 105,056**	**$ 233,561**	**$ 216,223**
Customer A	%	10%	%	%

	As of June 30, 2013	As of December 31, 2012
(Dollars in thousands)		
Trade receivables, net of allowances	**$ 94,527**	**$ 134,066**
Customer B	%	10%

Table of Contents

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains or incorporates forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about our future financial performance and business plans, the adequacy of our liquidity and capital resources, the continued payment of quarterly dividends by the Company, and the timing of recognizing revenue under existing term license agreements. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management s beliefs and assumptions. In addition, other written or oral statements that constitute forward-looking statements may be made by us or on our behalf. Words such as expect, anticipate, intend, plan, believe, could, estimate, may, target, project, or variations of such words and similar expressions are intended to identify such forward-lo statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause actual future activities and results to differ include, among others, variation in demand for our products and services and the difficulty in predicting the completion of product acceptance and other factors affecting the timing of license revenue recognition, the ongoing uncertainty and volatility in the global financial markets, the ongoing consolidation in the financial services and healthcare markets, reliance on third party relationships, the potential loss of vendor specific objective evidence for our professional services, and management of the Company s growth. These risks are described more completely in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2012 and in Item 1A of Part II of this Quarterly Report on Form 10-Q. We do not intend to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Business overview

We develop, market, license, and support software, which allows organizations to build, deploy, and change enterprise applications easily and quickly. Our unified software platform enables our customers to build enterprise applications in a fraction of the time it would take with competitive disjointed architectures, by directly capturing business objectives, automating programming, and automating work. We also provide consulting services, cloud service offerings, maintenance, and training related to our software.

We focus our sales efforts on target accounts, which are large companies or divisions within companies and typically leaders in their industry. Our strategy is to sell a series of licenses that are focused on a specific purpose or area of operations, rather than to sell a large enterprise license.

Our license revenue is primarily derived from sales of our PegaRULES Process Commander ® (PRPC) software and related solution frameworks. PRPC is a comprehensive platform for building and managing Business Process Management (BPM) applications that unifies business rules and business processes. Our solution frameworks, built on the capabilities of PRPC, are purpose or industry-specific collections of best practice functionality, which allow organizations to quickly implement new customer-facing practices and processes, bring new offerings to market, and provide customized or specialized processing. Our products are simpler, easier to use and often result in shorter implementation periods than competitive enterprise software products. PRPC and related solution frameworks can be used by a broad range of customers across markets including financial services, insurance, healthcare, communications, life sciences, energy and government.

Our solution frameworks products include customer relationship management (CRM) software, which enables unified predictive decisioning and analytics and optimizes the overall customer experience. Our decision management products and capabilities are designed to manage processes so that all actions optimize the outcome based on business objectives. We continue to invest in the development of new products and intend to remain a leader in BPM, CRM, and decision management.

We also offer Pega Cloud, a service offering that allows our customers to immediately build, test, and deploy their Pega applications in a secure cloud environment while minimizing their infrastructure and hardware costs. Revenue from our Pega Cloud offering is included in consulting services revenue.

We offer training for our staff, customers, and partners at our regional training facilities, at third party facilities, and at customer sites. We also offer training online through Pega Academy, which provides an alternative way to learn our software in a virtual environment quickly and easily. We expect that this online training will help expand the number of trained experts at a faster pace.

Table of Contents

Critical accounting policies

Management s Discussion and Analysis of Financial Condition and Results of Operations is based upon the condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the rules and regulations of the SEC for interim financial reporting. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience, knowledge of current conditions, and beliefs of what could occur in the future given available information.

There have been no changes in our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012. For more information regarding our critical accounting policies, we encourage you to read the discussion contained in Item 7 under the heading Critical Accounting Policies and Estimates and Note 2 Significant Accounting Policies included in the notes to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2012.

Results of Operations

	Three Months Ended June 30,		Increase		Six Months Ended June 30,		Increase	
(Dollars in thousands)	2013	2012			2013	2012		
Total revenue	$ 117,315	$ 105,056	$ 12,259	12%	$ 233,561	$ 216,223	$ 17,338	8%
Gross profit	$ 79,437	$ 65,069	$ 14,368	22%	$ 158,030	$ 134,702	$ 23,328	17%
Total operating expenses	$ 72,384	$ 67,753	$ 4,631	7%	$ 138,026	$ 131,467	$ 6,559	5%
Income (loss) from operations	$ 7,053	$ (2,684)	$ 9,737	n/m	$ 20,004	$ 3,235	$ 16,769	518%
Income (loss) before provision for income taxes	$ 6,657	$ (3,168)	$ 9,825	n/m	$ 18,675	$ 2,763	$ 15,912	576%

n/m - not meaningful

Revenue

	Three Months Ended June 30,		Increase (Decrease)		Six Months Ended June 30,		Increase (Decrease)	
(Dollars in thousands)	2013	2012			2013	2012		
License revenue								
Perpetual licenses	$ 24,647	61%	$ 13,030	42%	$ 11,617	$ 51,007	61%	$ 33,449	50%	$ 17,558
Term licenses	13,230	33%	9,169	30%	4,061	28,910	35%	22,908	34%	6,002
Subscription	2,329	6%	8,800	28%	(6,471)	3,498	4%	10,585	16%	(7,087)

Total license revenue	$ 40,206	100%	$ 30,999	100%	$ 9,207	30%	$ 83,415	100%	$ 66,942	100%	$ 16,473	25%

The aggregate value of new license arrangements executed during the second quarter and first six months of 2013 were higher than in the same periods in 2012 due to a larger number and larger average value of license arrangements executed in the second quarter of 2013 than in the second quarter of 2012. The aggregate value of new license arrangements executed fluctuates quarter to quarter. During the first six months of 2013 and 2012, approximately 64% and 67%, respectively, of the value of new license arrangements were executed with existing customers.

The mix between perpetual and term license arrangements executed in a particular period varies based on customer needs. A change in the mix between perpetual and term license arrangements executed may cause our revenues to vary materially from period to period. The increases in perpetual license revenue were primarily due to several larger value perpetual arrangements executed during the first six months of 2013 and the fourth quarter of 2012 than during the same periods in 2012 and 2011. However, some of our perpetual license arrangements include extended payment terms or additional rights of use that result in the recognition of revenue over longer periods.

Table of Contents

The increases in term license revenue were primarily due to revenue recognized on term license arrangements executed in 2012. A higher proportion of term license arrangements executed would result in more license revenue being recognized over longer periods as payments become due or earlier if prepaid. The aggregate value of payments due under noncancellable term licenses grew to $201.2 million as of June 30, 2013 compared to $158.9 million as of June 30, 2012. We expect to recognize $27.5 million of the $201.2 million as revenue during the remainder of 2013 in addition to new term license agreements we may complete or prepayments we may receive from existing term license agreements. See the table of future cash receipts on page 22.

Subscription revenue primarily consists of the ratable recognition of license, maintenance and bundled services revenue on perpetual license arrangements that include a right to unspecified future products. Subscription revenue does not include revenue from our Pega Cloud offerings, which is included in consulting services. The timing of scheduled payments under customer arrangements may limit the amount of revenue recognized in a reporting period. Consequently, our subscription revenue may vary quarter to quarter. The decreases in subscription revenue were primarily due to revenue recognized in the second quarter of 2012 for a large payment that became due.

	Three Months Ended June 30,		Increase		Six Months Ended June 30,		Increase	
(Dollars in thousands)	**2013**	**2012**			**2013**	**2012**		
Maintenance revenue								
Maintenance	$ 37,937	$ 34,495	$ 3,442	10%	$ 74,259	$ 65,340	$ 8,919	14%

The increases in maintenance revenue were primarily due to the growth in the aggregate value of the installed base of our software.

	Three Months Ended June 30,				Increase (Decrease)		Six Months Ended June 30,				Increase (Decrease)	
	2013		**2012**				**2013**		**2012**			
(Dollars in thousands)												
Professional services revenue												
Consulting services	$ 38,134	97%	$ 37,857	96%	$ 277	1%	$ 73,175	96%	$ 80,276	96%	$ (7,101)	(9)%
Training	1,038	3%	1,705	4%	(667)	(39)%	2,712	4%	3,665	4%	(953)	(26)%
Total Professional services	$ 39,172	100%	$ 39,562	100%	$ (390)	(1)%	$ 75,887	100%	$ 83,941	100%	$ (8,054)	(10)%

Consulting services includes revenue from our Pega Cloud offerings. The decrease in consulting services revenue during the first six months of 2013 compared to the same period in 2012 was primarily the result of more customers becoming enabled and our partners leading more implementation projects. If this trend continues, our consulting services revenue may continue to decrease in future periods. The decreases in our

training revenue were primarily due to the increased adoption of our Pega Academy self-service online training by our partners, which has a lower average price per student, as well as delayed scheduled training.

Table of Contents

Gross profit

(Dollars in thousands)	Three Months Ended June 30, 2013	2012	Increase		Six Months Ended June 30, 2013	2012	Increase (Decrease)	
Gross Profit								
Software license	$ 38,630	$ 29,420	$ 9,210	31%	$ 80,256	$ 63,764	$ 16,492	26%
Maintenance	34,165	30,777	3,388	11%	66,752	58,013	8,739	15%
Professional services	6,642	4,872	1,770	36%	11,022	12,925	(1,903)	(15)%
Total gross profit	$ 79,437	$ 65,069	$ 14,368	22%	$ 158,030	$ 134,702	$ 23,328	17%
Total gross profit %	68%	62%			68%	62%		
Software license gross profit %	96%	95%			96%	95%		
Maintenance gross profit %	90%	89%			90%	89%		
Professional services gross profit %	17%	12%			15%	15%		

The increases in gross profit were primarily due to increases in license and maintenance revenue.

The increase in professional services gross profit percent during the second quarter of 2013 compared to the same period in 2012 was primarily due to lower on-boarding time and expenses associated with reduced hiring as more of our customers became enabled and more implementation projects were led by our partners.

Operating expenses

(Dollars in thousands)	Three Months Ended June 30, 2013	2012	Increase		Six Months Ended June 30, 2013	2012	Increase	
Selling and marketing								
Selling and marketing	$ 45,346	$ 41,188	$ 4,158	10%	$ 84,616	$ 79,583	$ 5,033	6%
As a percent of total revenue	39%	39%			36%	37%		
Selling and marketing headcount at June 30,					539	514	25	5%

Selling and marketing expenses include compensation, benefits, and other headcount-related expenses associated with our selling and marketing personnel as well as advertising, promotions, trade shows, seminars, and other programs. Selling and marketing expenses also include the amortization of customer related intangibles.

The increase in selling and marketing expenses during the second quarter of 2013 compared to the same period in 2012 was primarily due to a $1.4 million increase in compensation and benefit expenses associated with higher headcount, a $1.7 million increase in commission expense associated with the higher value of new license arrangements executed and a $1.4 million increase in sales meeting and PegaWORLD expenses.

The increase in selling and marketing expenses during the first six months of 2013 compared to the same period in 2012 was primarily due to a $4.3 million increase in compensation and benefit expenses associated with higher headcount and a $0.8 million increase in commission expense associated with the higher value of new license arrangements executed.

Table of Contents

(Dollars in thousands)	Three Months Ended June 30, 2013	2012	Increase		Six Months Ended June 30, 2013	2012	Increase	
Research and development								
Research and development	$ 19,761	$ 18,901	$ 860	5%	$ 39,337	$ 37,905	$ 1,432	4%
As a percent of total revenue	17%	18%			17%	18%		
Research and development headcount at June 30,					792	599	193	32%

Research and development expenses include compensation, benefits, contracted services, and other headcount-related expenses associated with research and development.

The increase in headcount reflects the growth in our India research facility as we have been replacing contractors with employees. The increase in offshore headcount lowered our average compensation expense per employee.

The increase in research and development expenses during the second quarter of 2013 compared to the same period in 2012 was primarily due to a $2.5 million increase in compensation and benefit expenses associated with higher headcount, partially offset by a $1.1 million decrease in contractor expenses associated with our hiring employees to replace contractors, and a $0.5 million decrease in rent and rent related expenses.

The increase in research and development expenses during the first six months of 2013 compared to the same period in 2012 was primarily due to a $4.8 million increase in compensation and benefit expenses associated with higher headcount, partially offset by a $2.4 million decrease in contractor expenses associated with our hiring employees to replace contractors, and a $1 million decrease in rent and rent related expenses.

(Dollars in thousands)	Three Months Ended June 30, 2013	2012	(Decrease)		Six Months Ended June 30, 2013	2012	Increase	
General and administrative								
General and administrative	$ 7,277	$ 7,664	$ (387)	(5)%	$ 14,073	$ 13,979	$ 94	2%
As a percent of total revenue	6%	7%			6%	6%		
General and administrative headcount at June 30,					248	240	8	3%

General and administrative expenses include compensation, benefits, and other headcount-related expenses associated with finance, legal, corporate governance, and other administrative headcount. It also includes accounting, legal, and other administrative fees. The general and administrative headcount includes employees in human resources, information technology and corporate services departments whose costs are allocated to the Company s other functional departments.

The decrease in general and administrative expenses during the second quarter of 2013 compared to the same period in 2012 was primarily due to a $0.3 million decrease in professional fees, a $0.3 million decrease in contractor expenses, partially offset by a $0.3 million increase in compensation and benefit expenses.

Table of Contents

Stock-based compensation

The following table summarizes stock-based compensation expense included in our unaudited condensed consolidated statements of operations:

	Three Months Ended June 30,		Increase		Six Months Ended June 30,		Increase	
(Dollars in thousands)	**2013**	**2012**			**2013**	**2012**		
Cost of services	$ 1,014	$ 884	$ 130	15%	$ 2,187	$ 1,861	$ 326	18%
Operating expenses	2,267	2,102	165	8%	4,526	3,977	549	14%
Total stock-based compensation before tax	3,281	2,986	295	10%	6,713	5,838	875	15%
Income tax benefit	(944)	(990)			(2,047)	(1,866)		

The increases in stock-based compensation expense were primarily due to the higher value of the annual periodic equity grant, partially offset by equity awards forfeited upon employee departures.

Non-operating income and expenses, net

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
(Dollars in thousands)	**2013**	**2012**			**2013**	**2012**		
Foreign currency transaction loss	$ (437)	$ (841)	$ 404	(48)%	$ (2,327)	$ (101)	$ (2,226)	2,204%
Interest income, net	135	94	41	44%	253	205	48	23%
Other (expense) income, net	(94)	263	(357)	n/m	745	(576)	1,321	n/m
Non-operating loss	$ (396)	$ (484)	$ 88	(18)%	$ (1,329)	$ (472)	$ (857)	182%

n/m - not meaningful

We use forward contracts to manage our exposure to changes in foreign currency denominated accounts receivable, intercompany payables, and cash primarily held by our U.S. operating company. We have not designated these forward contracts as hedging instruments and as a result, we record the fair value of the outstanding contracts at the end of the reporting period in our consolidated balance sheet, with any fluctuations in the value of these contracts recognized in other (expense) income, net. The fluctuations in the value of these forward contracts recorded in other (expense) income, net, partially offset in net income, the gains and losses from the remeasurement or settlement of the foreign currency denominated accounts receivable, intercompany payables, and cash held by the U.S. operating company recorded in foreign currency transaction loss.

We have been primarily exposed to the fluctuation in the British pound and Euro relative to the U.S. dollar. More recently, we have experienced increased levels of exposure to the Australian dollar and India rupee, for which we expect to use forward contracts in future periods. See Note 3 Derivative Instruments in the notes to the accompanying unaudited condensed consolidated financial statements for discussion on our use of forward contracts.

The total change in the fair value of our forward contracts recorded in other (expense) income, net, during the second quarter and first six months of 2013 was a loss of $0.1 million and a gain of $0.7 million, respectively. The total change in the fair value of our foreign currency forward contracts recorded in other (expense) income, net, during the second quarter and first six months of 2012 was a gain of $0.2 million and a loss of $0.6 million, respectively.

Table of Contents

Provision for income taxes

The Company accounts for income taxes at each interim period using its estimated annual effective tax rate. The provision for income taxes represents current and future amounts owed for federal, state, and foreign taxes. During the second quarter of 2013 and 2012, we recorded a tax provision of $2.0 million and a tax benefit of $0.9 million, respectively, which resulted in an effective tax rate of 29.4% and 28.4%, respectively. During the first six months of 2013 and 2012, we recorded a provision of $4.9 million and $1.0 million, respectively, which resulted in an effective tax rate of 26.3% and 35.2%, respectively. The decrease in our effective tax rate during the first six months of 2013 compared to the same period in 2012 was primarily due to a $0.8 million tax benefit related to our 2012 research and experimentation credit recognized in the first quarter of 2013 as a result of the American Taxpayer Relief Act of 2012 that was signed into law in January 2013.

Liquidity and capital resources

	Six Months Ended June 30,	
(in thousands)	**2013**	**2012**
Cash provided by (used in):		
Operating activities	$ 64,280	$ 12,527
Investing activities	(26,122)	(12,502)
Financing activities	(8,678)	(4,717)
Effect of exchange rate on cash	(3,160)	(834)
Net increase (decrease) in cash and cash equivalents	$ 26,320	$ (5,526)

	As of June 30, 2013	**As of December 31, 2012**
Total cash, cash equivalents, and marketable securities	$ 173,811	$ 122,985

The increase in cash and cash equivalents was primarily due to the significant increase in cash provided by operating activities associated with our strong accounts receivable collections during the first six months of 2013, which were generated from our significant arrangements executed in the fourth quarter of 2012. We believe that our current cash, cash equivalents, and cash flow from operations will be sufficient to fund our operations, our dividend payments and our share repurchase program for at least the next 12 months.

We evaluate acquisition opportunities from time to time, which if pursued, could require use of our funds. Approximately $48 million of our cash and cash equivalents is held in our foreign subsidiaries. If it became necessary to repatriate these funds, we may be required to pay U.S. tax, net of any applicable foreign tax credits, upon repatriation. We consider the earnings of our foreign subsidiaries to be permanently reinvested and, as a result, U.S. taxes on such earnings are not provided. It is impractical to estimate the amount of U.S. tax we could have to pay upon repatriation due to the complexity of the foreign tax credit calculations and because we consider our earnings permanently reinvested. There can be no assurance that changes in our plans or other events affecting our operations will not result in materially accelerated or unexpected expenditures.

Cash provided by operating activities

The primary drivers of cash provided by operating activities during the first six months of 2013 were net income of $13.8 million and a $37.3 million decrease in accounts receivable due to our significant collections.

The primary drivers of cash provided by operating activities during the first six months of 2012 were net income of $1.8 million, a $6.1 million decrease in account receivable due to higher collections, and a $2.0 million increase in deferred revenue.

Table of Contents

Future Cash Receipts from License Arrangements

Total contractual future cash receipts due from our existing license agreements was approximately $235.3 million as of June 30, 2013 compared to $207.7 million as of June 30, 2012. The future cash receipts due as of June 30, 2013 are summarized as follows:

As of June 30, *(in thousands)*	Contractual payments for term licenses not recorded on the balance sheet (1)	Other contractual license payments not recorded on the balance sheet (2)	Total
Remainder of 2013	$ 27,466	$ 11,533	$ 38,999
2014	59,857	16,323	76,180
2015	51,732	3,054	54,786
2016	41,736	3,128	44,864
2017 and thereafter	20,424		20,424
Total	$ 201,215	$ 34,038	$ 235,253

(1) These amounts will be recognized as revenue in the future over the term of the agreement as payments become due or earlier if prepaid.
(2) These amounts will be recognized as revenue in future periods and relate to perpetual and subscription licenses with extended payment terms and/or additional rights of use.

Cash used in investing activities

During the first six months of 2013, cash used in investing activities was primarily for purchases of marketable debt securities of $32.7 million, partially offset by the proceeds received from the maturities of marketable debt securities of $8.5 million.

During the first six months of 2012, we invested $14.9 million in leasehold improvements for the build-out of our U.S. and India offices.

Cash used in financing activities

Cash used in financing activities during the first six months of 2013 and 2012 was primarily for repurchases of our common stock and dividend payments. Since 2004, our Board of Directors has approved annual stock repurchase programs that have authorized the repurchase in the aggregate of up to $92.4 million of our common stock. Purchases under these programs have been made on the open market.

The following table is a summary of our repurchase activity under all of our repurchase programs during the first six months of 2013 and 2012:

	Six Months Ended June 30,			
	2013		2012	
(Dollars in thousands)	Shares	Amount	Shares	Amount
Prior year authorization as of January 1,		$ 14,793		$ 13,963
Repurchases paid	256,219	(7,199)	76,471	(2,477)
Repurchases unsettled	157	(5)	1,452	(46)
Authorization remaining as of June 30,		$ 7,589		$ 11,440

In addition to the share repurchases made under our repurchase programs, we net settled the majority of our employee stock option exercises and RSU vesting, which resulted in the withholding of shares to cover the option exercise price and the minimum statutory tax withholding obligations.

Table of Contents

During the first six months of 2013 and 2012, option and RSU holders net settled stock options and vested RSUs representing the right to purchase a total of 366,000 shares and 321,000 shares, respectively, of which only 201,000 shares and 187,000 shares, respectively, were issued to the option and RSU holders and the balance of the shares were surrendered to us to pay for the exercise price and the applicable taxes. During the first six months of 2013 and 2012, instead of receiving cash from the equity holders, we withheld shares with a value of $2.8 million and $2.8 million, respectively, for withholding taxes, and $2.0 million and $1.8 million, respectively, for the exercise price. The value of share repurchases and shares withheld for net settlement of our employee stock option exercises and vesting of RSUs offset the proceeds received under our various share-based compensation plans during the first six months of 2013 and 2012.

Dividends

We declared a cash dividend of $0.06 per share in the first six months of 2013 and 2012. We paid cash dividends of $1.1 million and $2.3 million in the first six months of 2013 and 2012, respectively. Our Board of Directors authorized the acceleration of the payment of the fourth quarter 2012 dividend to be paid in December 2012 rather than in January 2013. Therefore, there was no dividend payment in the first quarter of 2013. It is our current intention to pay a quarterly cash dividend of $0.03 per share, however, the Board of Directors may terminate or modify this dividend program at any time without notice.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk represents the risk of loss that may affect us due to adverse changes in financial market prices and rates. Our market risk exposure is primarily related to fluctuations in foreign exchange rates. We enter into foreign currency forward contracts to partially mitigate our exposure to the fluctuations in foreign exchange rates. See Note 3 Derivative Instruments in the notes to the accompanying unaudited condensed consolidated financial statements for further discussion.

There were no significant changes to our quantitative and qualitative disclosures about market risk during the first six months of 2013. Please refer to Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk included in our Annual Report on Form 10-K for the year ended December 31, 2012 for a more complete discussion of our market risk exposure.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

Our management, with the participation of our Chief Executive Officer, or CEO, and Chief Accounting Officer, or CAO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act) as of June 30, 2013. In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and our management necessarily applied its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our CEO and CAO concluded that our disclosure controls and procedures were effective as of June 30, 2013.

(b) Changes in Internal Control over Financial Reporting.

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act) during the quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Part II Other Information:

Item 1A. Risk Factors

We encourage you to carefully consider the risk factors identified in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012. These risk factors could materially affect our business, financial condition and future results and could cause our actual business and financial results to differ materially from those contained in forward-looking statements made in this Quarterly Report on Form 10-Q or elsewhere by management from time to time. There have been no material changes during the first six months of 2013 to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth information regarding our repurchases of our common stock during the second quarter of 2013:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Share Repurchase Programs (1)	Approximate Dollar Value of Shares That May Yet Be Purchased Under Publicly Announced Share Repurchase Programs (in thousands) (1)
4/1/2013 - 4/30/2013	49,991	$ 26.82	49,991	$ 9,819
5/1/2013 - 5/31/2013	38,756	27.98	38,756	8,735
6/1/2013 - 6/30/2013	35,784	32.02	35,784	7,589
Total	124,531	$ 28.67		

(1) Since 2004, our Board of Directors has approved stock repurchase programs that have authorized the repurchase, in the aggregate, of up to $92.4 million of our common stock. On December 18, 2012, we announced that our Board of Directors approved a $6 million increase in the remaining funds available under the program expiring on December 31, 2012, and an extension of the expiration date to December 31, 2013. Under this program, the Current Program , purchases may be made from time to time on the open market or in privately negotiated transactions. Shares may be repurchased in such amounts as market conditions warrant, subject to regulatory and other considerations. We have established a pre-arranged stock repurchase plan, intended to comply with the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and of Rule 10b-18 of the Exchange Act (the 10b5-1 Plan). All share repurchases under the Current Program during closed trading window periods will be made pursuant to the 10b5-1 Plan.

Table of Contents

Item 6. Exhibits

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed or furnished, as the case may be, as part of this report and such Exhibit Index is incorporated herein by reference.

Table of Contents

SIGNATURE

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

Pegasystems Inc.

Date: August 8, 2013

By: /s/ EFSTATHIOS KOUNINIS
Vice President of Finance and Chief Accounting Officer
(principal accounting officer)

Table of Contents

PEGASYSTEMS INC.

Exhibit Index

Exhibit No.	Description
31.1	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14 of the Chief Executive Officer.
31.2	Certification pursuant to Exchange Act Rules 13a-14 and 15d-14 of the Chief Accounting Officer.
32	Certification pursuant to 18 U.S.C. Section 1350 of the Chief Executive Officer and the Chief Accounting Officer.
101	The following materials from Pegasystems Inc. s Quarterly Report on Form 10-Q for the quarter and six months ended June 30, 2013 formatted in XBRL (Extensible Business Reporting Language): (i) the Unaudited Condensed Consolidated Balance Sheets (ii) the Unaudited Condensed Consolidated Statements of Operations, (iii) the Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) (iv) the Unaudited Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Unaudited Condensed Consolidated Financial Statements. *

*Pursuant to Rule 406T of Regulation S-T, these interactive data files shall not be deemed filed for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.