

Woestemeyer Mariette M
 Form 4
 February 14, 2018

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 *
 Woestemeyer Mariette M

(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)
 02/14/2018

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)

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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/14/2018 | | S | | 250,000 (1) | D | \$ 31 (2) |
| | | | | | 3,870,801 | (3) | I |
| | | | | | | | Held jointly with spouse Ronald F. Woestemeyer |

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

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 (9-02)

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

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| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Woestemeyer Mariette M 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002 | X | X | | |

Signatures

Damian Olthoff, attorney-in-fact for Mariette M. Woestemeyer

02/14/2018

**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) These shares are held in the ROMA KA LLC with Mr. and Mrs. Woestemeyer's personal broker.
- (2) Represents the average price for 1,179 separate transactions in a range from \$30.35 to \$31.99 on February 12 and 13, 2018.

- Includes: (i) 62,561 shares held by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 131,934 shares held in a joint account where Mr. and Mrs. Woestemeyer have control; (iii) 226,522 shares held in the RMW 2012 Dynasty Trust LLC; (iv) 236,266 shares held in the RMW 2012 Legacy Trust LLC; (v) 419,351 shares held by the RMW 2007 ILIT LLC; (vi) 550,000 shares held in the ROMA KA LLC; (vii) 603,548 shares held by the RMW-R 2007 Trust LLC; (viii) 690,619 shares held in the RMW-M 2007 Trust LLC; and (ix) 950,000 shares held by the Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee.

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.