

PROS Holdings, Inc.  
Form 8-K  
May 21, 2015

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 21, 2015

PROS Holdings, Inc.  
(Exact Name of Registrant as Specified in Charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 001-33554<br>(Commission File Number) | 76-0168604<br>(IRS Employer Identification<br>No.) |
|---|---------------------------------------|--|

3100 Main Street, Suite 900, Houston TX 77002  
(Address of principal executive offices) (Zip Code)

(713) 335-5151  
(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.

On May 21, 2015, PROS Holdings, Inc. (the "Company") held its annual meeting of stockholders. At the annual meeting, Company stockholders:

- (i) elected three directors to the Board of Directors (the "Board") for a three year term expiring 2018, increasing the number of Board members to eight in total;
- (ii) ratified the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2015; and
- (iii) approved, by non-binding advisory vote, the executive compensation.

A total of 27,979,164 shares of common stock were present in person or by proxy at the meeting, representing approximately 94.86% of the voting power of the Company stockholders entitled to vote.

The nominees for directors were elected based upon the following votes:

| Name            | Votes      |          | Broker    |
|-----------------|------------|----------|-----------|
|                 | For        | Withheld | Non-votes |
| Ellen Keszler   | 26,340,059 | 165,330  | 1,473,775 |
| William Russell | 26,251,249 | 254,140  | 1,473,775 |
| Leslie Rechan   | 26,330,273 | 175,116  | 1,473,775 |

The election of Mr. Rechan, a new independent director, increases the total number of Board members to eight and the total number of independent directors on the Board to five. The Company also entered into its standard indemnification agreement for officers and directors with Mr. Rechan, the full text of which was filed as Exhibit 10.1 to the Company' Current Report on SEC Form 8-K filed with the Securities and Exchange Commission on August 21, 2013 and is incorporated by reference herein.

Greg Petersen, Timothy Williams, and Mariette Woestemeyer continued their terms as Class I directors with terms expiring in 2017. Andres D. Reiner and Ronald F. Woestemeyer continued their terms as Class III directors with terms expiring in 2016.

Ratification of PricewaterhouseCoopers LLP as Company independent registered public accounting firm was approved as follows:

| Votes      |         |         | Broker    |
|------------|---------|---------|-----------|
| For        | Against | Abstain | non-votes |
| 27,706,627 | 224,794 | 47,743  | n/a       |

Approval, by non-binding advisory vote, of executive compensation:

| Votes      |           |         | Broker    |
|------------|-----------|---------|-----------|
| For        | Against   | Abstain | non-votes |
| 23,136,480 | 3,321,066 | 47,843  | 1,473,775 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Number | Description  |
|--------|--|
| 10.1   | Form of Indemnity Agreement entered into among the Company, its affiliates and its directors and officers. |

99.1 Press release of the Company regarding the election of Leslie Rechan to the Board, dated as of May 21, 2015.

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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: May 21, 2015

/s/ Damian W. Olthoff  
Damian W. Olthoff  
General Counsel and Secretary

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EXHIBIT INDEX

| Exhibit No. | Description  | Provided | Incorporated by Reference |             |
|-------------|--|----------|---------------------------|-------------|
|             |  | Herewith | Form                      | Filing Date |
| 10.1+       | Form of Indemnity Agreement entered into among PROS Holdings, Inc., its affiliates and its directors and officers. |          | 8-K                       | 8/21/2013   |
| 99.1        | Press release of PROS Holdings, Inc. dated as of May 21, 2015.   | X        |                           |             |

+ Indicates a management contract or compensatory plan or arrangement.