

PROS Holdings, Inc.
Form 4
January 03, 2017

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)
01/01/2017

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 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		
Common Stock	01/01/2017		M		26,250	A	\$ 21.52 (1) 444,941 D
Common Stock	01/01/2017		F		11,295	D	\$ 21.52 (1) 433,646 D
Common Stock	01/01/2017		M		9,225	A	\$ 21.52 (1) 442,871 D
Common Stock	01/01/2017		F		3,870	D	\$ 21.52 439,001 D

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Common Stock	01/01/2017	M	14,300	A	<u>(1)</u> \$ 21.52	453,301	D
Common Stock	01/01/2017	F	5,999	D	<u>(1)</u> \$ 21.52	447,302	D

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 (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	<u>(2)</u>	01/01/2017		M	14,300	<u>(3)</u> <u>(3)</u>	Common Stock	14,300
Restricted Stock Units	<u>(2)</u>	01/01/2017		M	9,225	<u>(5)</u> <u>(5)</u>	Common Stock	9,225
Restricted Stock Units	<u>(2)</u>	01/01/2017		M	26,250	<u>(6)</u> <u>(6)</u>	Common Stock	26,250

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

01/03/2017

__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) The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 30, 2016, the previous business day before the vest date of January 1, 2017.
 - (2) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
 - (3) This restricted stock unit grant was awarded on January 23, 2015 in the amount of 57,200 restricted stock units which vest annually, in equal installments over a four year period, with a final lapse date of January 1, 2018.

Includes (i) 9,225 unvested restricted stock units with a final lapse date of January 1, 2018, and is associated with a February 11, 2014 grant; (ii) 28,600 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, 2019, and is associated with a January 23, 2015 grant; and (iv) 90,000 unvested restricted stock units which will vest in equal installments beginning March 1, 2017 over the next four years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant.
 - (5) This restricted stock unit grant was awarded on February 11, 2014 in the amount of 36,900 units that will vest annually, in equal installments on January 1st of each year over a four year period.
 - (6) This restricted stock unit grant was awarded on January 18, 2013 in the amount of 105,000 restricted stock units and vest annually, in equal installments, on January 1st of each year over a four year period.

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.