

Woestemeyer Ronald F
 Form 4
 January 03, 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 *
 Woestemeyer Ronald F

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 STREET, SUITE 900
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 01/01/2018 | | M | 6,310 A | \$ 26.45 (1) 4,175,250 (2) I | I | Held jointly with spouse Mariette M. Woestemeyer |

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

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

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| 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units | (3) | 01/01/2018 | | M | 6,310 | (4) 01/01/2018 | Common Stock | 6,310 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Woestemeyer Ronald F 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002 | X | X | | |

Signatures

Damian Olthoff, attorney-in-fact for Ronald F. Woestemeyer
01/03/2018

**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 29, 2017, the previous business day before the vest date of January 1, 2018.
Includes: (i) 796,144 shares held by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 950,000 shares held by the Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee; (iii) 603,548 shares held by the RMW-R 2007 Trust LLC; (iv) 419,351 shares held by the RMW 2007 ILIT LLC; (v) 690,619 shares held in the RMW-M 2007 Trust LLC; (vi) 800,000 shares held in RAMOKA LLC; (vii) 226,522 shares held in the RMW 2012 Dynasty Trust LLC; (viii) 236,266 shares held in the RMW 2012 Legacy Trust LLC; and (ix) 131,934 shares held in a joint account over which Mr. and Mrs. Woestemeyer have control.
- (3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (4) Includes 6,310 restricted stock units awarded on January 3, 2017 which fully vested on January 1, 2018.

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.