

PROS Holdings, Inc.  
Form 4  
January 03, 2017

**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)  
01/01/2017

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                    | 01/01/2017                           |  | M                              |   | 26,250  | A  |   | \$ 21.52<br>(1) |
| Common Stock                    | 01/01/2017                           |  | F                              |   | 11,295  | D  |   | \$ 21.52<br>(1) |
| Common Stock                    | 01/01/2017                           |  | M                              |   | 9,225   | A  |   | \$ 21.52<br>(1) |
| Common Stock                    | 01/01/2017                           |  | F                              |   | 3,870   | D  |   | \$ 21.52        |

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|              |            |   |        |   |                           |         |   |
|--------------|------------|---|--------|---|---------------------------|---------|---|
| Common Stock | 01/01/2017 | M | 14,300 | A | <u>(1)</u><br>\$<br>21.52 | 453,301 | D |
| Common Stock | 01/01/2017 | F | 5,999  | D | <u>(1)</u><br>\$<br>21.52 | 447,302 | D |

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)

| 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                         |        |
| Restricted Stock Units                     | <u>(2)</u>   | 01/01/2017                           |  | M                              | 14,300  | <u>(3)</u>   | <u>(3)</u>  | Common Stock                  | 14,300 |
| Restricted Stock Units                     | <u>(2)</u>   | 01/01/2017                           |  | M                              | 9,225   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                  | 9,225  |
| Restricted Stock Units                     | <u>(2)</u>   | 01/01/2017                           |  | M                              | 26,250  | <u>(6)</u>   | <u>(6)</u>  | Common Stock                  | 26,250 |

## Reporting Owners

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

## Signatures

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

01/03/2017

\_\_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 30, 2016, the previous business day before the vest date of January 1, 2017.
  - (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 January 23, 2015 in the amount of 57,200 restricted stock units which vest annually, in equal installments over a four year period, with a final lapse date of January 1, 2018.  
  
Includes (i) 9,225 unvested restricted stock units with a final lapse date of January 1, 2018, and is associated with a February 11, 2014 grant; (ii) 28,600 unvested restricted stock units which will vest in equal installments on January 1 over the next two years, with a final lapse date of January 1, 2019, and is associated with a January 23, 2015 grant; and (iv) 90,000 unvested restricted stock units which will vest in equal installments beginning March 1, 2017 over the next four years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant.
  - (5) This restricted stock unit grant was awarded on February 11, 2014 in the amount of 36,900 units that will vest annually, in equal installments on January 1st of each year over a four year period.
  - (6) This restricted stock unit grant was awarded on January 18, 2013 in the amount of 105,000 restricted stock units and vest annually, in equal installments, on January 1st of each year over a four year period.

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.