

PEGASYSTEMS INC
Form 8-K
May 21, 2007

**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): 05/21/2007

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))
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Information to be included in the report

Item 2.02. Results of Operations and Financial Condition

On May 21, 2007, Pegasystems Inc. issued a press release announcing its financial results for the quarter ended March 31, 2007. A copy of such press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On May 21, 2007, Pegasystems Inc. filed its Quarterly Report on Form 10-Q for the first quarter of 2007 (the "First Quarter 10-Q"). The deadline for this filing was May 15, 2007, as a result of the Company's filing of a Rule 12b-25 extension. As expected, Pegasystems received a Staff Determination Letter from the Nasdaq Listing Qualifications Department on May 16, 2007, indicating Pegasystems was not in compliance with the filing requirement for continued listing as set forth in Marketplace Rule 4310(c)(14) due to the late First Quarter 10-Q filing. By filing the First Quarter 10-Q today, Pegasystems has regained compliance with the Nasdaq listing requirements.

Item 9.01. Financial Statements and Exhibits

99.1 Press Release issued by Pegasystems Inc. on May 21, 2007.

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.

Pegasystems Inc.

Date: May 21, 2007

By: /s/ Shawn Hoyt

Shawn Hoyt
General Counsel and Secretary

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| EX-99.1 | Press Release issued by Pegasystems Inc. on May 21, 2007. |