

PROS Holdings, Inc.  
Form 8-K  
May 19, 2009

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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: May 13, 2009  
(Date of earliest event reported):  
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 5.02 (e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 13, 2009, the Compensation Committee of the Board of Directors of PROS Holdings, Inc. ( the Company ) approved the grant of 150,000 restricted stock units to Albert E. Winemiller, the Chairman of the Board, President and Chief Executive Officer and 150,000 restricted stock units to Charles H. Murphy, Executive Vice-President and Chief Financial Officer. Each grant of restricted stock units was made pursuant to the 2007 equity incentive plan. The restricted stock units vest annually, in equal installments, over a three year period with the first one third vesting May 13, 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.

Date: May 19, 2009

PROS HOLDINGS, INC.

/s/ Charles H. Murphy

Charles H. Murphy  
Chief Financial Officer and Executive Vice President