

PROS Holdings, Inc.  
Form 4  
March 15, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
03/13/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/13/2017                           |  | M                              |   | 27,275<br>(1)   | A  | \$ 6 487,638 D                    |
| Common Stock                    | 03/13/2017                           |  | S(2)                           |   | 27,275  | D  | \$ 22.5<br>(3) 460,363 D          |
| Common Stock                    | 03/14/2017                           |  | M                              |   | 22,725<br>(1)   | A  | \$ 6 483,088 D                    |
| Common Stock                    | 03/14/2017                           |  | S(2)                           |   | 22,725  | D  | \$<br>(4) 22.27 460,363 D         |

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

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SEC 1474  
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option                            | \$ 6   | 03/13/2017                           |  | M                              | 27,275  | <u>(5)</u> 03/27/2017                                    | Common Stock  | 27,275                        |
| NQ Stock Option                            | \$ 6   | 03/14/2017                           |  | M                              | 22,725  | <u>(5)</u> 03/27/2017                                    | Common Stock  | 22,725                        |

## 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 03/15/2017

\_\_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) Each option granted represents the contingent right to buy one share of PROS Holdings, Inc. common stock at the price granted.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 13, 2017.
- (3) Represents the average price for 48 separate transactions in a range from \$22.19 to \$22.76 on March 13, 2017.

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- (4) Represents the average price for 50 separate transactions in a range from \$21.98 to \$22.50 on March 14, 2017.
- (5) These 50,000 NQ stock options were granted on March 26, 2007 under the PROS Holdings, Inc. 2007 Equity Incentive Plan; one-third of which were immediately exercisable, with the remainder vesting in equal installments over the following two years.
- (6) Includes: (i) 100,000 fully vested NQ stock options granted on November 15, 2007 with an expiration date of November 15, 2017; and (ii) 50,000 fully vested NQ stock options granted on May 14, 2008, with an expiration date of May 14, 2018.

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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