

Reiner Andres  
Form 4  
January 03, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
01/01/2019

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	01/01/2019		M	V	14,300	A	\$ 31.4 (1)	439,299	D	
Common Stock	01/01/2019		F		5,833	D	\$ 31.4 (1)	433,466	D	
Common Stock	01/01/2019		M		21,000	A	\$ (1)	3,140	454,466	D
Common Stock	01/01/2019		F		8,264	D	\$ 31.4 (1)	446,202	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	(2)	01/01/2019		M	14,300	(3) (3)	Common Stock	14,300
Restricted Stock Units	(2)	01/01/2019		M	21,000	(5) (5)	Common Stock	21,000

## 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 01/03/2019

\_\_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 31, 2018, the previous business day before the vest date of January 1, 2019.

(2) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

(3)

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This is the fourth and final tranche of a restricted stock unit grant awarded on January 23, 2015 in the amount of 57,200 units, that vested annually, in equal installments over a four year period, with a final lapse date of January 1, 2019.

(4) Includes (i) 45,000 unvested restricted stock units which vest in equal installments on March 1 for the next two years, with a final lapse date of March 1, 2020 and is associated with a March 24, 2016 grant; (ii) 42,000 unvested restricted stock units which vest in equal installments on January 1 for the next two years, with a final lapse date of January 1, 2021 and is associated with a January 20, 2017 grant; and (iii) 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.

(5) This is the second tranche of a restricted stock unit grant awarded on January 20, 2017 in the amount of 84,000 units, which vest annually in equal installments over a four year period on January 1st of each year, with a final lapse date of January 1, 2021.

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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