

PROS Holdings, Inc.  
Form 4  
January 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Crump Daniel Blair

(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)  
01/01/2016

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)

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 01/01/2016                           |  | M                              |   | 18,750  | A  | \$ 23.04 (1)  |
|                                 |                                      |  |                                |   |   |  | 37,170 (2) (3)  |
| Common Stock                    | 01/01/2016                           |  | F                              |   | 8,107   | D  | \$ 23.04 (1)  |
|                                 |                                      |  |                                |   |   |  | 29,063 (2) (3)  |
| Common Stock                    | 01/01/2016                           |  | M                              |   | 11,675  | A  | \$ 23.04 (1)  |
|                                 |                                      |  |                                |   |   |  | 40,738 (2) (4)  |
| Common Stock                    | 01/01/2016                           |  | F                              |   | 4,898   | D  | \$ 23.04  |
|                                 |                                      |  |                                |   |   |  | 35,840 (2) (4)  |

(1)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (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                     | (5)  | 01/01/2016                           |  | M                              | 18,750  | (3) (3)  | Common Stock  | 18,750                        |
| Restricted Stock Units                     | (5)  | 01/01/2016                           |  | M                              | 11,675  | (4) (4)  | Common Stock  | 11,675                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Crump Daniel Blair<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 |               |           | Chief Operating Officer |       |

## Signatures

Damian Olthoff, attorney-in-fact for Daniel Blair Crump  
01/04/2016

\*\*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)

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The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 31, 2015, the previous business day before the vest date of January 1, 2016.

- (2) Includes 5,000 shares held in a joint account controlled by Blair and Beth Crump.
- (3) This is the second tranche of a grant awarded on February 24, 2014 in the amount of 75,000 restricted stock units which vest annually, in equal installments, over a four year period commencing on January 1, 2015 and expiring on January 1, 2018.
- (4) This is the first tranche of a grant awarded on January 23, 2015 in the amount of 46,700 restricted stock units which vest annually, in equal installments, over a four year period commencing on January 1, 2016 and expiring on January 1, 2019.
- (5) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

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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