

PROS Holdings, Inc.  
Form 8-K  
April 30, 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 30, 2019

PROS Holdings, Inc.  
(Exact Name of Registrant as Specified in Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)

333-141884                      76-0168604  
(Commission File Number)    (IRS Employer Identification No.)

3100  
Main  
Street,  
Suite 7002  
900  
Houston  
TX  
(Address  
of  
Principal Executive  
Offices)    (Zip Code)

Registrant's  
telephone  
number,  
(713) 335-5151  
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)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- 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 8.01 Other Events

On April 30, 2019, PROS Holdings, Inc. (the “Company”) issued a press release regarding the launch of a private offering of \$125,000,000 aggregate principal amount of convertible senior notes due 2024 to be issued by the Company pursuant to Rule 144A under the Securities Act of 1933, as amended. The press release indicates the Company also expects to grant an option to the initial purchasers to purchase up to an additional \$18,750,000 aggregate principal amount of convertible notes. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

Exhibit No.	Description
99.1	<u>Press Release dated April 30, 2019</u>

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: April 30, 2019

/s/ Damian Olthoff  
Damian Olthoff  
General Counsel and Secretary

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Exhibit Index

Exhibit No. Description

99.1 Press Release dated April 30, 2019