

PROS Holdings, Inc.  
Form 10-Q  
November 04, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended September 30, 2011**

**OR**

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

**Commission File Number: 001-33554**

**PROS HOLDINGS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**76-0168604**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

*(I.R.S. Employer  
Identification No.)*

**3100 Main Street, Suite 900,**

**Houston, TX 77002; (713) 335-5151**

*(Address and telephone number of Principal  
Executive Offices)*

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company   
(do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the Registrant's Common Stock, \$0.001 par value, was 26,938,304 as of November 1, 2011.



PROS Holdings, Inc.  
 Form 10-Q  
 For the Quarterly Period Ended September 30, 2011  
 Table of Contents

	<b>Page</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
<u>Item 1. Financial Statements (unaudited)</u>	3
<u>Condensed Consolidated Balance Sheets</u>	3
<u>Condensed Consolidated Statements of Operations</u>	4
<u>Condensed Consolidated Statements of Cash Flows</u>	5
<u>Notes to Consolidated Financial Statements</u>	6
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	11
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	18
<u>Item 4. Controls and Procedures</u>	18
 <b><u>PART II. OTHER INFORMATION</u></b>	
<u>Item 1. Legal Proceedings</u>	18
<u>Item 1A. Risk Factors</u>	18
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	30
<u>Item 3. Defaults Upon Senior Securities</u>	30
<u>Item 4. [Removed and Reserved]</u>	30
<u>Item 5. Other Information</u>	30
<u>Item 6. Exhibits</u>	30
 <u>Signatures</u>	31
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32.1</u>	
<u>EX-101 INSTANCE DOCUMENT</u>	
<u>EX-101 SCHEMA DOCUMENT</u>	
<u>EX-101 CALCULATION LINKBASE DOCUMENT</u>	
<u>EX-101 LABELS LINKBASE DOCUMENT</u>	
<u>EX-101 PRESENTATION LINKBASE DOCUMENT</u>	

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements relate to future events or our future financial performance. These forward-looking statements regarding future events and our future results are based on current expectations, estimates, forecasts and projections, and the beliefs and assumptions of our management including, without limitation, our expectations regarding the following: the sales of our software products and services; the impact of our revenue recognition policies; our belief that our current assets, including cash, cash equivalents, and expected cash flows from operating activities, will be sufficient to fund our operations; our anticipated additions to property, plant and equipment; our belief that our facilities are suitable and adequate to meet our current operating needs; our belief that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. Words such as we expect, anticipate, target, project, believe, goals, estimate, potential, predict, may, might, could, intend, and variations of these types or similar expressions are intended to identify these forward-looking statements.*

**Table of Contents****PART I. Financial Information****ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS**

**PROS Holdings, Inc.**  
**Condensed Consolidated Balance Sheets**  
(In thousands, except share amounts)  
(Unaudited)

	<b>September 30, 2011</b>	<b>December 31, 2010</b>
<b>Assets:</b>		
Current assets:		
Cash and cash equivalents	\$ 66,403	\$ 55,845
Short-term investments		73
Accounts and unbilled receivables, net of allowance of \$950 and \$1,020, respectively	27,722	27,402
Prepaid and other current assets	8,133	6,170
Total current assets	102,258	89,490
Restricted cash	329	293
Property and equipment, net	4,205	3,248
Other long term assets, net	5,671	5,097
Total assets	\$ 112,463	\$ 98,128
<b>Liabilities and Stockholders Equity:</b>		
Current liabilities:		
Accounts payable	\$ 4,376	\$ 2,131
Accrued liabilities	1,923	1,998
Accrued payroll and other employee benefits	6,921	4,606
Deferred revenue	27,941	28,429
Total current liabilities	41,161	37,164
Long-term deferred revenue	1,238	1,461
Total liabilities	42,399	38,625
Commitments and contingencies (Note 3)		
Stockholders equity:		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized none issued		
Common stock, \$0.001 par value, 75,000,000 shares authorized, 31,354,835 and 30,777,000 shares issued, respectively, 26,937,250 and 26,359,415 shares outstanding, respectively	31	31
Additional paid-in capital	76,176	69,844
Treasury stock, 4,417,585 common shares, at cost	(13,938)	(13,938)
Accumulated other comprehensive loss	(11)	(11)

Edgar Filing: PROS Holdings, Inc. - Form 10-Q

Retained earnings	7,806	3,577
Total stockholders' equity	70,064	59,503
Total liabilities and stockholders' equity	\$ 112,463	\$ 98,128

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**Table of Contents**

**PROS Holdings, Inc.**  
**Condensed Consolidated Statements of Operations**  
(In thousands, except share and per share data)  
(Unaudited)

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Revenue:</b>				
License and implementation	\$ 16,560	\$ 8,580	\$ 45,435	\$ 29,382
Maintenance and support	8,648	7,106	24,964	21,470
Total revenue	25,208	15,686	70,399	50,852
<b>Cost of revenue:</b>				
License and implementation	4,833	3,798	14,254	10,432
Maintenance and support	1,578	1,486	4,931	4,382
Total cost of revenue	6,411	5,284	19,185	14,814
Gross profit	18,797	10,402	51,214	36,038
<b>Operating expenses:</b>				
Selling, marketing, general and administrative	9,365	9,334	26,351	24,484
Research and development	6,843	4,856	18,952	15,542
Income (loss) from operations	2,589	(3,788)	5,911	(3,988)
<b>Other income:</b>				
Interest income	1	24	31	53
Income (loss) before income tax provision	2,590	(3,764)	5,942	(3,935)
Income tax provision (benefit)	658	(1,359)	1,713	(1,373)
Net income (loss)	\$ 1,932	\$ (2,405)	\$ 4,229	\$ (2,562)
Net earnings (loss) attributable to common stockholders per share:				
Basic	\$ 0.07	\$ (0.09)	\$ 0.16	\$ (0.10)
Diluted	\$ 0.07	\$ (0.09)	\$ 0.15	\$ (0.10)
Weighted average number of shares:				
Basic	26,928,195	26,088,971	26,783,812	26,011,473
Diluted	27,842,057	26,088,971	27,689,804	26,011,473

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*





**Table of Contents**

**PROS Holdings, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	<b>For the Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Operating activities:</b>		
Net income (loss)	\$ 4,229	\$ (2,562)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,189	1,020
Share-based compensation	5,008	4,461
Excess tax benefits on share-based compensation	(1,241)	(623)
Deferred income tax	(522)	(114)
Provision for doubtful accounts	(2)	(157)
Changes in operating assets and liabilities:		
Accounts and unbilled receivable	(336)	(8,980)
Prepaid expenses and other	(818)	(2,121)
Accounts payable	2,087	204
Accrued liabilities	(114)	(192)
Accrued payroll and other employee benefits	2,316	21
Other current liabilities		(4,866)
Deferred revenue	(711)	6,430
Net cash provided by (used in) operating activities	11,085	(7,479)
<b>Investing activities:</b>		
Purchases of property and equipment	(1,932)	(1,261)
Increase in restricted cash	(36)	(293)
Decrease (increase) in short-term investment	73	(73)
Net cash used in investing activities	(1,895)	(1,627)
<b>Financing activities:</b>		
Exercise of stock options	1,737	291
Excess tax benefits on share-based compensation	1,241	623
Tax withholding related to net share settlement of restricted stock units	(1,610)	(1,194)
Net cash provided by (used in) financing activities	1,368	(280)
Net increase (decrease) in cash and cash equivalents	10,558	(9,386)
<b>Cash and cash equivalents:</b>		
Beginning of period	55,845	62,449
End of period	\$ 66,403	\$ 53,063

**Supplemental disclosure of cash flow information:**

Cash paid during period for:

Taxes	\$ 2,430	\$ 84
-------	----------	-------

Non-cash investing activities:

Purchase of property and equipment accrued but not paid	\$ 758	\$ 391
---	--------	--------

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**Table of Contents**

**PROS Holdings, Inc.**  
**Notes to Condensed Consolidated Financial Statements**  
**(Unaudited)**

**1. Organization**

PROS Holdings, Inc. ( PROS ) was incorporated in Delaware in 2002. Through its wholly-owned subsidiaries (collectively with PROS, the Company), the Company is a leading global provider of pricing and margin optimization software products to enterprises across a range of industries, including manufacturing, distribution, services and travel. These products are an emerging category of enterprise applications designed to allow companies to improve financial performance by implementing pricing best-practices. Enterprises use the Company's software to gain insight into their pricing strategies, identify detrimental pricing activities, optimize their pricing decision making and improve their business processes and financial performance. The Company's software incorporates advanced pricing science, which includes operations research, forecasting and statistics. Our innovative science-based software products analyze, execute and optimize pricing strategies using data elements determined using state of the art pricing algorithms, including the pocket price, pocket margin, customer willingness-to-pay, customer cost-to-serve, win-loss ratios, market price, stretch price, as well as data from traditional enterprise applications often augmenting it with real-time and historical data and external market data sources. The Company also provides a range of services that include analyzing a customer's current pricing processes and implementing the Company's software to improve pricing performance.

**2. Summary of Significant Accounting Policies**

The accompanying unaudited condensed consolidated financial statements reflect the application of significant accounting policies as described below and elsewhere in these notes to the condensed consolidated financial statements.

**Basis of presentation**

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial reporting and applicable quarterly reporting regulations of the Securities and Exchange Commission ( SEC ). In management's opinion, the accompanying interim unaudited condensed consolidated financial statements include all adjustments necessary for a fair statement of the financial position of the Company as of September 30, 2011, the results of operations for the three and nine months ended September 30, 2011 and cash flows for the nine months ended September 30, 2011. Certain information and disclosures normally included in the notes to the annual financial statements prepared in accordance with GAAP have been omitted from these unaudited interim condensed consolidated financial statements pursuant to the rules and regulations of the SEC. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the SEC. The condensed consolidated balance sheet as of December 31, 2010 was derived from the Company's audited consolidated financial statements, but does not include all disclosures required by GAAP.

**Basis of consolidation**

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

**Effect of recently issued accounting pronouncements**

In June 2011, the FASB issued Accounting Standards Update ( ASU ) 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*, which eliminates the option to present components of other comprehensive income ( OCI ) as part of the statement of changes in stockholders' equity, requires the presentation of each component of net income and each component of OCI either in a single continuous statement or in two separate but consecutive statements and also requires presentation of reclassification adjustments on the face of the financial statement. The Company is required to adopt ASU 2011-05 on January 1, 2012. Early adoption is permitted. The Company does not believe the adoption of ASU 2011-05 will have a material effect on its consolidated financial statements.

**Dollar amounts**

The dollar amounts presented in the tabular data within these footnote disclosures are stated in thousands of dollars, except per unit amounts, or as noted within the context of each footnote disclosure.

**Use of estimates**

The Company's management prepares the unaudited condensed consolidated financial statements in accordance with GAAP. The Company makes estimates and assumptions in the preparation of its unaudited condensed consolidated financial statements, and its estimates and assumptions may affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. The complexity and judgment required in the Company's estimation process and issues related to the assumptions, risks and uncertainties inherent in the

**Table of Contents**

application of the percentage-of-completion method of accounting affect the amounts of revenue, expenses, unbilled receivables and deferred revenue. Estimates are also used for, but not limited to, receivables, allowance for doubtful accounts, useful lives of assets, depreciation, income taxes and deferred tax asset valuation, valuation of stock options, other current liabilities and accrued liabilities. Numerous internal and external factors can affect estimates. The critical accounting policies related to the estimates and judgments are discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 under management's discussion and analysis of financial condition and results of operations. There have been no significant changes to the Company's critical accounting policies during 2011.

**Revenue recognition**

The Company recognizes a substantial majority of its license and implementation revenue on a percentage-of-completion basis because it considers implementation services to be essential to the customers' usability of its licensed software. Under this recognition policy, the revenue the Company recognizes during a reporting period is based on the total man-days expended on the implementation of its software products during the reporting period as a percentage of the total man-days estimated to be necessary to complete the implementation of its software products. As a result of the Company's revenue recognition policy, revenue from license arrangements is recognized over the implementation period, which typically ranges from six months to several years. Implementation periods can vary depending on numerous factors including, but not limited to, the number of licensed software products and the scope and complexity of the implementation requirements.

For arrangements that include hosting services, the Company allocates the arrangement consideration between the hosting service and other elements based on a relative fair value allocation and recognizes the hosting fee ratably beginning on the date the customer commences use of its services and continuing through the end of the customer hosting term.

The Company also licenses software products under term license agreements that typically include maintenance during the license term. The term license agreements range from two to five years. Revenue and the associated costs are deferred until the delivery of the product and recognized ratably over the remaining license term.

The Company's revenue recognition policy provides visibility into a significant portion of its revenue in the near-term quarters, although the actual timing of recognition of revenue will vary based on the nature and requirements of its contracts. For the substantial majority of the Company's arrangements it has not historically recognized license revenue upon signing a contract with a customer and delivery of the software because it considers the implementation services to be essential to the customers' usability of its licensed software. The Company evaluates the contract terms and conditions and implementation performance obligations in making its revenue recognition determination for each contract. As the market for pricing and margin optimization software evolves and the capabilities of third party system integrators and resellers to independently deploy the Company's software products increases, the nature and scope of its implementation performance obligations may change which could materially impact the timing of recognition of license revenue and results of operations.

**Fair value measurements**

At September 30, 2011, the Company's financial assets that are measured at fair value on a recurring basis consisted of \$58.0 million invested in treasury money market funds. At December 31, 2010, the Company had \$40.7 million invested in diversified money market funds and \$14.5 million invested in treasury money market funds. The Company had \$0.1 million invested in certificates of deposits at December 31, 2010. The fair value of these accounts is determined based on quoted market prices, which represents level 1 in the fair value hierarchy as defined by Accounting Standard Codification (ASC) 820, *Fair Value Measurement and Disclosure*. The Company's diversified money market funds, treasury money market funds and short term investments have a fair value that is not materially different from its carrying amount.

**Deferred revenue and unbilled receivables**

Software license and implementation services that have been performed, but for which the Company has not invoiced the customer, are recorded as unbilled receivables, and invoices that have been issued before the software license and implementation services have been performed are recorded as deferred revenue in the accompanying unaudited condensed consolidated balance sheets. The Company generally invoices for maintenance and support

services on a monthly, a quarterly or an annual basis through the maintenance and support period.

**Table of Contents**

**Foreign currency**

The Company has contracts denominated in foreign currencies and therefore a portion of the Company's revenue is subject to foreign currency risks. Gains and losses from foreign currency transactions, such as those resulting from the settlement of receivables, are included in the license and implementation cost of revenue in the accompanying unaudited condensed consolidated statements of operations.

The Company translates assets and liabilities of its foreign subsidiary, whose functional currency is its local currency, at exchange rates in effect at the balance sheet date. The Company translates revenue and expenses at the monthly average exchange rates. The Company includes accumulated net translation adjustments in stockholders equity as a component of accumulated other comprehensive loss.

**Income taxes**

At the end of each interim reporting period, the Company estimates its effective income tax rate for the full year. The estimated effective income tax rate includes U.S. federal, state and foreign income taxes and is based on the application of a forecasted annual income tax rate applied to the current quarter's year-to-date pre-tax income. This estimated effective income tax rate is used in providing income taxes on a year-to-date basis and may change in subsequent interim periods. The effective tax rate for the three months ended September 30, 2011 and 2010 was a provision of 25% and a benefit of 36%, respectively, and the effective tax rate for the nine months ended September 30, 2011 and 2010 was a provision of 29% and a benefit of 35%, respectively. The difference between the effective tax rate and the federal statutory rate of 34% for the three and nine months ended September 30, 2011 was principally attributable to the Company's application of the Research and Experimentation ( R&E ) tax credit.

**Earnings per share**

The Company computes basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares and dilutive potential common shares then outstanding. Diluted earnings per share reflect the assumed conversion of all dilutive securities, using the treasury stock method. Dilutive potential common shares consist of shares issuable upon the exercise of stock options, shares of non-vested restricted stock units, and settlement of stock appreciation rights. When the Company incurs a net loss, the effect of the Company's outstanding stock options, stock appreciation rights and restricted stock units are not included in the calculation of diluted loss per share as the effect would be anti-dilutive. Accordingly, basic and diluted net loss per share are identical.

Approximately 915,000 and 886,000 of potential common shares have not been considered in the diluted earnings per share calculation for the three and nine months ended September 30, 2011, respectively, and approximately 3,496,000 of potential common shares have not been considered in the diluted loss per share calculation for the three and nine months ended September 30, 2010, respectively, as the effect would be anti-dilutive.

**Table of Contents**

The following tables set forth the computation of basic and diluted earnings (loss) per share:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Numerator:				
Net income (loss) attributable to common stockholders	\$ 1,932	\$ (2,405)	\$ 4,229	\$ (2,562)
Denominator:				
Weighted average shares (basic)	26,928	26,089	26,784	26,011
Dilutive effect of stock options, restricted stock units and stock appreciation rights	914		906	
Weighted average shares (diluted)	27,842	26,089	27,690	26,011
Basic earnings (loss) per share	\$ 0.07	\$ (0.09)	\$ 0.16	\$ (0.10)
Diluted earnings (loss) per share	\$ 0.07	\$ (0.09)	\$ 0.15	\$ (0.10)

**Share-based compensation**

The Company maintains incentive share-based plans to provide long-term incentives to its key employees, officers, directors and consultants. The Company issues or has issued three types of share-based awards under its incentive share-based plans: stock options, restricted stock units and stock appreciation rights. The discretionary issuance of share-based awards generally contains vesting provisions ranging from one to four years.

In February 2011, the Company increased the number of shares available for issuance by 900,000 to 4,568,000 under an evergreen provision in the Company's 2007 equity incentive plan. As of September 30, 2011, 654,313 shares remained available for issuance under this plan. At September 30, 2011, 1,602,569 stock options were outstanding with a weighted average exercise price of \$11.31, 1,150,063 restricted stock units were outstanding and 859,001 stock appreciation rights were outstanding. The Company granted 6,000 shares of restricted stock units with a weighted average grant date fair value of \$13.43 during the three months ended September 30, 2011. The Company did not grant any stock options or stock appreciation rights during the three months ended September 30, 2011. The Company granted 330,800 shares of restricted stock units with a weighted average grant date fair value of \$13.60 and 191,000 shares of stock appreciation rights with a weighted average exercise price of \$11.42 during the nine months ended September 30, 2011. The Company did not grant any stock options for the nine months ended September 30, 2011. At September 30, 2011, there was an estimated \$12.4 million of total unrecognized compensation costs related to share-based compensation arrangements. These costs will be recognized over a weighted average period of 1.7 years.

Share-based compensation expense is allocated to expense categories on the unaudited condensed consolidated statements of operations. The following table summarizes share-based compensation expense for the three and nine months ended September 30, 2011 and 2010.

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Share-based compensation:				
Cost of revenue:				
License and implementation	\$ 282	\$ 96	\$ 894	\$ 614
Total included in cost of revenue	282	96	894	614
Operating expenses:				
Selling, marketing, general and administrative	967	903	2,971	2,957
Research and development	398	51	1,143	890



Edgar Filing: PROS Holdings, Inc. - Form 10-Q

Total included in operating expenses	1,365	954	4,114	3,847
Total share-based compensation expense	\$ 1,647	\$ 1,050	\$ 5,008	\$ 4,461

The three and nine months ended September 30, 2010 includes a \$0.2 million out of period adjustment and \$0.2 million current period adjustment both of which reduced share-based compensation expense resulting from changes in forfeiture rate and other charges.

**Table of Contents**

**3. Commitments and contingencies**

**Litigation:**

In the ordinary course of the Company's business, the Company regularly becomes involved in contract and other negotiations and, in more limited circumstances, becomes involved in legal proceedings, claims and litigation. The outcomes of these matters are inherently unpredictable. The Company periodically assesses its liabilities and contingencies in connection with these matters, based upon the latest information available. Should it be probable that the Company has incurred a loss and the loss, or range of loss, can be reasonably estimated, the Company will record reserves in the unaudited condensed consolidated financial statements. In other instances, because of the uncertainties related to the probable outcome and/or amount or range of loss, the Company is unable to make a reasonable estimate of a liability, and therefore no reserve will be recorded. As additional information becomes available, the Company will adjust its assessment and estimates of such liabilities accordingly. Further, as the costs and outcomes of these types of matters can vary significantly, including with respect to whether they ultimately result in litigation, the Company believes its past experiences are not sufficient to provide any additional visibility or predictability to reasonably estimate the additional loss or range of loss that may result, if any. Based on the foregoing, the Company believes that an estimate of an additional loss or range of loss cannot be made at this time for contingencies for which there is a reasonable possibility that a loss may have been incurred. It is possible that the ultimate resolution of the Company's liabilities and contingencies could be at amounts that are different from any recorded reserves and that such differences could be material.

**Lease commitments:**

On July 29, 2011, the Company entered into a third amendment to its corporate office lease in Houston, TX (the Lease Amendment). The Lease Amendment, among other things, provides for a five year extension, until September 30, 2016, and an increase in the square footage to 83,700. The Lease Amendment has two options to extend the term of the lease for an additional 72 months. Also, the Lease Amendment provides for an early termination at any time after July 31, 2013. The Company has future minimum lease payments regarding this Lease Amendment of \$0.3 million for the three remaining months in 2011, \$1.3 million in each of 2012, 2013, 2014, and 2015 and \$1.0 million in 2016.

**Table of Contents**

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The terms we, us and our refer to PROS Holdings, Inc. and all of its subsidiaries that are consolidated in conformity with accounting principles generally accepted in the United States of America.*

This management's discussion and analysis of financial condition and results of operations should be read along with the unaudited condensed consolidated financial statements and unaudited notes to condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q, as well as the audited consolidated financial statements and notes to consolidated financial statements and management's discussion and analysis of financial condition and results of operations set forth in our Annual Report on Form 10-K for the year ended December 31, 2010.

**Overview**

We are a leading provider of enterprise pricing and margin optimization software to enterprises across a range of industries, including manufacturing, distribution, services and travel. These products are an emerging category of enterprise applications designed to allow companies to improve financial performance by implementing pricing excellence best practices. Enterprises use our software to gain insight into their pricing strategies, identify detrimental pricing practices, optimize their pricing decision-making and improve their business processes and financial performance. Our software incorporates advanced pricing science, which includes operations research, forecasting and statistics. Our innovative science-based software products analyze, execute and optimize pricing strategies using data elements determined using pricing algorithms, including the pocket price, pocket margin, customer willingness-to-pay, customer cost-to-serve, win-loss ratios, market price, stretch price, as well as data from traditional enterprise applications often augmenting it with real-time and historical data and external data sources. Our high performance software architecture supports real-time high volume transaction processing and allows us to handle the processing and database requirements of the most sophisticated and largest customers, including customers with hundreds of simultaneous users and sub-second electronic transactions. We provide professional services to configure, integrate and customize our solutions to meet the specific pricing needs of each customer.

Many of our customers process large volumes of individually priced business-to-consumer and business-to-business transactions every day. Our high-performance, real-time, dynamic pricing products differ from static retail pricing products by delivering the relevant pricing information at the time the price is quoted, the deal is negotiated and the sale transaction is made. Our software products are also used to provide optimized price lists and goal-driven price guidance. While companies in our target industries differ in the wide range of business-to-business and business-to-customer products and services that they provide, many are similar in their need to improve pricing agility in dynamic markets, improve control of their pricing processes and optimally price each individual transaction. Since inception, we have implemented over 500 solutions across a range of industries in more than 50 countries.

**Opportunities, trends and uncertainties**

We have noted opportunities, trends and uncertainties that we believe are particularly significant to understand our financial results and condition.

*Growth Opportunities.* We believe the market for pricing and margin optimization software is underpenetrated. Market interest for our software has increased over the past several years providing us with a growth opportunity. We are investing in our businesses to more effectively address these opportunities through significant investment in research and development, sales, marketing and back office. In addition to organic growth, we may acquire companies or technology that can contribute to the strategic, operational and financial growth of our business. We expect to continue to explore both organic and other strategic growth opportunities.

*Difficult Economic Conditions.* The current economic conditions continue to be challenging and have had and may continue to have a negative impact on the adoption of pricing and margin optimization software and may increase the volatility in our business. Due to the difficult economic conditions, we continue to experience long sales times, increased scrutiny on purchasing decisions and overall cautiousness taken by customers. In response to the challenging economic environment, some customer prospects have changed their purchasing strategies, including requesting changes to our contract terms that, in some instances, have affected the timing

of revenue

**Table of Contents**

recognition or have resulted in an increase in the number of limited term license agreements. In addition, certain countries are facing a sovereign debt crisis and it is possible that these crises could result in economic deterioration in the markets in which we operate. We believe our solutions provide value to our customers during periods of growth as well as in recessions, but it is uncertain the extent to which the difficult economic conditions will further affect our business.

*Variability in revenue among industries and geography.* We sell our products to customers in the manufacturing, distribution, services and travel industries. For both the three months ended September 30, 2011 and 2010, approximately 69% of our consolidated revenues were derived from customers outside the United States and approximately 65% and 61% of our consolidated revenues were derived from customers outside the United States for the nine months ended September 30, 2011 and 2010, respectively. The economic and political environments around the world could change our concentration of revenue within industries and across geographies.

*Research and experimentation tax credit.* In December 2010, the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010 was passed and included the extension of the Research and Experimentation ( R&E ) tax credit until December 31, 2011. If the R&E tax credit is not reinstated for 2012, we will record the federal income tax provision in 2012 at the enacted federal rate, net of other tax credits that may benefit us, if any.

**Litigation settlement**

In September 2010, we settled a legal dispute. The litigation and settlement resulted in a full year 2010 pre-tax charge to operating income of \$6.2 million of which \$3.1 million was a reduction of revenue and \$3.1 million was charged to expense. The reduction of revenue consisted of a reduction of \$2.8 million in license and implementation revenue and a reduction of \$0.3 million in maintenance and support revenue.

**Results of operations****Comparison of three months ended September 30, 2011 with three months ended September 30, 2010**

*Revenue:*

	For the Three Months Ended September 30, 2011		2010		Variance \$	Variance %
	Amount	As a percentage of total revenue	Amount	As a percentage of total revenue		
(Dollars in thousands)						
License and implementation	\$ 16,560	66%	\$ 8,580	55%	\$ 7,980	93%
Maintenance and support	8,648	34%	7,106	45%	1,542	22%
Total	\$ 25,208	100%	\$ 15,686	100%	\$ 9,522	61%

*License and implementation.* License and implementation revenue increased \$8.0 million to \$16.6 million for the three months ended September 30, 2011 from \$8.6 million for the three months ended September 30, 2010, representing a 93% increase. A reduction of \$2.8 million of license and implementation revenue in 2010 associated with a legal settlement contributed to the period over period increase. In addition, an increase of 17% in the number of implementations from 65 to 76 for the three months ended September 30, 2010 and 2011, respectively, a 29% increase in the number of man days expended that generate license and implementation revenue and a 12% increase in license and implementation revenue recognized per man-day contributed to the increase in license and implementation revenue.

License and implementation revenue includes revenue from both term licenses and hosting services. Revenue from term licenses represented approximately 5.8% and 5.6% of total revenue for the three months ended September 30,

2011 and 2010, respectively. Revenue from hosting services represented approximately 2.6% and 0.6% of total revenue for the three months ended September 30, 2011 and 2010, respectively.

Maintenance and support. Maintenance and support revenue increased \$1.5 million to \$8.6 million for the three months ended September 30, 2011 from \$7.1 million for the three months ended September 30, 2010, representing a 22% increase. The increase in maintenance and support revenue is principally the result of an increase in the number of customers for which we are



(Dollars in thousands)	Amount	As a percentage of total revenue	Amount	As a percentage of total revenue	Variance \$	Variance %
Selling, marketing, general and administrative	\$ 9,365	37%	\$ 9,334	60%	\$ 31	0%
Research and development	6,843	27%	4,856	31%	1,987	41%
Total operating expenses	\$ 16,208	64%	\$ 14,190	90%	\$ 2,018	14%

Selling, marketing, general and administrative expenses. Selling, marketing, general and administrative expenses were \$9.4 million for the three months ended September 30, 2011 and \$9.3 million for the three months ended September 30, 2010. The increase in selling, marketing, general and administrative expenses consisted of an increase of \$1.0 million in marketing expenses as the result of increases in marketing programs, an increase of \$0.8 million in sales, marketing and general and administrative personnel expenses to support our planned growth objectives, an increase of \$0.1 million in share-based compensation expense and an increase of \$0.1 million of other expense. These increases were offset by \$2.0 million associated with a 2010 legal settlement and related costs.



**Table of Contents**

**Research and development expenses.** Research and development expenses increased \$2.0 million to \$6.8 million for the three months ended September 30, 2011 from \$4.8 million for the three months ended September 30, 2010, representing a 41% increase. The increase was principally attributed to an increase of \$1.3 million in personnel expenses, an increase of \$0.3 million in share-based compensation expense and an increase of \$0.3 million of other overhead related expenses.

*Income tax provision (benefit):*

(Dollars in thousands)	For the Three Months Ended September 30,			Variance
	2011	2010	Variance \$	%
Effective tax rate	25%	(36)%	n/a	61%
Income tax provision (benefit)	\$ 658	\$ (1,359)	\$ 2,017	nm

**Income tax provision.** Our income tax provision increased \$2.0 million to an income tax provision of \$0.7 million for the three months ended September 30, 2011 from an income tax benefit of \$1.4 million for the three months ended September 30, 2010. The effective tax rate was a 25% tax provision and a 36% tax benefit for the three months ended September 30, 2011 and 2010, respectively. The change in the effective tax rate is the result of reporting pre-tax income during the three months ended September 30, 2011 which resulted in a federal tax provision as compared to reporting a pre-tax loss during the three months ended September 30, 2010 which resulted in a federal tax benefit.

**Comparison of nine months ended September 30, 2011 with the nine months ended September 30, 2010**

*Revenue:*

(Dollars in thousands)	For the Nine Months Ended September 30,					
	2011			2010		
Amount	As a percentage of total revenue	Amount	As a percentage of total revenue	Variance \$	Variance %	
License and implementation	\$ 45,435	65%	\$ 29,382	58%	\$ 16,053	55%
Maintenance and support	24,964	35%	21,470	42%	3,494	16%
Total	\$ 70,399	100%	\$ 50,852	100%	\$ 19,547	38%

**License and implementation.** License and implementation revenue increased \$16.1 million to \$45.4 million for the nine months ended September 30, 2011 from \$29.4 million for the nine months ended September 30, 2010, representing a 55% increase. A reduction of \$2.8 million of license and implementation revenue in 2010 associated with a legal settlement contributed to the period over period increase. In addition, an increase of 23% in the number of implementations from 80 to 98 for the nine months ended September 30, 2010 and 2011, respectively, a 51% increase in the number of man days expended that generate license and implementation revenue partially offset by a 7% decrease in license and implementation revenue recognized per man-day contributed to the increase in license and implementation revenue.

License and implementation revenue includes revenue from both term licenses and hosting services. Revenue from term licenses represented approximately 6.6% and 4.5% of total revenue for the nine months ended September 30, 2011 and 2010, respectively. Revenue from hosting services represented approximately 2.2% and 0.5% of total revenue for the nine months ended September 30, 2011 and 2010, respectively.

**Maintenance and support.** Maintenance and support revenue increased \$3.5 million to \$25.0 million for the nine months ended September 30, 2011 from \$21.5 million for the nine months ended September 30, 2010, representing a 16% increase. The increase in maintenance and support revenue is principally the result of an increase in the number

of customers for which we are providing maintenance services and an increase of \$0.4 million as a result of a retroactive maintenance renewal that had lapsed in the prior year. In addition, a reduction of \$0.3 million of maintenance and support revenue for the three months ended September 30, 2010 associated with a legal settlement contributed to the period over period increase.

**Table of Contents***Cost of revenue and gross profit:*

(Dollars in thousands)	For the Nine Months Ended September 30, 2011		2010		Variance \$	Variance %
	Amount	As a percentage of related revenue	Amount	As a percentage of related revenue		
Cost of license and implementation	\$ 14,254	31%	\$ 10,432	36%	\$ 3,822	37%
Cost of maintenance and support	4,931	20%	4,382	20%	549	13%
Total cost of revenue	\$ 19,185	27%	\$ 14,814	29%	\$ 4,371	30%
Gross profit	\$ 51,214	73%	\$ 36,038	71%	\$ 15,176	42%

Cost of license and implementation. Cost of license and implementation increased \$3.8 million to \$14.3 million for the nine months ended September 30, 2011 from \$10.4 million for the nine months ended September 30, 2010, representing a 37% increase. The increase in cost of license and implementation is principally attributable to an increase of \$3.7 million of personnel expense, as a result of an increase in headcount to support the increased number of active implementations and related overhead expense. In addition, there was an increase of \$0.3 million of share-based compensation expense and an increase of \$0.2 million of travel expense. These increases were partially offset by decreases of \$0.3 million of third party deployment software costs and a favorable change in foreign currency of \$0.1 million.

License and implementation gross margins were 69% for the nine months ended September 30, 2011 compared to 64% for the nine months ended September 30, 2010. The reduction of \$2.8 million of license and implementation revenue associated with a legal settlement negatively impacted the license and implementation gross margins for the nine months ended September 30, 2010 by 3 percentage points. License and implementation gross margins may vary from period to period depending on factors, including the amount of implementation services required to deploy our products relative to the total contract price.

Cost of maintenance and support. Cost of maintenance and support increased \$0.5 million to \$4.9 million for the nine months ended September 30, 2011 from \$4.4 million for the nine months ended September 30, 2010, representing a 13% increase. The increase in cost of maintenance and support is principally attributable to the increased levels of effort required to support our expanding installed customer base. Maintenance and support gross margins were flat at 80% for both the nine months ended September 30, 2011 and 2010.

Gross profit. Gross profit increased \$15.2 million to \$51.2 million for the nine months ended September 30, 2011 from \$36.0 million for the nine months ended September 30, 2010, representing a 42% increase. The reduction of \$3.1 million of total revenue associated with a legal settlement negatively impacted the gross margins for the nine months ended September 30, 2010 by 2 percentage points.

*Operating expenses:*

(Dollars in thousands)	For the Nine Months Ended September 30, 2011		2010		Variance \$	Variance %
	Amount	As a percentage of total revenue	Amount	As a percentage of total revenue		
	\$ 26,351	37%	\$ 24,484	48%	\$ 1,867	8%

Selling, marketing, general and administrative						
Research and development	18,952	27%	15,542	31%	3,410	22%
Total operating expenses	\$ 45,303	64%	\$ 40,026	79%	\$ 5,277	13%

Selling, marketing, general and administrative expenses. Selling, marketing, general and administrative expenses increased \$1.9 million to \$26.4 million for the nine months ended September 30, 2011 from \$24.5 million for the nine months ended September 30, 2010, representing an 8% increase. The increase is principally attributable to an increase of \$2.8 million in sales, marketing, general and administrative personnel to support our planned growth objectives. In addition, there was an increase of \$1.2 million in marketing expenses as the result of increases in marketing programs, an increase of \$0.5 million in professional fees and an increase of \$0.2 million of other expenses. These increases were offset by \$3.1 million associated with a 2010 legal settlement and related costs.

Research and development expenses. Research and development expenses increased \$3.4 million to \$19.0 million for the nine months ended September 30, 2011 from \$15.5 million for the nine months ended September 30, 2010, representing a 22% increase. The increase was principally attributed to an increase of \$2.4 million in personnel expenses, an increase of \$0.3 million in share-based compensation expense, an increase of \$0.5 million of other overhead related expenses and an increase of \$0.1 million of travel expense.

**Table of Contents***Income tax provision (benefit)***For the Nine Months Ended  
September 30,**

<b>(Dollars in thousands)</b>	<b>2011</b>	<b>2010</b>	<b>Variance \$</b>	<b>Variance %</b>
Effective tax rate	29%	(35)%	n/a	64%
Income tax provision (benefit)	\$ 1,713	\$ (1,373)	\$ 3,086	nm

*Income tax provision.* Our income tax provision increased \$3.1 million to an income tax provision of \$1.7 million for the nine months ended September 30, 2011 from an income tax benefit of \$1.4 million for the nine months ended September 30, 2010. The effective tax rate was a 29% tax provision and a 35% tax benefit for the nine months ended September 30, 2011 and 2010, respectively. The change in the effective tax rate is the result of reporting pre-tax income during the nine months ended September 30, 2011 which resulted in a federal tax provision as compared to reporting a pre-tax loss during the nine months ended September 30, 2010 which resulted in a federal tax benefit.

**Liquidity and Capital Resources***Liquidity*

At September 30, 2011, we had \$66.4 million of cash and cash equivalents and \$61.1 million of working capital as compared to \$55.8 million of cash and cash equivalents and \$52.3 million of working capital at December 31, 2010. Our principal source of liquidity is our cash and cash equivalents. Our material drivers or variants of operating cash flow are net income, non-cash expenses (principally share-based compensation) and the timing of periodic billings and collections related to the sale of our software and related services. The primary source of operating cash flows is the collection of accounts receivable from our customers. Our operating cash flows are also impacted by the timing of payments to our vendors for accounts payable and other liabilities. We generally pay our vendors and service providers in accordance with the invoice terms and conditions.

*Capital Resources*

Based on existing cash and cash equivalents balances and our current estimates of revenues and expenses, we believe that we will have adequate liquidity and capital resources to meet our operational requirements and anticipated capital expenditures for the next twelve months. However, at some future date we may need to seek additional sources of capital to meet our requirements. Our future working capital requirements will depend on many factors, including the operations of our existing business, our potential strategic expansion, future acquisitions we might undertake, and the expansion into complementary businesses. If such need arises, we may need to raise additional funds through equity or debt financings. We do not currently have a bank line of credit. We can provide no assurance that bank lines of credit or other financing will be available on terms acceptable to us. If available, such financing may result in dilution to our shareholders and interest expense. At September 30, 2011, we had restricted cash of \$0.3 million related to letters of credit.

The following table presents key components of our unaudited condensed consolidated statements of cash flows for the nine months ended September 30, 2011 and 2010.

<b>(Dollars in thousands)</b>	<b>For the Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>
Net cash provided by (used in) operating activities	\$ 11,085	\$ (7,479)
Net cash used in investing activities	(1,895)	(1,627)
Net cash provided by (used in) financing activities	1,368	(280)
Cash and cash equivalents (beginning of period)	55,845	62,449
Cash and cash equivalents (end of period)	\$ 66,403	\$ 53,063

**Table of Contents**

Net cash provided by (used in) operating activities. Net cash provided by operating activities for the nine months ended September 30, 2011 was \$11.1 million, which represents an increase of \$18.6 million when compared to the same period in 2010. Throughout 2011, our cash flows from operations were derived principally from: (i) our earnings from on-going operations prior to non-cash expenses such as depreciation, excess tax benefit on share-based compensation and share-based compensation; and (ii) changes in our working capital.

Net cash used in operating activities of \$7.5 million for the nine months ended September 30, 2010 was negatively impacted by an \$11.0 million cash out-flow for legal fees and settlement costs. The increase in net cash provided by operating activities in 2011 as compared to 2010 was due to an increase in net earnings of \$6.8 million, net increases of \$0.2 million in non-cash expenses and an increase of \$11.9 million attributed to changes in operating assets and liabilities, which are composed of accounts receivable, unbilled receivables, prepaid and other assets, accounts payable, accrued expenses, accrued liabilities and accrued payroll and deferred revenue.

Operating cash flow for the nine months ended September 30, 2011 of \$11.1 million was attributed to net earnings of \$4.2 million, \$4.4 million of non-cash expenses, an increase of \$4.3 million of accounts payable, accrued liabilities, payroll and other employee benefits partially offset by a decrease of \$0.7 million of deferred revenue, an increase of \$0.8 million of prepaid expenses and an increase of \$0.3 million of accounts receivable.

Net cash used in investing activities. Net cash flow used in investing activities was \$1.9 million for the nine months ended September 30, 2011 compared to \$1.6 million for the nine months ended September 30, 2010. The net cash used in investing activities is primarily the result of the purchase of property and equipment.

Net cash provided by (used in) financing activities. Net cash flow provided by financing activities was \$1.4 million for the nine months ended September 30, 2011 compared to net cash flow used in financing activities of \$0.3 million for the nine months ended September 30, 2010. The increase is primarily the result of an increase of \$2.1 million in the proceeds from the exercise of employee stock options and the excess tax benefits on share-based compensation offset by an increase of \$0.4 million of tax withholdings related to net share settlement of restricted stock units.

**Off-Balance Sheet Arrangements**

We do not have any relationships with unconsolidated entities or financial partnerships, such as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

**Contractual Obligations**

On July 29, 2011, we entered into a third amendment to our corporate office lease in Houston, TX (the Lease Amendment ). The Lease Amendment, among other things, provides for a five year extension, until September 30, 2016, and an increase in the square footage to 83,700. The Lease Amendment has two options to extend the total term of the lease for an additional 72 months. Also, the Lease Amendment provides for an early termination at any time after July 31, 2013. The following table sets forth our contractual obligations as of September 30, 2011.

(Dollars in thousands)	Total	Payment due by period			
		Less than 1 year	1 to 3 years	3 to 5 years	more than 5 years
Lease Amendment	\$ 6,445	\$ 1,256	\$ 2,595	\$ 2,595	\$
Total contractual obligations	\$ 6,445	\$ 1,256	\$ 2,595	\$ 2,595	\$

Other than the Lease Amendment described above, there have been no material changes to our contractual obligations as disclosed in our Annual Report on SEC Form 10-K for the year ended December 31, 2010.

**Recent Accounting Pronouncements**

In June 2011, the FASB issued Accounting Standards Update ( ASU ) 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*, which eliminates the option to present components of other

comprehensive income

**Table of Contents**

( OCI ) as part of the statement of changes in stockholders' equity, requires the presentation of each component of net income and each component of OCI either in a single continuous statement or in two separate but consecutive statements and also requires presentation of reclassification adjustments on the face of the financial statement. We are required to adopt ASU 2011-05 on January 1, 2012. Early adoption is permitted. We do not believe the adoption of ASU 2011-05 will have a material effect on its consolidated financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

***Foreign Currency Exchange Risk***

We have contracts denominated in foreign currencies and therefore a portion of our revenue is subject to foreign currency risks. The primary market risk we face is from foreign currency exchange rate fluctuations. Our cash flows are subject to fluctuations due to changes in foreign currency exchange rates. The effect of an immediate 10% adverse change in exchange rates on foreign denominated receivables as of September 30, 2011 would have resulted in a \$0.2 million loss. Fluctuations in currency exchange rates could harm our results of operations in the future. We currently do not use derivative financial instruments to mitigate foreign currency exchange risks. We continue to review this issue and may consider hedging certain foreign exchange risks through the use of currency futures or options in future years.

**ITEM 4. CONTROLS AND PROCEDURES**

***Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act of 1934, as amended (the Exchange Act) as of September 30, 2011. Based on our evaluation of our disclosure controls and procedures as of September 30, 2011, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

***Changes in Internal Control over Financial Reporting***

No changes in our internal control over financial reporting occurred during the fiscal quarter ended September 30, 2011 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

From time to time, we are a party to legal proceedings and claims arising in the ordinary course of business. We are not currently aware of any such proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations.

**ITEM 1A. RISK FACTORS**

We operate in a dynamic environment that involves numerous risks and uncertainties. The following section describes some of the risks that may adversely affect our business, financial condition or results of operations; these are not necessarily listed in terms of their importance or level of risk.



**Table of Contents**

**Risks relating to our business and industry:**

***The deterioration of general U. S. and global economic conditions could adversely affect our sales and operating results.***

We are a global company with customers around the world. As widely reported, global financial markets have experienced extreme disruption, including, among other things, extreme volatility in security prices, limited ability to raise capital in public and private financial markets, severely diminished liquidity, credit unavailability and company rating downgrades. These conditions have a negative impact on our prospects and customers' ability to raise capital and operate their businesses.

The implementation of our software products, which is often accompanied by third party hardware purchases and other capital commitments, involves significant capital expenditure by our customers. Customers may reduce or defer their spending on technology. In addition, the weak and uncertain U.S. and global economic conditions could impair our customers' ability to pay for our products or services. Any of these factors could delay our revenue recognition or otherwise adversely impact our business, quarterly or annual operating results and financial condition.

Periodic fluctuations in the U.S. Dollar and other currencies, corporate profits, lower spending, the availability of credit, the impact of conflicts throughout the world, terrorist acts, natural disasters, volatile energy costs, the outbreak of diseases and other geopolitical factors have had, and may continue to have, a negative impact on the U.S. and global economies. Our customers and prospects may experience consolidation or bankruptcies in their industries which may result in project delays or cancellations. We are unable to predict the strength or duration of current market conditions or effects of consolidation. Uncertainties in anticipated spending levels or further consolidation may adversely affect our business, financial condition and results of operations.

***A significant or prolonged economic downturn in industries in which we focus may result in our customers or prospects reducing or postponing spending on the products we offer.***

There are a number of factors, other than our performance, that could affect the size, frequency and renewal rates of our customer contracts. For instance, if economic conditions weaken in any industry in which we focus, our customers or prospects may reduce or postpone their spending significantly which may, in turn, lower the demand for our products and negatively affect our revenue and profitability. As a way of dealing with a challenging economic environment, customers may be changing their purchasing strategies, including, in some instances, requesting term licenses agreements as opposed to perpetual license agreements and increased negotiation of price or deciding to license one product rather than multiple products. Customers could also terminate or delay their implementations or maintenance contracts. Change in license terms or the loss of, or any significant decline in business from, one or more of our customers may lead to a significant decline in our revenue and operating margins, particularly if we are unable to make corresponding reductions in our expenses in the event of any such loss or decline. Moreover, a significant change in the liquidity or financial position of any of these customers could have a material adverse effect on the collectability of our accounts receivable, liquidity, customers' ability to complete implementation and future operating results.

***A weakening economy and changing business conditions could result in substantial defaults or slowing of payments by our customers on our accounts receivable which could have a significant negative impact on our business, results of operations, financial condition or liquidity.***

A significant portion of our working capital consists of accounts receivable from customers. If customers responsible for a significant amount of accounts receivable were to become insolvent or otherwise unable to pay for products and services, or were to become unwilling or unable to make payments in a timely manner, our business, results of operations, financial condition or liquidity could be adversely affected.

***Our global growth is subject to economic and political risks.***

We are a global company with customers around the world. In 2010, approximately 60% of our revenues were attributable to activities outside the United States. Our operations are subject to the effects of global competition. They are also affected by local economic environments, including inflation, recession and currency volatility. Political changes, some of which may be disruptive, may interfere with our customers and our activities in a particular location.

***We are subject to a lengthy sales cycle and delays or failures to complete sales may harm our business and cause our revenue and operating income to decline in the future.***

Our sales cycle may take several months to over a year. To sell our products successfully and obtain an executed contract, we generally have to educate our potential customers about the use and benefits of our products, which can require

**Table of Contents**

significant time, expense and capital without the ability to realize any revenue. During this sales cycle, we may expend substantial resources with no assurance that a sale will ultimately result. The length of a customer's sales cycle depends on a number of factors, many of which we may not be able to control. These factors include the customer's product and technical requirements and the level of competition we face for that customer's business. Any unexpected lengthening of the sales cycle or failure to secure anticipated orders would negatively affect the timing of our revenue, and hinder our revenue growth. Furthermore, a delay in our ability to obtain a signed agreement or other persuasive evidence of an arrangement or to complete certain contract requirements in a particular quarter could reduce our revenue in that quarter. Overall, any significant failure to generate revenue or delays in recognizing revenue after incurring costs related to our sales or services process could have a material adverse effect on our business, financial condition and results of operations.

***We focus exclusively on the pricing and margin optimization software market, and if this market develops more slowly than we expect, our business will be harmed.***

We derive, and expect to continue to derive, all of our revenue from providing pricing and margin optimization software products, implementation services and ongoing customer support. The pricing and margin optimization software market is relatively new and still evolving, and it is uncertain whether this software will achieve and sustain high levels of demand and market acceptance. Our success will depend on the willingness of businesses in the manufacturing, distribution, services, and travel industries to implement pricing and margin optimization software.

Some businesses may be reluctant or unwilling to implement pricing and margin optimization software for a number of reasons, including failure to understand the potential returns of improving their pricing processes and lack of knowledge about the potential benefits that such software may provide. Even if businesses recognize the need for improved pricing processes, they may not select our pricing and margin optimization software products because they previously have made investments in internally developed pricing and margin optimization solutions. Some businesses may elect to improve their pricing processes through solutions obtained from their existing enterprise software providers, whose solutions are designed principally to address one or more functional areas other than pricing. These enterprise solutions may appeal to customers that wish to limit the number of software vendors on which they rely and the number of different types of solutions used to run their businesses.

If businesses do not embrace the benefits of pricing and margin optimization software, the pricing and margin optimization software market may not continue to develop or may develop more slowly than we expect, either of which would significantly and adversely affect our revenue and operating results. Because the pricing and margin optimization software market is developing and the manner of its development is difficult to predict, we may make errors in predicting and reacting to relevant business trends, which could harm our operating results.

***Any downturn in sales to our target markets of manufacturing, distribution, services, and travel would adversely affect our operating results.***

Our success is highly dependent upon our ability to sell our software products to customers in the manufacturing, distribution, services, and travel industries. If we are unable to market and sell our software products effectively to customers in these industries, we may not be able to grow our business. It is uncertain whether our software products will achieve and sustain the levels of demand and market acceptance that we anticipate. Such uncertainty is attributable to, among other factors, the following:

the possibility that it may be more difficult than we currently anticipate to implement our software products in our target industries;

the possibility that it may be more difficult than we currently anticipate to increase our customer base in our target industries;

the possibility that it may take more time to train our personnel in the implementation of our software products in our target industries; and

our limited experience implementing our software products in certain of our target industries.

Our revenue growth has been derived principally from customers in the manufacturing, distribution, services, and travel industries, where our products have recently begun to achieve market acceptance. Our revenue growth is highly dependent upon continued growth of market acceptance in all of these industries, and there is no assurance our products will achieve or sustain

**Table of Contents**

widespread acceptance among these potential customers. Failure to expand market acceptance of our products in the manufacturing, distribution, services industries or to maintain sales in the travel industry would adversely affect our operating results and financial condition.

***Our software products require implementation projects that are subject to significant risks and delays, which if any occurred could negatively impact the effectiveness of our software, resulting in harm to our reputation, business and financial performance.***

The implementation of our software products can involve complex, large-scale projects that require substantial support operations, significant resources and reliance on certain factors that may not be under our control. For example, the success of our implementation projects is heavily dependent upon the quality of data used by our software products, the commitment of customers' resources and personnel to the projects and the stability, functionality and scalability of the customer's information technology infrastructure. If weaknesses or problems in infrastructure or data or our customers' commitment and investment in personnel and resources exist, we may not be able to correct or compensate for such weaknesses. In addition, implementation of our software products can be highly complex and require substantial efforts and cooperation on the part of our customers. If we are unable to successfully manage the implementation of our software products such that those products do not meet customer needs or expectations, we may become involved in disputes with our customers and our business, reputation and financial performance may be significantly harmed. For projects accounted for under percentage of completion, we recognize our license and implementation revenues as implementation services are performed. Any delays in an implementation project or changes in the scope or timing of an implementation project would delay or alter the corresponding revenue recognition and could adversely affect our operating results. In addition, any delays or changes in scope could result in estimated project costs exceeding contracted revenue of which a loss reserve would need to be established which would have an adverse effect on our operating results. If an implementation project for a large customer or a number of customers is substantially delayed or cancelled, our ability to recognize the associated revenue and our operating results would be adversely affected.

***Competition from vendors of pricing solutions and enterprise applications as well as from companies internally developing their own solutions could adversely affect our ability to sell our software products and could result in pressure to price our software products in a manner that reduces our margins and harms our operating results.***

The pricing and margin optimization software market is competitive, fragmented and rapidly evolving. Our software products compete with solutions developed internally by businesses as well as solutions offered by competitors. Our principal competition consists of:

pricing and margin optimization software vendors, including a number of vendors that provide pricing and margin optimization software for specific industries; and

large enterprise application providers that have developed offerings that include pricing and margin optimization functionality.

We expect additional competition from other established and emerging companies to the extent the pricing and margin optimization software market continues to develop and expand. We also expect competition to increase as a result of the entrance of new competitors in the market and industry consolidation, including through a merger or partnership of two or more of our competitors or the acquisition of a competitor by a larger company. A number of our current and potential competitors have larger installed bases of users, longer operating histories and greater name recognition than we have. In addition, many of these companies have significantly greater financial, technical, marketing, service and other resources than we have. As a result, these companies may be able to respond more quickly to new or emerging technologies and changes in customer demands and to devote greater resources to the development, promotion and sale of their products than we can.

Competition could seriously impede our ability to sell additional software products and related services on terms favorable to us. We do not know how our competition will set prices for their products during a period of economic downturn. Businesses may continue to enhance their internally developed solutions, rather than investing in commercially-available solutions such as ours. Our current and potential competitors may develop and market new technologies that render our existing or future products obsolete, unmarketable or less competitive. In addition, if

these competitors develop products with similar or superior functionality to our products, or if they offer products with similar functionality at a substantially lower price than our products, we may need to decrease the prices for our products in order to remain competitive. If we are unable to maintain our current product, services and maintenance pricing due to competitive pressures, our margins will be reduced and our operating results will be adversely affected. We cannot provide assurance that we will be able to compete successfully against current or

## **Table of Contents**

future competitors or that competitive pressures will not materially and adversely affect our business, financial condition and operating results.

***Our revenue recognition is primarily based upon our ability to estimate the efforts required to complete our implementation projects, which may be difficult to estimate.***

We generally recognize revenue from our software licenses and implementation services over the period during which such services are performed using the percentage-of-completion method. The length of this period depends on the number of licensed software products and the scope and complexity of the customer's deployment requirements. Under the percentage-of-completion method, the revenue we recognize during a reporting period is based on the resources expended during the reporting period as compared to the estimated total resources required to implement our software products. If we are unable to accurately estimate the overall total man-days required to implement our software products, such inaccuracies could have a material effect on the timing of our revenue. Any change in the timing of revenue recognition as a result of inaccurate estimates could adversely impact our quarterly or annual operating results.

***Failure to sustain our historical maintenance and support renewal rates and pricing would adversely affect our operating results.***

Maintenance and support agreements are typically for a term of one to two years. Historically, maintenance and support revenue has represented a significant portion of our total revenue, including approximately 41%, 36% and 29% of our total revenue for the years ended December 31, 2010, 2009 and 2008, respectively. If our customers choose not to renew their maintenance and support agreements with us on favorable terms or at all, our business, operating results and financial condition could be harmed.

***We might not generate increased business from our current customers, which could limit our revenue in the future.***

We sell our software products to both new customers and existing customers. Many of our existing customers initially purchase our software products for a specific business segment or a specific geographic location within their organization and later purchase additional software products for the same or other business segments and geographic locations within their organization. These customers might not choose to make additional purchases of our software products or to expand their existing software products to other business segments. In addition, as we deploy new applications and features for our software products or introduce new software products, our current customers could choose not to purchase these new offerings. If we fail to generate additional business from our existing customers, our revenue could grow at a slower rate or even decrease.

***If our cost estimates for fixed-fee arrangements do not accurately anticipate the cost and complexity of implementing our software products, our profitability could be reduced and we could experience losses on these arrangements.***

A majority of our license and implementation arrangements are priced on a fixed-fee basis. If we underestimate the amount of effort required to implement our software products, our profitability could be reduced. Moreover, if the actual costs of completing the implementation exceed the agreed upon fixed price, we would incur a loss on the arrangement.

***Our revenue recognition policy may cause any decreases in sales not to be reflected in our revenue immediately.***

The period over which we recognize license and implementation revenue for an implementation depends on the number of licensed software products and the scope and complexity of the customer's deployment requirements which may range from six months to several years. As a result, a significant majority of our revenue is recognized on arrangements that were executed in previous periods. Any shortfall in new sales of our software products may not be reflected in our revenue for several quarters, and as such the adverse impact on our business may not be readily apparent.

***We may enter into acquisitions that may be difficult to integrate, fail to achieve our strategic objectives, disrupt our business, dilute stockholder value or divert management attention.***

In the future we may pursue acquisitions of businesses, technologies and products that we intend to complement our existing business, products and technologies. We cannot provide assurance that any acquisition we make in the future will





**Table of Contents**

provide us with the benefits we anticipated in entering into the transaction. Acquisitions are typically accompanied by a number of risks, including:

difficulties in integrating the operations and personnel of the acquired companies;

difficulties in maintaining acceptable standards, controls, procedures and policies;

potential disruption of ongoing business and distraction of management;

inability to maintain relationships with customers of the acquired business;

impairment of relationships with employees and customers as a result of any integration of new management and other personnel;

difficulties in incorporating acquired technology and rights into our products and services;

unexpected expenses resulting from the acquisition; and

potential unknown liabilities associated with acquired businesses.

In addition, acquisitions may result in the incurrence of debt, acquisition related costs and expenses, restructuring charges and write-offs. Acquisitions may also result in goodwill and other intangible assets that are subject to impairment tests, which could result in future impairment charges. Furthermore, if we finance acquisitions by issuing convertible debt or equity securities, our existing stockholders may be diluted and earnings per share may decrease. To the extent we finance future acquisitions with debt, such debt could include financial or operational covenants that restrict our business operations.

We may enter into negotiations for acquisitions that are not ultimately consummated. Those negotiations could result in diversion of management time and significant out-of-pocket costs. If we fail to evaluate and execute acquisitions successfully, we may not be able to achieve our anticipated level of growth and our business and operating results could be adversely affected.

***If we fail to develop or acquire new pricing and margin optimization functionality to enhance our existing software products, we will not be able to grow our business and it could be harmed.***

The pricing and margin optimization software market is characterized by:

rapid technological developments;

newly emerging and changing customer requirements; and

frequent product introductions, updates and functional enhancements.

We must introduce new pricing and margin optimization functionality that enhances our existing software products in order to meet our business plan, maintain or improve our competitive position, keep pace with technological developments, satisfy increasing customer requirements and increase awareness of pricing and margin optimization software generally and of our software products in particular. Any new functionality we develop may not be introduced in a timely manner and may not achieve market acceptance sufficient to generate material revenue. Furthermore, we believe our competitors are heavily investing in research and development, and may develop and market new solutions that will compete with, and may reduce the demand for, our software products. We cannot provide assurance that we will be successful in developing or otherwise acquiring, marketing and licensing new functionality, or delivering updates and upgrades that meet changing industry standards and customer demands. In addition, we may experience difficulties that could delay or prevent the successful development, marketing and licensing of such functionality. If we are unable to develop or acquire new functionality, enhance our existing software products or adapt to changing industry requirements to meet market demand, we may not be able to grow our business and our revenue and operating results would be adversely affected.

In addition, because our software products are intended to operate on a variety of technology platforms, we must continue to modify and enhance our software products to keep pace with changes in these platforms. Any inability of our software

## **Table of Contents**

products to operate effectively with existing or future platforms could reduce the demand for our software products, result in customer dissatisfaction and limit our revenue.

***Defects or errors in our software products could harm our reputation, impair our ability to sell our products and result in significant costs to us.***

Our pricing and margin optimization software products are complex and may contain undetected defects or errors. Several of our products have recently been developed and may therefore be more likely to contain undetected defects or errors. In addition, we frequently develop enhancements to our software products that may contain defects. We have not suffered significant harm from any defects or errors to date, but we have found defects in our software products from time to time. We may discover additional defects in the future, and such defects could be material. We may not be able to detect and correct defects or errors before the final implementation of our software products. Consequently, we or our customers may discover defects or errors after our software products have been implemented. We have in the past issued, and may in the future need to issue, corrective releases of our products to correct defects or errors. The occurrence of any defects or errors could result in:

lost or delayed market acceptance and sales of our software products;

delays in payment to us by customers;

injury to our reputation;

diversion of our resources;

legal claims, including product liability claims, against us;

increased maintenance and support expenses; and

increased insurance costs.

Our license agreements with our customers typically contain provisions designed to limit our liability for defects and errors in our software products and damages relating to such defects and errors, but these provisions may not be enforced by a court or otherwise effectively protect us from legal claims. Our liability insurance may not be adequate to cover all of the costs resulting from these legal claims. Moreover, we cannot provide assurance that our current liability insurance coverage will continue to be available on acceptable terms. In addition, the insurer may deny coverage on any future claim. The successful assertion against us of one or more large claims that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business and operating results. Furthermore, even if we prevail in any litigation, we are likely to incur substantial costs and our management's attention will be diverted from our operations.

***If our executives and other key personnel are unable to effectively manage our business, or if we fail to attract additional qualified personnel, our operating results could be adversely affected.***

Our future success depends upon the performance and service of our executive officers and other key sales, development, science and professional services staff. The failure of our executives and key personnel to effectively manage our business or the loss of the services of our executive officers and other key personnel would harm our operations. In addition, our future success will depend in large part on our ability to attract and retain a sufficient number of highly qualified personnel, and there can be no assurance that we will be able to do so. We've recently added several new personnel, and their ability to learn our business and manage it effectively will be important to our continued growth and expansion. In addition, given the highly sophisticated pricing science included in our products, the pool of scientists and software developers qualified to work on our products is limited, and the implementation of our software products requires highly-qualified personnel, and hiring and retaining such personnel to support our growth may be challenging. Competition for such qualified personnel is intense, and we compete for these individuals with other companies that have greater financial, technical, marketing, service and other resources than we do. If our

key personnel are unable to effectively manage our business, or if we fail to attract additional qualified personnel, our operating results could be adversely affected.

**Table of Contents**

***Intellectual property litigation and infringement claims may cause us to incur significant expense or prevent us from selling our software products.***

Our industry is characterized by the existence of a large number of patents, trademarks and copyrights, and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. A third party may assert that our technology violates its intellectual property rights, or we may become the subject of a material intellectual property dispute. Pricing and margin optimization solutions may become increasingly subject to infringement claims as the number of commercially available pricing and margin optimization solutions increases and the functionality of these solutions overlaps. In addition, changes in patent laws in the U.S. such as the recently adopted America Invents Act of 2011 may affect the scope, strength and enforceability of our patent rights or the nature of proceedings which may be brought by us related to our patent rights. Future litigation may involve patent holding companies or other adverse patent owners who have no relevant product revenue and against whom our own potential patents may therefore provide little or no deterrence. Regardless of the merit of any particular claim that our technology violates the intellectual property rights of others, responding to such claims may require us to:

incur substantial expenses and expend significant management efforts to defend such claims;

pay damages, potentially including treble damages, if we are found to have willfully infringed such parties patents or copyrights;

cease making, licensing or using products that are alleged to incorporate the intellectual property of others;

distract management and other key personnel from performing their duties for us;

enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies; and

expend additional development resources to redesign our products.

Any license required as a result of litigation under any patent may not be made available on commercially acceptable terms, if at all. In addition, some licenses may be nonexclusive, and therefore our competitors may have access to the same technology licensed to us. If we fail to obtain a required license or are unable to design around a patent, we may be unable to effectively develop or market our products, which could limit our ability to generate revenue or maintain profitability.

Contract terms generally obligate us to indemnify our customers for their use of the intellectual property associated with our current product suite or for other third-party products that are incorporated into our solutions and that infringe the intellectual property rights of others. If we are unable to resolve our legal obligations by settling or paying an infringement claim or a related indemnification claim as described above, we may be required to compensate our customers under the contractual arrangement with such customers. Some of our intellectual property indemnification obligations are contractually capped at a very high amount or not capped at all.

***If we fail to protect our proprietary rights and intellectual property adequately, our business and prospects may be harmed.***

Our success will depend in part on our ability to protect our proprietary methodologies and intellectual property. We rely upon a combination of trade secrets, confidentiality policies, nondisclosure and other contractual arrangements, and patent, copyright and trademark laws to protect our intellectual property rights. We cannot, however, be certain that steps we take to protect our proprietary rights will prevent misappropriation of our intellectual property, or the development and marketing of similar and competing products and services by third parties.

We rely, in some circumstances, on trade secrets to protect our technology. Trade secrets, however, are difficult to protect. In addition, our trade secrets may otherwise become known or be independently discovered by competitors, and in such cases, we could not assert such trade secret rights against such parties. We seek to protect our proprietary technology and processes, in part, by confidentiality agreements with our employees, consultants, customers,

scientific advisors and other contractors. These agreements may be breached, and we may not have adequate remedies for any breach. To the extent that our employees, consultants or contractors use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions.

**Table of Contents**

As of the date of this filing, we have five issued U.S. patents and five pending U.S. patent applications. We have not pursued patent protection in any foreign countries. Our pending patent applications may not result in issued patents. The patent position of technology-oriented companies, including ours, is generally uncertain and involves complex legal and factual considerations. The standards that the United States Patent and Trademark Office uses to grant patents are not always applied predictably or uniformly and can change. Accordingly, we do not know the degree of future protection for our proprietary rights or the breadth of claims allowed in any patents that may be issued to us or to others. If any of our patent applications issue, they may not contain claims sufficiently broad to protect us against third parties with similar technologies or products, or provide us with any competitive advantage. Moreover, once they have been issued, our patents and any patent for which we have licensed or may license rights may be challenged, narrowed, invalidated or circumvented. If our patents are invalidated or otherwise limited, other companies will be better able to develop products that compete with ours, which could adversely affect our competitive business position, business prospects and financial condition.

Patent applications in the U.S. are typically not published until, at least, 18 months after filing or in some cases not at all, and publications of discoveries in industry-related literature lag behind actual discoveries. We cannot be certain that we were the first to invent the inventions claimed in our pending patent applications or that we were the first to file for patent protection. Additionally, the process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. As a result, we may not be able to obtain adequate patent protection.

In addition, despite our efforts to protect our proprietary rights, unauthorized parties may be able to obtain and use information that we regard as proprietary. The issuance of a patent does not guarantee that it is valid or enforceable. As such, even if we obtain patents, they may not be valid or enforceable against third parties. In addition, the issuance of a patent does not guarantee that we have a right to practice the patented invention. Third parties may have blocking patents that could be used to prevent us from marketing or practicing our potentially patented products. As a result, we may be required to obtain licenses under these third-party patents. If licenses are not available to us on acceptable terms, or at all, we will not be able to make and sell our software products and competitors would be more easily able to compete with us.

***We use open source software in our products that may subject our software products to general release or require us to re-engineer our products, which may cause harm to our business.***

We use open source software in our products and may use more open source software in the future. From time to time, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products. As a result, we could be subject to suits by parties claiming ownership of what we believe to be open source software. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the open source software and that we license such modifications or derivative works under the terms of a particular open source license or other license granting third parties certain rights of further use. If we combine our proprietary software products with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software products. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third party commercial software, as open source licensors generally do not provide warranties or controls on origin of the software. In addition, open source license terms may be ambiguous and many of the risks associated with usage of open source cannot be eliminated, and could, if not properly addressed, negatively affect our business. If we were found to have inappropriately used open source software, we may be required to re-engineer our products, to discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis or take other remedial action that may divert resources away from our development efforts, any of which could adversely affect our business, operating results and financial condition.

***We utilize third-party software that we incorporate into our software products, and impaired relations with these third parties, defects in third-party software or a third party's inability or failure to enhance their software over time could adversely affect our operating performance and financial condition.***

We incorporate and include third-party software into our software products. If our relations with any of these third parties are impaired, or if we are unable to obtain or develop a replacement for the software, our business could

be harmed. The operation of our products could be impaired if errors occur in the third-party software that we utilize. It may be more difficult for us to correct any defects in third-party software because the software is not within our control. Accordingly, our business could be adversely affected in the event of any errors in this software. There can be no assurance that these third parties will continue to invest the appropriate levels of resources in their products and services to maintain and enhance the capabilities of their software.



**Table of Contents**

***New accounting standards or interpretations of existing accounting standards, including those related to revenue recognition, could adversely affect our operating results.***

GAAP in the United States are subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. We adopted new accounting standards for multiple-element arrangements effective from January 1, 2010 and standard setters have proposed further changes to revenue recognition accounting standards, among others. A change in principles or interpretations, in particular those related to revenue recognition, could have an adverse effect on our reported financial results.

***The expiration of the research and experimentation tax credit or other general business credit could have a negative impact on our business, results of operations, financial condition or liquidity.***

Our federal effective tax rate historically has been lower than the statutory rate of 34% largely due to tax credit incentives under the U.S. research and experimentation tax credit extended to taxpayers engaged in qualified research and experimental activities. This tax credit is designed to stimulate qualifying company research and development over time by reducing after-tax costs. By qualifying for the tax credit, we have been able to use general business tax credits to reduce our federal income tax liability. In December 2010, the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010 was enacted which extended the research and experimentation tax credit until December 31, 2011. Since its enactment in 1981, Congress has reinstated on a retroactive basis the research and experimentation tax credit several times. Unless the research and experimentation tax credit is reinstated for 2012, we will record federal income taxes in 2012 at the enacted federal rate of 34%, net of other tax credits.

***Our international sales subject us to risks that may adversely affect our operating results.***

Over the last several years, we derived a significant portion of our revenue from customers outside the United States. For the year ended December 31, 2010, 2009, and 2008, approximately 60%, 59% and 54% of our total revenue, respectively, was derived from outside the United States. We may not be able to maintain or increase international market demand for our products. Managing overseas growth could require significant resources and management attention and may subject us to new or larger levels of regulatory, economic, foreign currency exchange, tax and political risks. Among the risks we believe are most likely to affect us with respect to our international sales and operations are:

economic conditions in various parts of the world;

unexpected changes in regulatory requirements;

less protection for intellectual property rights in some countries;

new and different sources of competition;

multiple, conflicting and changing tax laws and regulations that may affect both our international and domestic tax liabilities and result in increased complexity and costs;

if we were to establish international offices, the difficulty of managing and staffing such international offices and the increased travel, infrastructure and legal compliance costs associated with multiple international locations;

difficulties in enforcing contracts and collecting accounts receivable, especially in developing countries;

if more contracts become denominated in local currency, fluctuations in exchange rates; and

tariffs and trade barriers, import/export controls and other regulatory or contractual limitations on our ability to sell or develop our products in certain foreign markets.

If we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Our failure to manage any of these risks successfully could harm our international operations and reduce our international sales, adversely affecting our business, operating results and financial condition.

**Table of Contents**

***Our operations might be affected by the occurrence of a natural disaster or other catastrophic event in Houston, Texas.***

Our headquarters are located in Houston, Texas, from which we base our operations. Although we have contingency plans in effect for natural disasters or other catastrophic events, these events, including terrorist attacks and natural disasters such as hurricanes, could disrupt our operations. Even though we carry business interruption insurance and typically have provisions in our contracts that protect us in certain events, we might suffer losses as a result of business interruptions that exceed the coverage available under our insurance policies or for which we do not have coverage. For example, even a temporary disruption to our business operations may create a negative perception in the marketplace. Any natural disaster or catastrophic event affecting us could have a significant negative impact on our operations.

***Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from executing our strategy.***

We believe that our existing cash and cash equivalents and our cash flow from future operating activities will be sufficient to meet our anticipated cash needs for the next twelve months and the foreseeable future. The timing and amount of our working capital and capital expenditure requirements may vary significantly depending on numerous factors, including the other risk factors described in this Quarterly Report on Form 10-Q. In addition, we may require additional financing to fund the purchase price of future acquisitions. Additional financing may not be available on terms favorable to us, or at all. Any additional capital raised through the sale of equity or convertible debt securities may dilute your percentage ownership of our common stock. Furthermore, any new debt or equity securities we issue could have rights, preferences and privileges superior to our common stock. Capital raised through debt financings could require us to make periodic interest payments and could impose potentially restrictive covenants on the conduct of our business.

***We incur significant increased costs as a result of operating as a public company, and our management will be required to devote substantial time to new compliance initiatives.***

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. SEC and New York Stock Exchange, or NYSE, rules and regulations impose heightened requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives. We may also need to hire additional finance and administrative personnel to support our compliance requirements. Moreover, these rules and regulations increase our legal and financial costs and make some activities more time-consuming.

In addition, we are required to maintain effective internal controls for financial reporting and disclosure controls and procedures. In particular, we are required to perform system and process evaluation and testing of our internal controls over financial reporting to allow management to report on, and our independent registered public accounting firm to report on, the effectiveness of our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our testing, or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies or material weaknesses in our internal controls over financial reporting. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management efforts. We have hired additional accounting and financial staff and a third party firm with appropriate public company experience and technical accounting knowledge. If we or our independent registered public accounting firm identifies deficiencies or material weaknesses in our internal controls over financial reporting, the market price of our stock could decline and we could be subject to sanctions or investigations by the NYSE, SEC or other regulatory authorities, which would require additional financial and management resources.

**Risks relating to ownership of our common stock:**

***Market volatility may affect our stock price and the value of your investment.***

The market price for our common stock has been and is likely to continue to be volatile. Volatility could make it difficult to trade shares of our common stock at predictable prices or times.

Many factors could cause the market price of our common stock to be volatile, including the following:  
variations in our quarterly or annual operating results;



**Table of Contents**

decreases in market valuations of comparable companies;

fluctuations in stock market prices and volumes;

decreases in financial estimates by equity research analysts;

announcements by our competitors of significant contracts, new products or product enhancements, acquisitions, distribution partnerships, joint ventures or capital commitments;

departure of key personnel;

changes in governmental regulations and standards affecting the software industry and our products;

sales of common stock or other securities by us in the future;

damages, settlements, legal fees and other costs related to litigation, claims and other contingencies;

deterioration of the general U. S. and global economic condition; and

other risks described elsewhere in this section.

In the past, securities class action litigation often has been initiated against a company following a period of volatility in the market price of the company's securities. If class action litigation is initiated against us, we will incur substantial costs and our management's attention will be diverted from our operations. All of these factors could cause the market price of our stock to decline, and you may lose some or all of your investment.

***Shares of our common stock are relatively illiquid.***

Our common stock is thinly traded and we have a relatively small public float. Our common stock may be less liquid than the stock of companies with a broader public ownership. In addition, trading of a large volume of our common stock may also have a significant impact on its trading price.

***If equity research analysts cease to publish research or reports about us or if they issue unfavorable commentary or downgrade our common stock, the price of our common stock could decline.***

The trading market for our common stock relies in part on the research and reports that equity research analysts publish about us and our business. The price of our stock could decline if one or more equity research analysts downgrade our stock or if those analysts issue other unfavorable commentary or cease publishing reports about our business.

***Anti-takeover provisions in our Certificate of Incorporation and Bylaws and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management.***

Our Certificate of Incorporation and by-laws and Section 203 of the Delaware General Corporation Law contain provisions that might enable our management to resist a takeover of our company. These provisions include the following:

- the division of our board of directors into three classes to be elected on a staggered basis, one class each year;
- a prohibition on actions by written consent of our stockholders;
- the elimination of the right of stockholders to call a special meeting of stockholders;
- a requirement that stockholders provide advance notice of any stockholder nominations of directors or any proposal of new business to be considered at any meeting of stockholders;

a requirement that a supermajority vote be obtained to amend or repeal certain provisions of our certificate of incorporation; and

**Table of Contents**

the ability of our board of directors to issue preferred stock without stockholder approval.

In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which limits the ability of stockholders owning in excess of 15% of our outstanding voting stock to merge or combine with us. Although we believe these provisions collectively provide for an opportunity to obtain higher bids by requiring potential acquirors to negotiate with our board of directors, they would apply even if an offer were considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

***We do not intend to pay dividends on our common stock in the foreseeable future.***

We do not currently anticipate paying any cash dividends on our common stock in the foreseeable future. We currently anticipate that we will retain all of our available cash, if any, for use as working capital and for other general corporate purposes. Any payment of future dividends will be at the discretion of our board of directors and will depend upon, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that the board of directors deems relevant. Investors seeking cash dividends should not purchase our common stock.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

We have an ongoing authorization from our Board of Directors to repurchase up to \$15.0 million in shares of our common stock in the open market or through privately negotiated transactions. As of September 30, 2011, \$10.0 million remained available for repurchase under the existing repurchase authorization.

We did not make any purchases of our common stock under this program for the three months ended September 30, 2011.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. [Removed and Reserved]**

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

<b>Number</b>	<b>Description</b>
10.13(1)	Third Amendment to Office Lease between PROS Revenue Management, L.P. and Houston Community College System dated as of July 29, 2011.
31.1	Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a).
31.2	Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/ 15d-14(a).
32.1*	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

\* This certification shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, or otherwise subject to the liability of that Section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934

(1) Incorporated by reference to our Current Report on Form 8-K filed on August 3, 2011.



**Table of Contents**

**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, thereunto duly authorized.

PROS HOLDINGS, INC.

Date: November 4, 2011

By: /s/ Andres Reiner  
Andres Reiner  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 4, 2011

By: /s/ Charles H. Murphy  
Charles H. Murphy  
Executive Vice President and Chief  
Financial Officer  
(Principal Financial and Accounting  
Officer)