

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))

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. Dziarsk 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. Dziarsk, 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. Dziarsk served in senior executive leadership roles with JDA Software Group, Inc. from 2006 to 2013. Mr. Dziarsk holds a B.A. in Economics from the University of Michigan.

There are no family relationships between Mr. Dziarsk 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. Dziarsk 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. Dziarsk. The terms of the Offer Letter will become effective through an employment agreement to be entered into by PROS, Inc., the Company and Mr. Dziarsk upon the commencement of his employment. Pursuant to the Offer Letter, Mr. Dziarsk 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. Dziarsk will also receive a one-time signing bonus of \$100,000. Mr. Dziarsk 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 Dziarsk, 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

Exhibit Index

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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> |