

PROS Holdings, Inc.  
Form 8-K  
April 09, 2014

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): April 8, 2014

PROS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-33554  (Commission File Number)	76-0168604  (IRS Employer Identification No.)
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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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 8, 2014, PROS Holdings, Inc. (the "Registrant") and PROS, Inc. (the "Company") entered into a Second Amended and Restated Employment Agreement (the "Employment Agreement") with Charles H. Murphy, the Company's Executive Vice President and Chief Financial Officer, superseding, amending and restating the prior amended and restated employment agreement, dated as of May 2, 2013, between Mr. Murphy, the Registrant and the Company (the "Prior Employment Agreement").

The term of the Employment Agreement will expire on January 31, 2016 unless terminated earlier. Pursuant to the Employment Agreement, (a) Mr. Murphy will receive his full 2014 target bonus if he remains employed with us through January 31, 2015; (b) Mr. Murphy will transition to part-time employment with limited responsibilities on a date to be determined by us; (c) Mr. Murphy will receive a reduced salary beginning on January 31, 2015 if he is still employed with us then and reimbursement for certain health benefits after transitioning to part time employment; and (d) in the event of Mr. Murphy's death or disability prior to the expiration of the Employment Agreement, all of his equity awards which would have otherwise vested by January 31, 2016 will accelerate in full. Except as described above and in the Employment Agreement, Mr. Murphy will continue to be eligible for the same compensation and benefits and will be subject to similar material terms and conditions as provided for in the Prior Employment Agreement.

The foregoing description of the Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Employment Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Number	Description
10.1	Second Amended and Restated Employment Agreement by and between PROS, Inc., PROS Holdings, Inc., and Charles H. Murphy, dated as of April 8, 2014.

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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: April 9, 2014

By: /s/ Damian Olthoff

Damian Olthoff  
General Counsel and Secretary

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EXHIBIT INDEX

Number	Description
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