

PROS Holdings, Inc.  
Form 8-K  
June 14, 2010

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**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): June 10, 2010  
PROS Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**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, including Area Code)

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 5.07. Submission of Matters to a Vote of Security Holders

SIGNATURES

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On June 10, 2010, we held our annual meeting of stockholders. At the annual meeting, our stockholders:

(i) elected two directors for a three year term expiring 2013; and

(ii) ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

A total of 23,940,908 shares of common stock were present in person or by proxy at the meeting, representing approximately 92% of the voting power of the Company entitled to vote.

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

| Name                  | Votes<br>For | Votes<br>Withheld | Broker<br>Non-votes |
|-----------------------|--------------|-------------------|---------------------|
| Albert E. Winemiller  | 21,401,945   | 429,789           | 2,109,174           |
| Ronald F. Woestemeyer | 21,435,514   | 396,220           | 2,109,174           |

Greg B. Petersen, Timothy V. Williams and Mariette M. Woestemeyer continued their terms as Class I directors, with terms expiring in 2011 and Ellen Keszler and William Russell continued their terms as Class II directors, with terms expiring in 2012.

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

| Votes<br>For | Votes<br>Against | Abstain   | Broker Non-votes |
|--------------|------------------|-----------|------------------|
| 20,646,669   | 162,684          | 3,131,555 |                  |

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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: June 14, 2010

/s/ Charles H. Murphy  
Charles H. Murphy  
Chief Financial Officer and Executive Vice  
President  
(Principal Accounting Officer)