

PROS Holdings, Inc.  
Form 8-K  
November 19, 2010

**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 15, 2010**

**PROS Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-33554</b> (Commission File Number)	<b>76-0168604</b> (I.R.S. Employer Identification No.)
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**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 8.01. Other events.**

On November 15, 2010, PROS Holdings Inc. ( the Company ) held a conference call to discuss the retirement of Albert E. Winemiller as chairman, chief executive officer and president and the appointment of Andres Reiner as chief executive officer, president and director and William Russell as non-executive chairman. The transcript of the conference call is attached 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 Conference call transcript dated November 15, 2010.

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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 19, 2010

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