

Reiner Andres
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 *
Reiner Andres

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2018

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

(Street)
HOUSTON, TX 77002

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

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

(City) (State) (Zip)

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			
Common Stock	01/01/2018		M		9,225	A	\$ 26.45 (1) 425,040	D
Common Stock	01/01/2018		F		4,103	D	\$ 26.45 (1) 420,937	D
Common Stock	01/01/2018		M		14,300	A	\$ 26.45 (1) 435,237	D
Common Stock	01/01/2018		F		5,999	D	\$ 26.45 429,238	D

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Common Stock	01/01/2018	M	21,000	A	<u>(1)</u> \$ 26.45	450,238	D
Common Stock	01/01/2018	F	8,810	D	<u>(1)</u> \$ 26.45	441,428	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	01/01/2018		M	9,225	<u>(3)</u>	<u>(3)</u>	Common Stock	9,225
Restricted Stock Units	<u>(2)</u>	01/01/2018		M	14,300	<u>(5)</u>	<u>(5)</u>	Common Stock	14,300
Restricted Stock Units	<u>(2)</u>	01/01/2018		M	21,000	<u>(6)</u>	<u>(6)</u>	Common Stock	21,000

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

01/03/2018

__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) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
 - (3) This is the last tranche of a restricted stock unit grant awarded on February 11, 2014 in the amount of 36,900 units that vested annually, in equal installments on January 1st of each year over a four year period.

Includes (i) 14,300 unvested restricted stock units with a final lapse date of January 1, 2019, and is associated with a January 23, 2015 grant; (ii) 67,500 unvested restricted stock units which vest in equal installments on March 1 for four years, with a final lapse date of
 - (4) March 1, 2020 and is associated with a March 24, 2016 grant; and (iii) 63,000 unvested restricted stock units which vest in equal installments on January 1 for the next three years, with a final lapse date of January 1, 2021 and is associated with a January 20, 2017 grant.
 - (5) This is the third tranche of a restricted stock unit grant awarded on January 21, 2015 in the amount of 57,200 units which vest annually, in equal installments over a four year period, with a final lapse date of January 1, 2019.
 - (6) This is the first tranche of a restricted stock unit grant awarded on January 20, 2017 in the amount of 84,000 units, which vest annually in equal installments over a four year period on January 1st of each year, with a final lapse date of January 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.