

PROS Holdings, Inc.  
Form 8-K  
April 25, 2019

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 25, 2019

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 7002

900

Houston

TX

(Address

of

Principal Executive

Offices)

Registrant's

telephone

number,

including

area

code

(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)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On April 25, 2019, PROS Holdings, Inc. (the "Company") issued a press release announcing financial results for its quarter ended March 31, 2019. A copy of the press release, dated as of April 25, 2019, is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The press release contains forward looking statements regarding the Company and includes cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

The information in this Current Report, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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 ("SEC") 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 7.01. Regulation FD Disclosure.

On April 25, 2019, the Company published the Q1 2019 Investor Relations Fact Sheet ("IR Fact Sheet") and Q1 2019 Earnings Presentation ("Investor Presentation") on the Investor Relations section of the Company's website located at <https://ir.pros.com/>. From time to time, the Company may also present and/or distribute the IR Fact Sheet and Investor Presentation to the investment community to provide updates and summaries of its business. Copies of the IR Fact Sheet and Q1 2019 Earnings Presentation are furnished herewith as Exhibits 99.2 and 99.3, respectively. Investors should note that the Company uses the Investor Relations section of its corporate website to announce material information to investors and the marketplace. While not all of the information that the Company posts on its corporate website is of a material nature, some information could be deemed to be material. Accordingly, the Company encourages investors, the media, and others interested in the Company to review the information that it shares on the Investor Relations section of our website.

The information contained in the IR Fact Sheet and Investor Presentation are summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The information in this Current Report, including Exhibits 99.2 and 99.3 attached hereto, shall not be deemed "filed" for the purpose of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. The information contained herein and in the accompanying exhibits shall not be incorporated by reference into any registration statement or other document filed with the SEC 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

Exhibit No. Description

- 99.1 Press release dated April 25, 2019.
- 99.2 IR Fact Sheet dated April 25, 2019.
- 99.3 Investor Presentation dated April 25, 2019.
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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.

April 25, 2019 /s/ Stefan Schulz  
Stefan Schulz  
Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit No. Description

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|------|---|
| 99.1 | <u>Press release of PROS Holdings, Inc. dated as of April 25, 2019.</u> |
| 99.2 | <u>IR Fact Sheet dated April 25, 2019.</u>                              |
| 99.3 | <u>Investor Presentation dated April 25, 2019.</u>                      |