

Schulz Stefan B  
Form 4  
March 05, 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

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 ST., SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

(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	Price	
Common Stock	03/01/2018		M		15,625	\$ 31.65 (1)	74,379 (2) (3) (4) D
Common Stock	03/01/2018		F		5,836	\$ 31.65 (1)	68,543 (4) D
Common Stock	03/03/2018		M		20,625	\$ 32.41 (5)	89,168 (4) D
Common Stock	03/03/2018		F		7,704	\$ 32.41	81,464 (4) D



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- (2) This amount has been corrected to reflect an over-reported tax withholding of 215 shares on Form 4 filed March 7, 2016.
- (3) This amount has been corrected to reflect an over-reported grant of 10 shares on Form 4 filed January 10, 2018.
- (4) Includes 3,500 shares held in a joint account controlled by Stefan and Mary Schulz.
- (5) The price represents the price of PROS Holdings, Inc. common stock at the close of market on March 2, 2018, the previous business day before the vest date of March 3, 2018.
- (6) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (7) This is the second tranche of a grant awarded on March 24, 2016 in the amount of 62,500 restricted stock units and vests annually, in equal installments, over a four-year period, with a final lapse date of March 1, 2020.
- (8) This is the third tranche of a grant awarded on March 3, 2015 in the amount of 82,500 restricted stock units and vests annually, in equal installments, over a four-year period, with a final lapse date of March 1, 2019.  
Includes (i) 20,625 unvested restricted stock units, the final tranche of which will vest on March 3, 2019, and is associated with a March 3, 2015 grant; (ii) 31,250 unvested restricted stock units vesting in equal installments on March 1 over the next two years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant; (iii) 29,400 unvested restricted stock units vesting in equal installments on January 1 over the next three years, with a final lapse date of January 1, 2021, and is associated with a January 20, 2017 grant; and (iv) 41,667 unvested restricted stock units vesting in equal installments on January 10 over the next four years, with a final lapse date of January 10, 2022, and is associated with a January 8, 2018 grant.
- (9)

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