

PROS Holdings, Inc.  
Form 8-K  
February 18, 2009

**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: **February 12, 2009**

**PROS Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

**3100 Main Street, Suite 900**  
**Houston, TX, 77002**  
(Address of principal executive offices)

**76-0168604**  
(I.R.S. Employer Identification No.)

**(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))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure**

On February 12, 2009, PROS Holdings Inc. ( the Company ) announced its results of operations for the quarter and year ended December 31, 2008. A copy of that press released was furnished as an exhibit to our February 12, 2009 Current Report on Form 8-K. Also on February 12, 2009, the Company held a conference call discussing those results. The transcript of the conference call is attached hereto as Exhibit 99.1 to this Form 8-K.

The information in the this Current Report, including the exhibits attached hereto, shall not be deemed to be filed 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 Earnings release transcript dated February 12, 2009.**

**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: February 18, 2009

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