

PROS Holdings, Inc.
Form 8-K/A
January 15, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **January 12, 2009**

PROS Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

3100 Main Street, Suite 900
Houston, TX, 77002
(Address of principal executive offices)

76-0168604
(I.R.S. Employer Identification No.)

(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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))
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Explanatory Paragraph:

On January 12, 2009, the company filed a Current Report on Form 8-K in which the company identified a date as September 30, 2009, this date should have been September 30, 2008.

Item 8.01 Other Events

On January 7, 2009, a presentation to investors and analysts at 11th Annual Needham Growth Stock Conference in New York City contained a slide with an incorrect headcount number of 395. The headcount as of September 30, 2008 was 384 not 395.

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: January 15, 2009

/s/ Charles H. Murphy
Charles H. Murphy
Chief Financial Officer and Executive Vice President