

PROS Holdings, Inc.  
Form 4  
May 13, 2014

**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 \*  
Murphy Charles H

(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)  
05/10/2014

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)  
EVP & Chief Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/10/2014                           |  | M                              |   | 6,250   | A  | \$ 0                              |
| Common Stock                    | 05/10/2014                           |  | F                              |   | 2,622   | D  | 22.93                             |
|                                 |                                      |  |                                |   |   |  | (1)                               |

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

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(9-02)

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**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (2)  | 05/10/2014                           |  | M                              | 6,250   | (3) (3)  | Common Stock  | 6,250   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Murphy Charles H<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 |               |           | EVP & Chief Financial Officer |       |

## Signatures

Damian W. Olthoff, attorney-in-fact for Charles H. Murphy  
 05/12/2014

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) Represents the price of PROS Holdings, Inc. common stock at the close of market on May 12, 2014, the first business day after the vest date of May 10, 2014.

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

(3) The original grant was awarded on May 10, 2011 in the amount of 25,000 restricted stock units that vest annually, in equal installments, over a four year period commencing on May 10, 2012, with a final lapse date of May 10, 2015.

(4) Includes (i) 3,250 unvested restricted stock units of which the last installment will vest on December 14, 2014 and is associated with a December 14, 2010 grant; (ii) 6,250 unvested restricted stock units of which the last installment will vest on May 10, 2015 and is associated with a May 10, 2011 grant; (iii) 13,500 unvested restricted stock units which will vest in equal installments on January 1st over the next two years and is associated with a February 14, 2012 grant; (iv) 28,500 unvested restricted stock units which will vest in equal installments on January 1st over the next three years and is associated with a January 18, 2013 grant; and (v) 25,000 unvested restricted stock units which will vest in equal installments on over the next two years on January 1st of each year, with a final lapse date of January 1, 2016 and is associated with a February 11, 2014 grant.

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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