

Item 1.01. Entry into a Material Definitive Agreement.

Effective June 9, 2016, PROS, Inc. (the “Company”), a wholly owned subsidiary of the Registrant, entered into the Fifth Amendment to Office Lease (the “Fifth Amendment”), amending the Company’s existing lease with Houston Community College Systems, dated January 31, 2001 (as amended), for its headquarters at 3100 Main Street, Houston, Texas (the “Existing Lease”). The Fifth Amendment, among other things, amends the rental rate and extends the term of the Existing Lease through October 31, 2019 unless earlier terminated or extended pursuant to the terms of the Existing Lease.

The foregoing description is qualified in its entirety by reference to the Fifth Amendment, which is filed as Exhibit 10.1 to this Current Report and incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Effective June 9, 2016, the Company entered into the Fifth Amendment as described in Item 1.01 above. The disclosure set forth above under Item 1.01 is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

10.1 Fifth Amendment to the Office Lease, dated June 9, 2016, by and between PROS, Inc. and Houston Community College System.

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: June 14, 2016

/s/ Damian
W. Olthoff
Damian W.
Olthoff
General
Counsel and
Secretary

EXHIBIT INDEX

Number Description

10.1 Fifth
Amendment
to Office
Lease, dated
June 9,
2016, by and
between
PROS, Inc.,
and Houston
Community
College
System