



Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 19, 2016, PROS Holdings, Inc. (the "Company") held its annual meeting of stockholders. At the annual meeting, Company stockholders:

- (i) elected two directors to the Board of Directors (the "Board") for a three year term expiring 2019;
- (ii) ratified the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2016; and
- (iii) approved, by non-binding advisory vote, the executive compensation.

A total of 27,802,784 shares of common stock were present in person or by proxy at the meeting, representing approximately 91.69% of the voting power of the Company stockholders entitled to vote.

The nominees for directors were elected based upon the following votes:

Name	Votes		Broker
	For	Withheld	Non-votes
Andres D. Reiner	23,691,914	1,791,244	2,319,626
Ronald F. Woestemeyer	23,046,365	2,436,793	2,319,626

The Company maintains a total of eight Board members, five of which are independent.

Greg Petersen, Timothy Williams, and Mariette Woestemeyer continued their terms as Class I directors with terms expiring in 2017. Ellen Keszler, Leslie Rechan, and Bill Russell continued their terms as Class II directors with terms expiring in 2018.

Ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm was approved as follows:

Votes	Broker		
	For	Against	Abstain non-votes
27,585,501	217,180	103	n/a

Approval, by non-binding advisory vote, of executive compensation:

Votes	Broker		
	For	Against	Abstain non-votes
21,679,867	3,803,291	0	2,319,626

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: May 24, 2016

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