

PROS Holdings, Inc.  
Form 8-K  
January 18, 2019

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): January 15, 2019

PROS Holdings, Inc.  
(Exact Name of Registrant as Specified in Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)

333-141884                      76-0168604  
(Commission File Number)    (IRS Employer Identification No.)

3100  
Main  
Street,  
Suite 7002  
900  
Houston  
TX

(Address

of  
Principal    (Zip Code)  
Executive  
Offices)

Registrant's  
telephone  
number,  
(713) 335-5151  
including  
area  
code

(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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 15, 2019, the Compensation and Leadership Development Committee (“Committee”) of the Board of Directors of PROS Holdings, Inc. (the “Company”) approved a form of performance restricted stock unit agreement (“PRSU Agreement”) under the Company’s 2017 Equity Incentive Plan (the “Plan”).

The performance restricted stock units (“PRSUs”) granted pursuant to the PRSU Agreement are payable in shares of the Company’s common stock, and vest at up to 200% of the grant amount on the third anniversary of the grant based upon achievement of certain performance metrics set by the Committee over a two-year performance period. The number of earned units vesting upon a change of control occurring during the performance period is determined based on when such change of control occurs.

The above description of the form of PRSU Agreement is qualified in its entirety by the full text of the PRSU Agreement, the form of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are being filed herewith:

Exhibit No.	Description
10.1	<u>Form of Performance Restricted Stock Unit Agreement.</u>

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.

PROS HOLDINGS, INC.

Date: January 18, 2019

/s/ Damian Olthoff  
Damian Olthoff  
General Counsel and Secretary

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Exhibit Index

Exhibit No. Description

10.1 Form of Performance Restricted Stock Unit Agreement.