

PROS Holdings, Inc.  
Form 8-K  
November 10, 2016

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): November 10, 2016

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 7.01 Regulation FD Disclosure

Attached as Exhibit 99.1, and furnished for purposes of Regulation FD, is an investor presentation to be given by PROS Holdings, Inc. at its analyst day on November 10, 2016.

The information in this Current Report on Form 8-K (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be “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 to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act. The information set forth in this Item 7.01 shall not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibit is furnished, and not filed:

Exhibit No. Description

99.1 PROS Holdings, Inc. Investor Presentation: 2016 Analyst Day

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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: November 10, 2016

/s/ Damian Olthoff  
Damian Olthoff  
General Counsel and Secretary

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Exhibit Index

Exhibit No. Description

99.1 PROS Holdings, Inc. Investor Presentation: 2016 Analyst Day