

PROS Holdings, Inc.  
Form 4  
January 05, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Reiner Andres

(Last) (First) (Middle)  
3100 MAIN STREET, SUITE 900  
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PROS Holdings, Inc. [PRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price	
Common Stock	01/01/2015		M		20,000	A	\$ 27.48	314,746	D
							(1)		
Common Stock	01/01/2015		F		8,592	D	\$ 27.48	306,154	D
							(1)		
Common Stock	01/01/2015		M		26,250	A	\$ 27.48	332,404	D
							(1)		
Common Stock	01/01/2015		F		11,012	D	\$ 27.48	321,392	D

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Common Stock	01/01/2015	M	9,225	A	<u>(1)</u> \$ 27.48	330,617	D
Common Stock	01/01/2015	F	3,870	D	<u>(1)</u> \$ 27.48	326,747	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	01/01/2015		M	20,000	<u>(3)</u> <u>(3)</u>	Common Stock	20,000
Restricted Stock Units	<u>(2)</u>	01/01/2015		M	26,250	<u>(5)</u> <u>(5)</u>	Common Stock	26,250
Restricted Stock Units	<u>(2)</u>	01/01/2015		M	9,225	<u>(6)</u> <u>(6)</u>	Common Stock	9,225

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	X		President & CEO	

## Signatures

Damian Olthoff, attorney-in-fact for Andres D.  
Reiner

01/05/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 31, 2014, the previous business day before the vest date of January 1, 2015.
  - (2) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
  - (3) This restricted stock unit grant was awarded on February 14, 2012 in the amount of 80,000 units, and vests annually, in equal installments over a four year period on January 1st of each year.  
  
Includes (i) 8,750 unvested restricted stock units associated with a May 10, 2011 grant, the last tranche of which will vest May 10, 2015; (ii) 20,000 unvested restricted stock units associated with a February 14, 2012 grant, the last tranche of which will vest on January 1, 2016; (iii) 52,500 unvested restricted stock units associated with a January 18, 2013 grant, which will vest in equal installments on January 1st over the next two years; and (iv) 27,675 unvested restricted stock units associated with a February 11, 2014 grant which will vest in equal installments on January 1st over the next three years.
  - (5) This restricted stock unit grant was awarded on January 18, 2013 in the amount of 105,000 units and vests annually, in equal installments over a four year period on January 1st of each year.
  - (6) This restricted stock unit grant was awarded on February 11, 2014 in the amount of 36,900 units and vests annually, in equal installments over a four year period on January 1st of each year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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