

Schulz Stefan B
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Schulz Stefan B

(Last) (First) (Middle)
 3100 MAIN ST., 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)
 01/01/2018

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)
 EVP and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/01/2018		M		9,800	A	\$ 26.45 <u>(1)</u>
Common Stock	01/01/2018		F		3,894	D	\$ 26.45 <u>(1)</u>

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	01/01/2018		M	9,800	(4) (4)	Common Stock	9,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulz Stefan B 3100 MAIN ST. SUITE 900 HOUSTON, TX 77002			EVP and CFO	

Signatures

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz
Date: 01/03/2018

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 29, 2017, the previous business day before the vest date of January 1, 2018.
 - (2) Includes 3,500 shares held in a joint account controlled by Stefan and Mary Schulz.
 - (3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
 - (4) This is the first tranche of a grant awarded on January 20, 2017 in the amount of 38,200 restricted stock units and vests annually, in equal installments, over a four year period commencing on January 1, 2018 and expiring on January 1, 2021.
Includes (i) 41,250 unvested restricted stock units, the last tranche of which will vest March 3, 2019 and is associated with a March 3, 2015 grant; (ii) 46,875 restricted stock units, the last tranche of which will vest March 1, 2020 and is associated with a March 24, 2016 grant; and (iii) 29,400 restricted stock units, the last tranche of which will vest January 1, 2021 and is associated with a January 20, 2017 grant.

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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