

PROS Holdings, Inc.  
Form 8-K  
October 06, 2017

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): October 6, 2017

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 6, 2017, PROS Holdings, Inc. (the “Company”) announced that Thomas F. Dziersek agreed to join the Company effective October 9, 2017 as its Executive Vice President, Worldwide Sales, a newly created position at the Company.

Prior to joining the Company, Mr. Dziersek, 54, was with Nice, Inc., a provider of software solutions specializing in telephone voice recording, data security and surveillance, where he served as President of NICE Americas from April 2014 to January 2017. Prior to Nice, Mr. Dziersek served in senior executive leadership roles with JDA Software Group, Inc. from 2006 to 2013. Mr. Dziersek holds a B.A. in Economics from the University of Michigan.

There are no family relationships between Mr. Dziersek and any director, executive officer or person nominated by the Company to become a director or executive officer, and there are no transactions between Mr. Dziersek or any of his immediate family members, on the one hand, and the Company or any of its subsidiaries, on the other, that would be required to be reported under Item 404(a) of Regulation S-K.

On October 6, 2017, the Company, through its wholly owned subsidiary, PROS, Inc., entered into an offer letter (the “Offer Letter”) with Mr. Dziersek. The terms of the Offer Letter will become effective through an employment agreement to be entered into by PROS, Inc., the Company and Mr. Dziersek upon the commencement of his employment. Pursuant to the Offer Letter, Mr. Dziersek will be entitled to an annual base salary of \$375,000 and is eligible for an annual bonus of \$375,000 upon achievement of targets specified by the Company’s Chief Executive Officer. Mr. Dziersek will also receive a one-time signing bonus of \$100,000. Mr. Dziersek will also receive \$1,440,000 in restricted stock units and \$960,000 in market stock units based on the Company's total stockholder return in relation to the Russell 2000 Index over a three-year period. The foregoing description of the Offer Letter is qualified in its entirety by reference to the full text of the Offer Letter, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

#### Item 9.01. Financial Statements and Exhibits

(d): The following exhibits are being filed herewith:

Exhibit No. Description

10.1 Offer Letter by and between PROS, Inc. and Thomas Dziersek, dated as of October 6, 2017.

99.1 Press release of PROS Holdings, Inc. dated as of October 6, 2017.

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: October 6, 2017

/s/ Damian Olthoff  
Damian Olthoff  
General Counsel and Secretary

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Exhibit Index

Exhibit No. Description

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| 10.1 | <u>Offer Letter by and between PROS, Inc. and Thomas Dzersk, dated as of October 6, 2017.</u> |
| 99.1 | <u>Press release of PROS Holdings, Inc. dated as of October 6, 2017.</u>                      |