

PROS Holdings, Inc.  
Form 8-K  
February 11, 2010

**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): February 11, 2010**

**PROS Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or  
organization)

**001-33554**

(Commission File  
Number)

**76-0168604**

(I.R.S. Employer Identification No.)

**3100 Main Street, Suite 900  
Houston, TX, 77002**

(Address of principal executive offices)

**(713) 335-5151**

(Registrant's Telephone Number)

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 (17CFR230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))
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***Item 2.02. Results of Operations and Financial Condition.***

On February 11, 2010, PROS Holdings, Inc ( the Company ) issued a press release announcing financial results for its fourth quarter ended December 31, 2009. A copy of the press release, dated as of February 11, 2010, is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in the this Current Report, including the exhibit attached hereto, shall not be deemed filed with the Securities and Exchange Commission for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release dated February 11, 2010.

**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.

Page 3 of 12