Dziersk Thomas Form 4 October 12, 2017

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

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 * **Dziersk Thomas**

(Last) (First) (Middle)

3100 MAIN STREET, SUITE 900

(Street)

(State)

HOUSTON, TX 77002

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

PROS Holdings, Inc. [PRO]

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

10/09/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year)

(Zip)

(Month/Day/Year)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Owned Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Director

Applicable Line)

X_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) EVP, Worldwide Sales

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Share Units	(1)	10/09/2017		A		79,338 (2)		(2)	10/09/2020	Common Stock	79,33 (2)
Restricted Stock Units	<u>(3)</u>	10/09/2017		A		59,504		<u>(4)</u>	10/09/2021	Common Stock	59,50

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dziersk Thomas 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002

EVP, Worldwide Sales

Signatures

Damian W. Olthoff, Attorney-in-fact for Thomas Dziersk

10/12/2017

**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) One share of PROS Holdings, Inc. common stock will be issued for each performance share unit (market share unit) that vests.
- These performance share units (market share units) were granted on October 9, 2017 in the amount of 79,338 units, assuming the maximum possible award at 200%. The actual number of units to be awarded is variable based on over-or-under performance of PROS Holdings, Inc. stock price compared to the Russell 2000 Index during the three-year performance period beginning October 9, 2017 and ending October 9, 2020.
- (3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (4) These restricted stock units were granted on October 9, 2017 in the amount of 59,504 units, and vest annually in equal installments of 14,876 shares beginning on October 9, 2018 and ending on October 9, 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.

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