

PROS Holdings, Inc.  
Form 8-K  
June 10, 2011

**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 9, 2011  
PROS Holdings, Inc.  
(Exact Name of Registrant as Specified in Charter)  
Delaware  
(State or other jurisdiction of incorporation)**

**001-33554**  
(Commission File Number)

**76-0168604**  
(IRS Employer Identification No.)

**3100 Main Street, Suite 900  
Houston, TX**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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

(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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 9, 2011, we held our annual meeting of stockholders. At the annual meeting, our stockholders:

- (i) elected three directors for a three year term expiring 2014;
- (ii) ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;
- (iii) approved, by non-binding advisory vote, the executive compensation; and
- (iv) recommended, by non-binding advisory vote, the frequency of the non-binding advisory vote on executive compensation.

A total of 23,464,588 shares of common stock were present in person or by proxy at the meeting, representing approximately 88% of the voting power of PROS Holdings, Inc. entitled to vote.

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

Name	Votes For	Votes Withheld	Broker Non-votes
Greg B. Petersen	21,796,140	358,378	1,310,070
Timothy V. Williams	21,767,670	386,848	1,310,070
Mariette M. Woestemeyer	20,908,151	1,246,367	1,310,070

Ellen Keszler and William Russell continued their terms as Class II directors, with terms expiring in 2012 and Andres D. Reiner and Ronald F. Woestemeyer continued their terms as Class III directors with terms expiring in 2013.

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

Votes For	Votes Against	Abstain	Broker non-votes
23,317,377	147,211		

**Approve, by non-binding advisory vote, the executive compensation:**

Votes For	Votes Against	Abstain	Broker non-votes
21,365,342	499,482	289,694	1,310,070

**Recommend, by non-binding advisory vote, the frequency of the non-binding advisory vote on executive compensation:**

1 year	2 years	3 years	Abstain	Broker non-votes
20,960,229	1,000	898,758	294,531	1,310,070

**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 10, 2011

/s/ Charles H. Murphy  
Charles H. Murphy  
Chief Financial Officer and Executive Vice  
President

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