Reiner Andres Form 4 January 10, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Reiner Andres

(Last)

(Middle) (First)

PROS Holdings, Inc. [PRO] 3. Date of Earliest Transaction

_X__ Director 10% Owner

3100 MAIN STREET, SUITE 900

(Street)

(Month/Day/Year) 01/08/2018

X_ Officer (give title Other (specify

(Check all applicable)

below) President & CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

HOUSTON, TX 77002

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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)

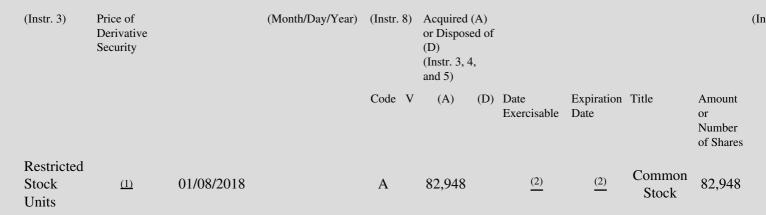
Execution Date, if any

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

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

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

X

Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002

President & CEO

Signatures

Damian Olthoff, attorney-in-fact for Andres D.
Reiner 01/10/2018

**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) 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 January 8, 2018 in the amount of 82,948 restricted stock units which vest annually, in equal installments over a four-year period, with a final lapse date of January 10, 2022.
 - Includes (i) 14,300 unvested restricted stock units which fully vest on the final lapse date of January 1, 2019, and is associated with a January 23, 2015 grant; (ii) 67,500 unvested restricted stock units which vest in equal installments on March 1 for the next three years
- (3) (March 1, 2018 included) with a final lapse date of March 1, 2020 and is associated with a March 24, 2016 grant; (iii) 63,000 unvested restricted stock units which vest in equal installments on January 1 for the next three years, with a final lapse date of January 1, 2021 and is associated with a January 20, 2017 grant; and (iv) 82,948 unvested restricted stock units which vest in equal installments on January 10 for the next four years, with a final lapse date of January 10, 2022 and is associated with a January 8, 2018 grant.

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.

Reporting Owners 2