

PROS Holdings, Inc.
Form 4
March 28, 2016

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 *
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)
03/24/2016

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|-------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units | (1) | 03/24/2016 | A | 90,000 | | | | | (2) | (2) | Common Stock | 90,000 |
| Performance Share Units | (4) | 03/24/2016 | A | 180,000 | | | | | (5) | (5) | Common Stock | 180,000 |

Reporting Owners

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

Signatures

Damian Olthoff, attorney-in-fact for Andres D. Reiner
 Reiner
 03/28/2016

__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 restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (2) This restricted stock unit grant was awarded on March 24, 2016 in the amount of 90,000 restricted stock units and vests annually, in equal installments, over a four year period on March 1 of each year.
 Includes (i) 26,250 unvested restricted stock units, the last tranche of which will vest January 1, 2017, and is associated with a January 18, 2013 grant; (ii) 18,450 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, 2018, and is associated with a February 11, 2014 grant; (iii) 42,900 unvested restricted stock units which will vest in equal installments on January 1 over the next three 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 on March 1 over the next four years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant.
- (4) One share of PROS Holdings, Inc. common stock will be issued for each performance share unit that vests.
- (5) These performance share units (market share units) were granted on March 24, 2016 in the amount of 90,000 units with a three year performance period ending on March 1, 2019. The amount shown on this Form 4 assumes the possible maximum award at 200%.
 Includes (i) 73,800 performance shares (market share units) which will vest on January 1, 2017 associated with a February 11, 2014 grant; (ii) 114,400 performance shares (market share units) which will vest on January 1, 2018 associated with a January 23, 2015 grant; and (iii) 180,000 performance shares (market share units) which will vest on March 1, 2019. All grants described above assume the maximum shares awarded possible at 200%.

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.