

PROS Holdings, Inc.  
Form 4  
March 04, 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)  
01/23/2015

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Performance Share Units	<u>(1)</u>	01/23/2015	A	114,400					01/01/2018	01/01/2018	Common Stock	114,400
Restricted Stock Units	<u>(3)</u>	01/23/2015	A	57,200					<u>(4)</u>	<u>(4)</u>	Common Stock	57,200

## 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  
 03/04/2015

\_\_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) One share of PROS Holdings, Inc. common stock will be issued for each performance share that vests.

(2) Includes (i) 200,000 performance shares (market share units) and is associated with a February 25, 2013 grant, which will vest on January 1, 2016; (ii) 73,800 performance shares (market share units) and is associated with a February 11, 2014 grant, which will vest on January 1, 2017; and (iii) 114,400 performance shares (market share units) and is associated with a February 23, 2015 grant, which will vest on January 1, 2018. All performance share grants described herein assume the maximum possible award at 200%.

(3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

(4) This restricted stock unit grant was awarded on February 23, 2015 in the amount of 57,200 units, and vests annually in equal installments over a four year period on January 1st of each year.

(5) Includes (i) 8,750 unvested restricted stock units associated with a May 10, 2011 grant, vesting in equal installments on May 10th each year, the last tranche of which will vest on May 10, 2015; (ii) 20,000 unvested restricted stock units associated with a February 14, 2012 grant, vesting in equal installments on January 1st each year, 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, vesting in equal installments on January 1st over the next two years; (iv) 27,675 unvested restricted stock units, associated with a February 11, 2014 grant, vesting in equal installments on January 1st over the next three years; and (v) 57,200 unvested restricted stock units associated with a January 23, 2015 grant, vesting in equal installments on January 1st over the next four years.

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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